****FILED PURSUANT TO NOTICE 2004-35

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545 0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

THE KINSMAN FOUNDATION
3727 SE SPAULDING AVE
MILWAUKIE, OR 97267-3938

A Employer identification number 93-0861885

B Telephone number (see the instructions) 503-654-1668

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 24,368,517.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	2,924,560.			
	2 Ck ► ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	5,319.	5,319.	N/A	
	4 Dividends and interest from securities	591,784.	591,784.		
	5a Gross rents	11,400.	11,400.		
	b Net rental income or (loss) -2,615.				
	6a Net gain/(loss) from sale of assets not on line 10	13,802.			
	b Gross sales price for all assets on line 6a 11,677,472.				
	7 Capital gain net income (from Part IV, line 2)		13,802.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	100.	100.		
	12 **Total.** Add lines 1 through 11	3,546,965.	622,405.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	200,160.	115,902.		84,258.
	14 Other employee salaries and wages	175,201.	110,425.		64,776.
	15 Pension plans, employee benefits	131,290.	83,004.		48,286.
	16a Legal fees (attach schedule) SEE ST 2	2,019.	2,019.		
	b Accounting fees (attach sch) SEE ST 3	2,330.	1,748.		582.
	c Other prof fees (attach sch) SEE ST 4	93,404.	93,404.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 5	22,134.	20,116.		1,135.
	19 Depreciation (attach sch) and depletion	10,945.	9,512.		
	20 Occupancy	45,987.	39,487.		6,500.
	21 Travel, conferences, and meetings	1,224.	97.		1,127.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	18,167.	9,802.		8,365.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	702,861.	485,516.		215,029.
	25 Contributions, gifts, grants paid PART XV	1,081,890.			1,081,890.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,784,751.	485,516.		1,296,919.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,762,214.			
	b **Net investment income** (if negative, enter -0-)		136,889.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	5,977.	17,140.	17,140.
	2	Savings and temporary cash investments	662,941.	2,919,068.	2,919,068.
	3	Accounts receivable ► 4,949.			
		Less allowance for doubtful accounts ►	29,801.	4,949.	4,949.
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 7	13,475,823.	12,086,659.	13,313,458.
	c	Investments – corporate bonds (attach schedule) STATEMENT 8	48,971.	1,004,177.	1,043,086.
	11	Investments – land, buildings, and equipment basis ► 1,117,061.			
		Less accumulated depreciation (attach schedule) SEE STMT 9 ► 116,883.	1,010,393.	1,000,178.	1,332,677.
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 10	5,741,495.	5,705,444.	5,738,139.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	20,975,401.	22,737,615.	24,368,517.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► SEE STATEMENT 11)	1,400.	1,400.	
	23	Total liabilities (add lines 17 through 22)	1,400.	1,400.	
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	182,801.	182,801.	
	28	Paid-in or capital surplus, or land, building, and equipment fund	394,140.	394,140.	
	29	Retained earnings, accumulated income, endowment, or other funds	20,397,060.	22,159,274.	
	30	Total net assets or fund balances (see instructions)	20,974,001.	22,736,215.	
	31	Total liabilities and net assets/fund balances (see instructions)	20,975,401.	22,737,615.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,974,001.
2	Enter amount from Part I, line 27a	2	1,762,214.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	22,736,215.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	22,736,215.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SCHEDULE ATTACHED		VARIOUS	VARIOUS
b	LITIGATION SETTLEMENT PROCEEDS	P	VARIOUS	VARIOUS
c	CAPITAL GAIN DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,676,765.		11,663,670.	13,095.
b	289.			289.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				13,095.
b				289.
c				418.
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	13,802.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	1,352,048.	21,781,843.	0.062072
2010	1,322,289.	21,004,124.	0.062954
2009	1,443,199.	19,517,682.	0.073943
2008	1,749,825.	26,333,501.	0.066449
2007	1,706,502.	34,859,450.	0.048954

2	**Total** of line 1, column (d)	2	0.314372
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.062874
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	23,272,904.
5	Multiply line 4 by line 3	5	1,463,261.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,369.
7	Add lines 5 and 6	7	1,464,630.
8	Enter qualifying distributions from Part XII, line 4	8	1,296,919.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _______ **(attach copy of letter if necessary – see instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	2,738.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,738.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,738.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 2,800.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,800.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	62.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 62. **Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ►$ 0. **(2)** On foundation managers ►$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ►$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3	X	
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OR			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.* SEE STATEMENT 12	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► WWW.KINSMANFOUNDATION.ORG

14 The books are in care of ► THE KINSMAN FOUNDATION Telephone no ► 503-654-1668

Located at ► 3727 SE SPAULDING AVE MILWAUKIE OR ZIP + 4 ► 97267-3938

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5 a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 13		200,160.	50,040.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ELAINE WOOD 3727 SPAULDING AVE MILWAUKIE, OR 97267-3938	ACCOUNTANT 30	78,600.	28,923.	0.
SARA BAILEY 3727 SE SPAULDING AVE MILWAUKIE, OR 97267-3938	GRANTS ASSOCI 35	67,000.	16,750.	0.

Total number of other employees paid over $50,000 ► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	13,729,398.
b	Average of monthly cash balances	1b	2,567,545.
c	Fair market value of all other assets (see instructions)	1c	7,330,371.
d	**Total** (add lines 1a, b, and c)	1d	23,627,314.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,627,314.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	354,410.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,272,904.
6	**Minimum investment return.** Enter 5% of line 5	6	1,163,645.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,163,645.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 2,738.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	2,738.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,160,907.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,160,907.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,160,907.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	1,296,919.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,296,919.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,296,919.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,160,907.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			106,607.	
b Total for prior years. 20__, 20__, 20__		-0-		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 1,296,919.				
a Applied to 2011, but not more than line 2a			106,607.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				1,160,907.
e Remaining amount distributed out of corpus	29,405.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29,405.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	29,405.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 29,405.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** 'Assets' alternative test — enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year — see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 14

b The form in which applications should be submitted and information and materials they should include

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
STATEMENT ATTACHED	N/A	PUBLIC	ATTACHED	1,081,890.
Total			► **3a**	1,081,890.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,319.	
4 Dividends and interest from securities			14	591,784.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	-2,615.	
6 Net rental income or (loss) from personal property					
7 Other investment income			1	100.	
8 Gain or (loss) from sales of assets other than inventory			18	13,802.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				608,390.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 608,390.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Keith Kinsman 5/15/13 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBRA A DIMONE	DEBRA A DIMONE Debra Dimone	5/14/13		P00356464

Firm's name ▶ KNOX & DIMONE LLC — Firm's EIN ▶ 26-3783953

Firm's address ▶ 10300 SW GREENBURG RD STE 540, PORTLAND, OR 97223-5417 — Phone no (503) 293-0093

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545 0047

2012

Name of the organization	Employer identification number
THE KINSMAN FOUNDATION	93-0861885

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: THE KINSMAN FOUNDATION

Employer identification number: 93-0861885

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN KINSMAN CHAR REMAIND UNITRUST 3727 SE SPAULDING AVE MILWAUKIE, OR 97267	$ 2,054,184.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	JOHN KINSMAN CHAR REMAIND UNITRUST 3727 SE SPAULDING AVE MILWAUKIE, OR 97267	$ 870,376.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: THE KINSMAN FOUNDATION

Employer identification number: 93-0861885

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY-TRADED CORPORATE STOCKS, BONDS AND NOTES	$ 582,688.	7/10/12
2	TWO ANNUITIES WITH STANDARD INSURANCE COMPANY	$ 870,376.	2/27/12
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
THE KINSMAN FOUNDATION	93-0861885

Part III ***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once See instructions) ► $ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form **4562**

Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545 0172

2012

Attachment Sequence No 179

Name(s) shown on return: THE KINSMAN FOUNDATION

Identifying number: 93-0861885

Business or activity to which this form relates: FORM 990/990-PF

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	

8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,042.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	1,826.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental			27.5 yrs	MM	S/L	
property			27.5 yrs	MM	S/L	
i Nonresidential real			39 yrs	MM	S/L	
property				MM	S/L	

Section C — Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	2,868.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No **179**

Name(s) shown on return: THE KINSMAN FOUNDATION

Identifying number: 93-0861885

Business or activity to which this form relates: RENTAL ACTIVITY - TREEHOUSE, MILWAUKIE, OR

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	116.

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	7,961.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B – Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental			27.5 yrs	MM	S/L	
property			27.5 yrs	MM	S/L	
i Nonresidential real			39 yrs	MM	S/L	
property				MM	S/L	

Section C – Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

(a)	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations – see instructions	22	8,077.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 100.	$ 100.	
TOTAL	$ 100.	$ 100.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THEDE CULPEPPER ET AL	$ 2,019.	$ 2,019.		
TOTAL	$ 2,019.	$ 2,019.		$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WDB CPA PC	$ 2,330.	$ 1,748.		$ 582.
TOTAL	$ 2,330.	$ 1,748.		$ 582.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGERS	$ 93,404.	$ 93,404.		
TOTAL	$ 93,404.	$ 93,404.		$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	$ 883.			
FOREIGN TAX WITHHOLDING	9,231.	$ 9,231.		
OREGON DEPT OF JUSTICE	1,135.			$ 1,135.
PROPERTY	10,885.	10,885.		
TOTAL	$ 22,134.	$ 20,116.		$ 1,135.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 314.	$ 314.		
DUES AND SUBSCRIPTIONS	881.	44.		$ 837.
GRANT MANAGEMENT EXPENSE	5,000.			5,000.
INVESTMENT EXPENSES	978.	978.		
OFFICE EXPENSES	5,056.	2,528.		2,528.
RENTAL EXPENSES	5,938.	5,938.		
TOTAL	$ 18,167.	$ 9,802.		$ 8,365.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE OF INVESTMENTS	COST	$ 12,086,659.	$ 13,313,458.
	TOTAL	$ 12,086,659.	$ 13,313,458.

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE OF INVESTMENTS	COST	$ 1,004,177.	$ 1,043,086.
	TOTAL	$ 1,004,177.	$ 1,043,086.

STATEMENT 9
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	$ 9,472.	$ 6,795.	$ 2,677.	$ 2,972.
BUILDINGS	843,768.	110,088.	733,680.	1,012,977.
LAND	263,821.		263,821.	316,728.
TOTAL	$ 1,117,061.	$ 116,883.	$ 1,000,178.	$ 1,332,677.

STATEMENT 10
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE OF INVESTMENTS	COST	$ 5,705,444.	$ 5,738,139.
	TOTAL	$ 5,705,444.	$ 5,738,139.

STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

SECURITY DEPOSIT	$ 1,400.
TOTAL	$ 1,400.

STATEMENT 12
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
JOHN KINSMAN CHAR REMAIND UNITRUST	3727 SE SPAULDING AVE MILWAUKIE, OR 97267

STATEMENT 13
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
KEITH KINSMAN 3727 SE SPAULDING AVE MILWAUKIE, OR 97267-3938	PRESIDENT 40.00	$ 135,000.	$ 33,750.	$ 0.
PAMELA REYNOLDS 3727 SE SPAULDING AVE MILWAUKIE, OR 97267-3938	VICE PRES/TREAS 15.00	65,160.	16,290.	0.
JACK SCHWAB 3727 SE SPAULDING AVE MILWAUKIE, OR 97267-3938	SECRETARY 2.00	0.	0.	0.
PAIGE KINSMAN 3727 SE SPAULDING AVE MILWAUKIE, OR 97267-3938	DIRECTOR 2.00	0.	0.	0.
SHELLEY BAILEY 3727 SE SPAULDING AVE MILWAUKIE, OR 97267-3938	DIRECTOR 2.00	0.	0.	0.
	TOTAL	$ 200,160.	$ 50,040.	$ 0.

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	KEITH KINSMAN
CARE OF:	
STREET ADDRESS:	3727 SE SPAULDING AVE
CITY, STATE, ZIP CODE:	MILWAUKIE, OR 97267-3938
TELEPHONE:	(503) 654-1668
E-MAIL ADDRESS:	
FORM AND CONTENT:	SEE ATTACHED
SUBMISSION DEADLINES:	SEE ATTACHED
RESTRICTIONS ON AWARDS:	SEE ATTACHED

CLIENT KINSMANF THE KINSMAN FOUNDATION 93-0861885

5/02/13 04.32PM

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR.	METHOD	LIFE	CURRENT DEPR.
	FORM 990/990-PF									
	MCNARY									
1	HOUSE & COTTAGE (REM)	11/20/01		175,169						0
2	HOUSE WELL PUMP (REM)	11/20/01		1,933						0
4	HOUSE ALARM (REM)	1/07/02		1,600						0
5	HOUSE DECKS (REM)	3/05/02		2,218						0
6	HOUSE SPRINKLER (REM)	4/08/02		6,618						0
7	HOUSE MOONGATE (REM)	4/15/02		1,052						0
8	HOUSE ARCH GATE (REM)	5/28/02		645						0
9	HOUSE LIGHTING (REM)	8/13/02		2,058						0
10	COTTAGE WATERLINE (REM)	12/03/02		1,364						0
11	COTTAGE (*LIFE)	12/20/01		24,943						0
12	MCNARY HOUSE (LIFE)	12/20/01		249,431						0
13	IMPROVEMENTS MCNARY (LIFE	6/10/02		19,852						0
16	ELECTRIC PANEL UPGRADES	10/07/05		10,793						0
17	NEW ROOF MCNARY	5/02/07		41,630						0
18	GATE MOTOR	8/31/07		3,036						0
19	POND	8/08/08		6,135						0
20	LAND-HOUSE (REMAINDER	11/20/01		61,667						0
22	LAND-HOUSE (LIFE)	12/20/01		96,592						0
	TOTAL MCNARY			706,736		0	0			0
	OFFICE EQUIPMENT									
23	TELEPHONE SYSTEM	8/10/01		2,624			2,624	S/L	5	0
24	OFFICE EQUIPMENT	4/21/01		1,815			1,815	S/L	5	0
25	COMPUTER-GRANTS	12/14/07		1,318			1,078	S/L	5	240
26	DELL COMPUTER-SERVER	6/25/10		559			168	S/L	5	112
27	SCANNER	3/25/11		450			68	S/L	5	90
28	DELL COMPUTER- ADMIN	8/01/11		579			48	S/L	5	116
29	BROTHER COLOR PRINTER	10/27/11		477			16	S/L	5	95
30	DELL COMPUTER FINANCE	11/08/11		920			31	S/L	5	184
44	PRESSURE WASHER	4/13/12		730				S/L	5	110
	TOTAL OFFICE EQUIPMENT			9,472		0	5,848			947
	SPAULDING									

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR.	METHOD	LIFE	CURRENT DEPR.
3	BUILDING SPAULDING	4/21/01		71,230			19,556	S/L MM	39	1,826
14	ARCHITECTS-SPAULDING	4/23/04		3,051						0
15	PAVING-SPAULDING	11/05/04		1,430			677	S/L	15	95
21	LAND-SPAULDING	4/21/01		51,310						0
	TOTAL SPAULDING			127,021		0	20,233			1,921
	TOTAL DEPRECIATION			843,229		0	26,081			2,868

RENTAL ACTIVITY - TREEHOUSE, MILWAUKIE, OR

TREEHOUSE

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR.	METHOD	LIFE	CURRENT DEPR.
31	TREEHOUSE (REMAINDER)	12/20/01		60,513			22,093	S/L MM	27 5	2,200
32	STRUCTURAL IMP T/H (REM)	12/20/01		11,560			4,218	S/L MM	27 5	420
33	NEW ROOF TREEHOUSE (REM)	12/20/01		1,429			522	S/L MM	27 5	52
34	SPRINKLER T/H (REM)	2/10/02		1,493			534	S/L MM	27 5	54
35	STRUCTURAL IMP T/H (REM)	3/05/02		13,086			4,661	S/L MM	27 5	476
36	LIGHTING T/H (REM)	8/13/02		535			178	S/L MM	27 5	19
37	TREEHOUSE (LIFE)	12/20/01		94,784			34,605	S/L MM	27 5	3,446
38	STRUCTURAL IMP T/H (LIFE)	12/20/01		13,379			4,881	S/L MM	27 5	486
39	NEW ROOF TREEHOUSE (LIFE)	12/20/01		2,239			813	S/L MM	27 5	81
40	IMPROVEMENTS T/H (LIFE)	6/10/02		19,984			6,937	S/L MM	27 5	727
41	LAND TREEHOUSE (REM)	12/20/01		21,140						0
42	LAND TREEHOUSE (LIFE)	12/20/01		33,112						0
43	STOVE	6/13/08		578			415	S/L	5	116
	TOTAL TREEHOUSE			273,832		0	79,857			8,077
	TOTAL DEPRECIATION			273,832		0	79,857			8,077
	GRAND TOTAL DEPRECIATION			1,117,061		0	105,938			10,945

THE KINSMAN FOUNDATION
93-0861885
Form 990-PF, December 31, 2012

Schedule of Investments

	2011 Cost	2012 Cost	2012 Market
Investments-Corporate Stock			
Wells Fargo/Brandes	1,100,887 38	1,064,006 18	882,528 20
Schwab/Ferguson	1,972,867 51	2,213,539 11	2,780,890 05
Schwab/Ferguson Tactical Assets	0 00	82,500 00	77,368 23
Schwab/Ferguson Equity Income	1,898,084 84	2,040,971 94	2,472,019 69
Schwab/Insight	917,844 46	1,801,507 94	1,906,898 60
Merrill Lynch	4,508,174 05	171,045 15	102,689 04
Merrill Lynch 008	241,285 84	589,142 38	634,965 84
Merrill Lynch 19	255,950 36	637,735 22	625,390 42
Merrill Lynch J24	2,580,728 34	3,486,211 07	3,830,708 26
Total Investments - Corporate Stock	13,475,822 78	12,086,658 99	13,313,458 33
Investments-Corp. Bonds			
Etrade	0 00	1,004,176 95	1,043,086 26
Merrill Lynch J24	48,970 81	0 00	0 00
Total Investments-Corp. Bonds	48,970 81	1,004,176 95	1,043,086 26
Investments-Other			
CDs Etrade	5,549,981 59	5,326,279 62	5,456,879 08
US Treasury Strips Etrade	0 00	70,725 00	71,538 00
SPDR Gold Trust	0 00	116,924 89	109,363 77
PP Personal Property	191,514 00	191,514 00	100,358 00
Total Investments-Other	5,741,495 59	5,705,443 51	5,738,138 85

THE KINSMAN FOUNDATION
93-0861885
FORM 990-PF, 2012

PART IV, CAPITAL GAINS AND LOSSES

SCHEDULE	(a) DESCRIPTION	(b)HOW ACQ	(e)SALES PRICE	(g) COST	(h)GAIN (LOSS)
	Wells Fargo/Brandes	P	121,287 46	171,958 58	(50,671 12)
	Etrade	P	925,000 00	923,213 23	1,786 77
	Mernll Lynch 08	P	964,476 39	923,519 30	40,957 09
	Mernll Lynch 19	P	349,462 49	333,682 45	15,780 04
	Mernll Lynch 52	C	1,038,092 77	2,801,940 15	(1,763,847 38)
	Mernll Lynch 52	P	3,183,819 85	1,585,340 45	1,598,479 40
	Mernll Lynch J24	P	690,337 86	916,612 80	(226,274 94)
	Mernll Lynch J24	C	14,935 18	15,717 00	(781 82)
	Charles Schwab/Insight	P	2,223,868 39	2,002,987 74	220,880 65
	Charles Schwab/Ferguson Wellman	P	1,127,151 00	985,535 36	141,615 64
	Charles Schwab/Ferguson Wellman/Equity Income	P	1,038,334 36	1,003,162 94	35,171 42
			11,676,765 75	11,663,670 00	13,095 75
	CGD Charles Schwab/Insight	P	325 10	0 00	325 10
	CGD Charles Schwab/Equity Income	P	93 26	0 00	93 26
			418 36	0 00	418 36
	Litigation		288 77	0 00	288 77

2012 RESTATED BYLAWS

THE KINSMAN FOUNDATION

Pursuant to the provisions of ORS 65.461, the Bylaws of The Kinsman Foundation (the Corporation), as amended, are further amended and are restated to read in their entirety as set forth herein.

SECTION 1
NAME

The name of the Corporation is The Kinsman Foundation, an Oregon nonprofit corporation.

SECTION 2
PURPOSE AND POWERS

2.1 Purpose. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Internal Revenue Code section 501(c)(3), as amended, including without limitation, but only to the extent consistent with such purposes, the distribution of funds to tax-exempt organizations described in section 501(c)(3).

2.2 Powers. Subject to the foregoing purposes and the requirements of Internal Revenue Code section 501(c)(3), the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

SECTION 3
DIRECTORS

3.1 Powers. The board of directors shall manage the business and affairs of the Corporation and exercise or direct the exercise of all corporate powers.

3.2 Number. The number of directors may vary between a minimum of one and a maximum of seven, the exact number to be fixed from time to time by resolution of the board of directors.

3.3 Election and Term of Office. Directors may be elected at any meeting of the board of directors by a majority vote of the directors then in office. Directors shall serve until the next annual meeting of the board of directors, or until their successors have been elected and take office, and may be elected for successive terms.

3.4 Removal. Directors may be removed, with or without cause, by the affirmative vote of a majority of all the directors then in office, at any meeting of the board of directors. The notice of such meeting shall state that the purpose or one of the purposes of the meeting is the removal of the director or directors involved.

3.5 Vacancies. Any vacancy occurring in the board of directors for any reason, including a vacancy resulting from an increase in the number of directors, shall be filled by the affirmative vote of a majority of the directors then in office.

3.6 Resignation. Any director may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective on receipt unless it is specified therein to be effective at a later time, and acceptance of the resignation shall not be necessary.

3.7 Compensation. Directors may receive reasonable compensation for their services, as determined by the board of directors. A director may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the board of directors.

3.8 Annual Meetings. The annual meeting of the board of directors shall be held at a date, time, and place determined by the board of directors.

3.9 Regular Meetings. The board of directors may from time to time establish monthly or other regular meetings of the board, the specific date, time, and place to be determined by the President.

3.10 Special Meetings. Special meetings of the board of directors may be called by the President or any two directors.

3.11 Notice of Meetings. Written or electronic mail notice of the annual meeting of the board of directors shall be given at least 30 days before the meeting, written or electronic mail notice of a regular meeting shall be given at least ten days before the meeting, and written, electronic mail, or oral notice of a special meeting shall be given at least 48 hours before the meeting. The notice shall in each case specify the date, time, and place of the meeting, and notice shall be sufficient if actually received at the required time or if mailed not less than five days before the required time. Notices shall be directed to the director's postal or electronic mail address shown on the corporate records or to the director's actual address ascertained by the person giving notice. Oral notice may be delivered in person or by telephone. Except as otherwise required by law, the Articles of Incorporation, or these bylaws, neither the business to be transacted at nor the purpose of any meeting of the board of directors need be specified in the notice.

3.12 Waiver of Notice. Whenever any notice is required to be given to any director, a waiver thereof in writing, signed by the director entitled to such notice, whether before or after the event specified in the waiver, shall be deemed equivalent to the giving of such notice. Furthermore, the attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.13 Action Without a Meeting. Any action that is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing (physically or electronically) setting forth the action is signed (physically or electronically) by all of the directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

3.14 Meeting by Electronic Communication. The board of directors may hold a meeting by conference telephone or other electronic equipment by means of which (a) all directors participating in the meeting can hear or read each other's communications during the meeting, or (b) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. Participation in such meeting shall constitute presence in person at the meeting.

3.15 Quorum; Majority Vote. A majority of the number of directors in office at the time of a meeting of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. A minority of the directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

SECTION 4
OFFICERS

4.1 Designation. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. Such other officers as may be deemed necessary may be elected by the board of directors and shall have such powers and duties as may be prescribed by the board. The same individual may hold two or more offices.

4.2 Qualification. An officer must be a member of the board of directors.

4.3 Election and Term of Office. Officers of the Corporation shall be elected annually by the board of directors at the annual meeting of the board of directors. Each officer shall hold office until a successor is duly elected or until the officer's resignation, death, or removal.

4.4 Resignation. An officer may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time. The board of directors may reject any postdated resignation by notice in writing to the resigning officer.

4.5 Removal. The board of directors may remove any officer, with or without cause, by the affirmative vote of a majority of the directors then in office, at any meeting of the board of directors. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election of an officer shall not of itself create contract rights.

4.6 Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the board of directors for the unexpired portion of the term.

4.7 Compensation. Officers may receive reasonable compensation for their services, as determined by the board of directors. An officer may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the board of directors.

4.8 President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and affairs of the Corporation. The President shall preside at all meetings of the board of directors and shall execute on behalf of the Corporation all contracts, agreements, and other instruments. The President shall have the general powers and management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors.

4.9 Secretary. The Secretary shall prepare and keep (or cause to be prepared and kept) the minutes of all meetings of the board of directors and any committees of the board of directors and shall have custody of the minute books and other records pertaining to corporate business. The Secretary shall give or cause to be given such notice of the meetings of the board of directors as is required by the bylaws. The Secretary shall be responsible for authenticating resolutions and other records of the corporation. The Secretary shall perform such other duties as may be prescribed by the board of directors.

4.10 Treasurer. The Treasurer shall also be the chief financial and accounting officer of the Corporation and shall supervise and monitor the finances of the Corporation.

SECTION 5
GRANT DISTRIBUTIONS

5.1 Approval by Directors. Notwithstanding any other provision of these bylaws, the President may execute grant agreements on behalf of the Corporation after approval by a majority of the directors then in office during a meeting described in Section 3.8, 3.9, or 3.10 or during a meeting by electronic communication described in Section 3.14, by written consent of all the directors then in office as described in Section 3.13, or by consent of a majority of the directors then in office obtained by informal poll on an individual basis. The board of directors may by resolution establish a directors' grants program permitting a director to make grants on behalf of the Corporation up to but not in excess of a specified amount, subject to such conditions as the board may prescribe in the resolution.

5.2 Geographic Area of Benefit. Grants should emphasize benefit to the state of Oregon or the southern part of the state of Washington.

5.3 Grant Recipients. To a substantial extent, grants should be awarded to small independent organizations staffed at least in part by volunteers. Organizations that exist or operate because of an individual's commitment to a hope, vision, or dream are favored.

5.4 Grant Types. Preference is given to grants in support of the planning or implementation of a project. Other types of grants are permitted; provided, however, that grants to individuals are discouraged.

5.5 Grant Purposes. An objective of the grantmaking function is the promotion of the enjoyment of life through traditional Oregonian and American values of freethinking, challenging abusive power, respect for personal creativity, skill, effort, and accomplishment, dedication to individual justice, and appreciation of the natural world.

5.6 Betty Kinsman Fund. The board of directors will establish a separate Betty Kinsman Fund, from which grants supporting arts, culture and humanities should be made.

SECTION 6
AMENDMENT

The board of directors may amend or repeal these bylaws by the affirmative vote of at least three-fourths of all the directors then in office, at any meeting of the board of directors. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the bylaws and shall contain a copy or summary of the proposed amendment.

The foregoing bylaws were duly adopted by the board of directors on April 30, 2012.

/S/ KEITH KINSMAN

Keith Kinsman
President

THE KINSMAN FOUNDATION
93-0861885
2012 FORM 990-PF, PAGE 6
PART VII-B, 5a(4) AND 5c
STATEMENT REQUIRED BY REG SEC 53.4945-5(d)

(i) NAME AND ADDRESS OF GRANTEE:

Compassion and Choices of Oregon
PO Box 6404
Portland, Oregon 97228

In 2011 Compassion & Choices of Oregon (TIN 93-1230393) transitioned from a subordinate organization of the parent Compassion in Dying Federation of America (TIN 91-1592328) to a subordinate organization of the parent Compassion & Choices (TIN 84-1328829).

(ii) DATE AND AMOUNT OF GRANT:

December 9, 2011, $5,000

(iii) PURPOSE OF THE GRANT:

Survey and research practices of hospices in Oregon with respect to the Oregon Death with Dignity Act; educate hospice administrators of its provisions.

(iv) AMOUNTS EXPENDED BY THE GRANTEE:

As of May 31, 2012 the grantee had expended the entire grant amount.

(v) WHETHER THE GRANTEE HAS DIVERTED ANY FUNDS:

To the knowledge of the grantor, the grantee has not diverted any portion of the funds received.

(vi) DATES OF ANY REPORTS RECEIVED FROM THE GRANTEE:

Grantor has received interim reports from grantee March 9, 2012 and April 17, 2012 and a final report May 2, 2013 detailing the grantee's activities and expenditures.

(vii) DATE AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS:

On June 12, 2012, a grantor representative spoke by telephone with Deborah Jacques, Executive Director of Oregon Hospice Association regarding this grant. Ms. Jacques confirmed that Compassion and Choices of Oregon has been trying to circulate a survey to hospice centers across Oregon. Grantor has no reason to doubt the accuracy or reliability of the grantee's reports.

2012
FORM 990-PF, PART XV, LINE 3a
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN CANCER SOCIETY INC 0330 SW CURRY ST PORTLAND OR 97239	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000 00
AMERICAN WILDLIFE FOUNDATION PO BOX 1246 MOLALLA OR 97038	N/A	PUBLIC CHARITY	WILDLIFE REHABILITATION	15,000 00
ARC OF SOUTHWEST WASHINGTON PO BOX 2608 VANCOUVER WA 98668-2608	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,400 00
ARTHRITIS FOUNDATION INC 9700 SW CAPITOL HWY STE 160 PORTLAND OR 97219	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000 00
ARTISTS REPERTORY THEATRE 1515 SW MORRISON ST PORTLAND OR 97205	N/A	PUBLIC CHARITY	ARTISTIC SALARIES	15,000 00
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET NW WASHINGTON DC 20036	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000 00
BADGER RUN WILDLIFE REHAB 15993 HOMESTEAD LANE KLAMATH FALLS OR 97601	N/A	PUBLIC CHARITY	WILDLIFE REHABILITATION	7,500 00
BAKER COUNTY, OREGON 2480 GROVE STREET BAKER CITY OR 97814	N/A	LOCAL GOVERNMENT	HISTORIC BUILDING PRESERVATION	6,775 00
BENTON COUNTY, OREGON 360 SW AVERY AVE CORVALLIS OR 97333	N/A	LOCAL GOVERNMENT	HISTORIC PRESERVATION	10,000 00
BLUE MOUNTAIN WILDLIFE 71046 APPALOOSA LANE PENDLETON OR 97801	N/A	PUBLIC CHARITY	WILDLIFE REHABILITATION	10,000 00
BROADARTS THEATRE INC PO BOX 13370 PORTLAND OR 97213-0370	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCE	8,000 00
BROADWAY ROSE THEATRE COMPANY PO BOX 231004 TIGARD OR 97281	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCE	30,000 00
CALYX, INC PO BOX B CORVALLIS OR 97339	N/A	PUBLIC CHARITY	LITERARY PUBLICATIONS	6,000 00
CASCADES RAPTOR CENTER PO BOX 5386 EUGENE OR 97405	N/A	PUBLIC CHARITY	WILDLIFE REHABILITATION	10,000 00
CHARITABLE PARTNERSHIP FUND PO BOX 13276 PORTLAND OR 97213	N/A	PUBLIC CHARITY	ARTISTIC PRODUCTION	10,000 00
CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION 6295 OLOHENA RD KAPAA HI 96746	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	4,000 00
CHINTIMINI WILDLIFE REHABILITATION CENTER PO BOX 1433 CORVALLIS OR 97339	N/A	PUBLIC CHARITY	WILDLIFE REHABILITATION	10,000 00

2012
FORM 990-PF, PART XV, LINE 3a
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CLASSIC GREEK THEATER, INC PO BOX 23908 PORTLAND OR 97281	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCE	5,000 00
COLUMBIA RIVER MARITIME MUSEUM 1792 MARINE DR ASTORIA OR 97103	N/A	PUBLIC CHARITY	HISTORIC BUILDING RESTORATION	10,000 00
COLUMBIA THEATRE ASSOCIATION FOR THE PERFORMING ARTS PO BOX 1026 LONGVIEW WA 98632	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	10,000 00
COMMUNITY CYCLING CENTER 33934 NE MLK BLVD STE 202 PORTLAND OR 97212	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,400 00
COMPASS REPERTORY THEATRE 1550 NW 14TH AVE #308 PORTLAND OR 97209	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCE	2,500 00
CROSSROADS CREATIVE AND PERFORMING ARTS CENTER, INC 2020 AUBURN AVE BAKER CITY OR 97814	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	10,000 00
EAST WASHINGTON COUNTY SHELTER PARTNERSHIP COUNCIL INC 11130 SW GREENBURG RD TIGARD OR 97223	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000 00
FILM ACTION OREGON 4122 NE SANDY BLVD PORTLAND OR 97212	N/A	PUBLIC CHARITY	HISTORIC BUILDING RESTORATION	10,000 00
FISHTRAP INC PO BOX 38 ENTERPRISE OR 97828	N/A	PUBLIC CHARITY	ARTISTIC MEETINGS	10,000 00
FRIENDS OF FISH LAKE 90545 ALVADORE RD JUNCTION CITY OR 97448	N/A	PUBLIC CHARITY	HISTORIC BUILDING RESTORATION	2,225 00
FRIENDS OF THE MOUNTED PATROL 1500 NW 18TH AVE STE 111 PORTLAND OR 97209	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000 00
GORDON HOUSE CONSERVANCY INC PO BOX 1207 SILVERTON OR 97381-0056	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	10,000 00
GUIDESTAR USA, INC 4801 COURTHOUSE ST STE 220 WILLIAMSBURG VA 23188-2678	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500 00
HAND 2 MOUTH 6551 N MARYLAND PORTLAND OR 97217	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCES	9,000 00
HAWKWATCH INTERNATIONAL INC 2240 S 900 E SALT LAKE CITY UT 84106	N/A	PUBLIC CHARITY	WILDLIFE APPRECIATION	5,000 00
HIGH DESERT JOURNAL PO BOX 7647 BEND OR 97708	N/A	PUBLIC CHARITY	LITERARY PUBLICATIONS	5,000 00
HISTORIC PRESERVATION LEAGUE OF OREGON 24 NW FIRST AVENUE STE 274 PORTLAND OR 97209	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	20,000 00
HISTORIC PRESERVATION LEAGUE OF OREGON 24 NW FIRST AVENUE STE 274 PORTLAND OR 97209	N/A	PUBLIC CHARITY	HISTORIC PRESERVATION	20,000 00

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GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
HISTORICAL OUTREACH FOUNDATION 15300 SE INDUSTRIAL WAY CLACKAMAS OR 97015	N/A	PUBLIC CHARITY	HISTORIC BUILDING RESTORATION	5,000 00
IMAGO, THE THEATRE MASK ENSEMBLE PO BOX 15182 PORTLAND OR 97293-5182	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCES	10,000 00
INTERNATIONAL MUSEUM OF CAROUSEL ART PO BOX 797 HOOD RIVER OR 97031	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000 00
JACKNIFE-ZION-HORSEHEAVEN HISTORICAL SOCIETY PO BOX 1040 ESTACADA OR 97023	N/A	PUBLIC CHARITY	REPAIR OF RECONSTRUCTED HISTORIC BUILDING	3,000 00
JACKNIFE-ZION-HORSEHEAVEN HISTORICAL SOCIETY PO BOX 1040 ESTACADA OR 97023	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	5,000 00
JACKSONVILLE HERITAGE SOCIETY PO BOX 783 JACKSONVILLE OR 97530	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	5,000 00
KERBYVILLE MUSEUM & HISTORY CENTER PO BOX 3003 KERBY OR 97531-3003	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	5,000 00
LIBERTY RESTORATION, INC 1203 COMMERCIAL ASTORIA OR 97103	N/A	PUBLIC CHARITY	HISTORIC BUILDING REHABILITATION	10,000 00
LITERARY ARTS, INC 925 SW WASHINGTON ST PORTLAND OR 97205	N/A	PUBLIC CHARITY	ARTISTIC SALARIES	10,000 00
LORD LEEBRICK THEATRE COMPANY 150 WEST BROADWAY EUGENE OR 97401	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCES	5,000 00
MARK PRAIRIE HISTORICAL SOCIETY 27639 PELICAN CT CANBY OR 97013	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	10,000 00
MARYLHURST UNIVERSITY 17600 PACIFIC HIGHWAY PO BOX 261 MARYLHURST OR 97036-0261	N/A	PUBLIC CHARITY	HISTORIC BUILDING RECONSTRUCTION	33,350 00
MIRACLE THEATRE GROUP 425 SE 6TH AVE PORTLAND OR 97214	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCES	15,000 00
NAPA COMMUNITY S A N E - S A R T 1141 PEAR TREE LANE #200 NAPA CA 94558	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000 00
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES 5 THIRD ST STE 707 SAN FRANCISCO CA 94103	N/A	PUBLIC CHARITY	HISTORIC PRESERVATION	20,000 00
NATURE OF WORDS PO BOX 56 BEND OR 97709	N/A	PUBLIC CHARITY	ARTISTIC FEES	5,500 00
NEWSPACE CENTER FOR PHOTOGRAPHY 1632 SE 10TH AVE PORTLAND OR 97214	N/A	PUBLIC CHARITY	ARTISTIC WORKS EXHIBITION	10,000 00

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FORM 990-PF, PART XV, LINE 3a
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
NORTH COUNTY COMMUNITY FOOD BANK PO BOX 2106 BATTLE GROUND WA 98604	N/C	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,800 00
OAKLAND MUSEUM HISTORICAL SOCIETY, INC 506 GREEN VALLEY RD OAKLAND OR 97462	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	4,322 00
OLD CHURCH SOCIETY INC 1422 SW 11TH AVE PORTLAND OR 97201	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	37,500 00
OLD CHURCH SOCIETY INC 1422 SW 11TH AVE PORTLAND OR 97201	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	20,000 00
OREGON COAST AQUARIUM 2820 SW FERRY SLIP ROAD NEWPORT OR 97365	N/A	PUBLIC CHARITY	WILDLIFE REHABILITATION	10,000 00
OREGON COUNCIL FOR THE HUMANITIES 813 SW ALDER ST STE 702 PORTLAND OR 97205	N/A	PUBLIC CHARITY	ARTISTIC MEETINGS	15,000 00
OREGON FOOD BANK PO BOX 55370 PORTLAND OR 97238-5370	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500 00
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 1121 SW SALMON ST STE 100 PORTLAND OR 97205-2021	N/A	PUBLIC CHARITY	HEALTH CARE TRAINING PROGRAM	80,000 00
OREGON HUMANE SOCIETY PO BOX 11364 PORTLAND OR 97211	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,400 00
OREGON INSTITUTE OF SCIENCE & MEDICINE 2251 DICK GEORGE RD CAVE JUNCTION OR 97523	N/A	PUBLIC CHARITY	SCIENTIFIC RESEARCH	24,000 00
OREGON PUBLIC BROADCASTING 7140 SW MACADAM AVE PORTLAND OR 97219-3099	N/A	PUBLIC CHARITY	ARTISTIC MEDIA PROGRAMMING	35,000 00
OREGON RAIL HERITAGE FOUNDATION 2649 SW GEORGIAN PL PORTLAND OR 97201	N/A	PUBLIC CHARITY	HISTORIC PRESERVATION	10,000 00
OREGON SHAKESPEARE FESTIVAL ASSOCIATION PO BOX 158 ASHLAND OR 97520	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCES	20,000 00
PITTOCK MANSION SOCIETY 3229 NW PITTOCK DR PORTLAND OR 97210	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	10,000 00
POETRY NORTHWEST EVERETT COMMUNITY COLLEGE 2000 TOWER ST EVERETT WA 98201	N/A	PUBLIC CHARITY	LITERARY PUBLICATION	5,000 00
PORTLAND ACTORS CONSERVATORY 1436 SW MONTGOMERY ST PORTLAND OR 97201	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCE	5,000 00
PORTLAND ART MUSEUM 1219 SE PARK AVE PORTLAND OR 97205-2430	N/A	PUBLIC CHARITY	ARTISTIC WORKS EXHIBITION	10,000 00

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GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
PORTLAND AUDUBON SOCIETY 5151 NW CORNELL ROAD PORTLAND OR 97210	N/A	PUBLIC CHARITY	WILDLIFE REHABILITATION	20,000 00
PORTLAND CENTER STAGE 128 NW ELEVENTH AVE PORTLAND OR 97209	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCES	35,000 00
PORTLAND INSTITUTE FOR CONTEMPORARY ART 224 NW 13TH AVE #305 PORTLAND OR 97209	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCES	15,000 00
PORTLAND REVELS PO BOX 12108 PORTLAND OR 97212	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCE	8,000 00
PROFILE THEATRE PROJECT PO BOX 14845 PORTLAND OR 97293	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCES	13,500 00
PUBLIC PLAYHOUSE 2257 NW RALEIGH ST PORTLAND OR 97210	N/A	PUBLIC CHARITY	ORGANIZATIONAL SUPPORT	5,000 00
ROTARY CLUB OF TIGARD FOUNDATION, INC 12556 SW 114TH TERRACE TIGARD OR 97223	N/C	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	700 00
ROWENA WILDLIFE CLINIC 6900 HWY 30 THE DALLES OR 97058	N/A	PUBLIC CHARITY	STAFF	5 568 00
SALEM SCHOOLS FOUNDATION 233 COMMERCIAL ST NE SALEM OR 97301	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	10,000 00
SALEM WILDLIFE REHABILITATION ASSOCIATION INC PO BOX 13868 SALEM OR 97309	N/A	PUBLIC CHARITY	WILDLIFE REHABILITATION	6,500 00
SHERIE HILDRETH OVARIAN CANCER FOUNDATION PO BOX 327 GLADSTONE OR 97027	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500 00
SOCIETY OF ST VINCENT DE PAUL PORTLAND COUNCIL PO BOX 42157 PORTLAND OR 97242-0157	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000 00
SOROPTIMIST INTERNATIONAL OF WALLOWA COUNTY PO BOX 615 ENTERPRISE OR 97828	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	5,000 00
SOWELU THEATER 5706 NE SIMPSON PORTLAND OR 97218	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCES	5,000 00
STAGES OF LIFE 3344 SE HAROLD CT PORTLAND OR 97202	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCE	5 000 00
STREET ROOTS 211 NW DAVIS PORTLAND OR 97209	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,800 00
TEARS OF JOY THEATRE 323 NE WYGANT ST STE 201 PORTLAND OR 97211	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCE	5,000 00
THE NONPROFIT ASSOCIATION OF OREGON 5100 SW MACADAM STE 360 PORTLAND OR 97214	N/A	PUBLIC CHARITY	ORGANIZATIONAL SUPPORT	30,000 00

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NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE ORLO FOUNDATION 810 SE BELMONT STUDIO 5 PORTLAND OR 97214	N/A	PUBLIC CHARITY	LITERARY PUBLICATIONS	14,200 00
THIRD RAIL REPERTORY THEATRE PO BOX 96063 PORTLAND OR 97296	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCES	10,000 00
TRIANGLE PRODUCTIONS 1785 NE SANDY BLVD, MB #2 PORTLAND OR 97232	N/A	PUBLIC CHARITY	ARTISTIC PERFORMANCE	10,000 00
TURTLE RIDGE WILDLIFE CENTER PO BOX 768 SALEM OR 97308-0768	N/A	PUBLIC CHARITY	WILDLIFE REHABILITATION	10,000 00
UNITED WAY OF JACKSON COUNTY 769 SPRING ST MEDFORD OR 97504	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,500 00
UNIVERSITY OF PORTLAND 5000 N WILLAMETTE BLVD PORTLAND OR 97203	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000 00
VINTAGE HIGH SCHOOL MUSIC BOOSTERS 1375 TROWER AVE NAPA CA 94558	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000 00
WASHINGTON STATE UNIVERSITY FOUNDATION PO OX 647010 PULLMAN WA 99164-7010	N/A	PUBLIC CHARITY	WILDLIFE REHABILITATION	10,000 00
WESTERN RAILWAY PRESERVATION SOCIETY BOX 1112 BAKER CITY OR 97814	N/A	PUBLIC CHARITY	HISTORIC STRUCTURE PRESERVATION	6,450 00
WESTERN SEMINARY 5511 SE HAWTHORNE BLVD PORTLAND OR 97215	N/A	PUBLIC CHARITY	HISTORIC BUILDING PRESERVATION	10,000 00
WILDLIFE CENTER OF THE NORTH COAST PO BOX 1232 ASTORIA OR 97103	N/A	PUBLIC CHARITY	STAFF	10,000 00
WILLAMETTE RIVERKEEPER 1515 SE WATER AVE #102 PORTLAND OR 97214	N/A	PUBLIC CHARITY	WILDLIFE APPRECIATION	5,000 00
WVDO 619 SW 11TH AVE STE 108 PORTLAND OR 97205	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500 00
YAKIMA SYMPHONY ORCHESTRA INC 32 NO 3RD ST #333 YAKIMA WA 98901	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000 00
				1,081,890 00

GRANT APPLICATION GUIDELINES

ELIGIBILITY

Grants are awarded for these purposes:

· Historic preservation, primarily architectural preservation

· Native wildlife rehabilitation and appreciation, particularly rehabilitation programs providing urgent care for native wildlife; and appreciation programs that promote individuals' stewardship, understanding and enjoyment of native wildlife

· Arts, culture and the humanities; emphasizing Theater, Photography and Literary Arts.

An important element of all grants is a benefit to the public at large, rather than to specialized populations or groups.

Grants are awarded only to tax-exempt non-profit 501(c)(3) organizations and government agencies.

The geographical area for our grants is Oregon and southern Washington.

GRANT PROGRAMS (PLEASE NOTE ARTS, CULTURE AND THE HUMANITIES EXCEPTION)

Small grants: Inquiries for grants less than $10,000 are processed throughout the year, and there is no application deadline.

Conventional grants: Inquiries are due August 1 of each year, and grant decisions are made in September for distribution in November.

ARTS, CULTURE AND THE HUMANITIES EXCEPTION: Inquiries for all grants of any size are due February 15 of each year. Grant decisions are made in April.

TO APPLY FOR A 2013 GRANT OR A 2014 ARTS, CULTURE AND THE HUMANITIES GRANT

Please visit our website, www.kinsmanfoundation.org, and navigate to the page named Application Guidelines; contact our office by phone or mail; or email grants@kinsmanfoundation.org to have a detailed description of our grantmaking process and policies. Initial letters of inquiry may be submitted by mail, email, fax or our online application software.

MISSION STATEMENT

We encourage the enjoyment of life through the traditional Oregonian and American values of freethinking; challenging abusive power; respect for personal creativity, skill, effort and accomplishment; dedication to individual justice; and appreciation of the natural world.

Our model grant recipient is a small, independent organization staffed at least in part by volunteers, and built on an individual's commitment to a hope, vision or dream.