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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047

2012Open to Public
Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2012 calendar year, or tax year beginning **DEC 1, 2012** and ending **NOV 30, 2013****B** Check if applicable

- ☐ Address change
☒ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization**WASHINGTON STATE FAIR FOUNDATION**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

110 - 9TH AVENUE SW

Room/suite

City, town, or post office, state, and ZIP code

PUYALLUP, WA 98371**F** Name and address of principal officer **JERRY LARSON****110 - 9TH AVENUE SW, PUYALLUP, WA 98371****D** Employer identification number**26-1250496****E** Telephone number**253-847-5000****G** Gross receipts \$**466,891.****H(a)** Is this a group return

for affiliates?

☐ Yes☒ No**H(b)** Are all affiliates included?☐ Yes☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number**I** Tax-exempt status ☒ 501(c)(3) ☐ 501(c)() (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: **WWW.THEFAIR.COM****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other**L** Year of formation: **2007****M** State of legal domicile: **WA****Part I Summary**

Activities & Governance		Revenue		Expenses		Net Assets or Fund Balances	
1	Briefly describe the organization's mission or most significant activities. THE MISSION OF THE WASHINGTON STATE FAIR FOUNDATION IS TO FINANCIALLY SUPPORT THE SCHOLARSHIP AND						
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.						
3	Number of voting members of the governing body (Part VI, line 1a)	3					
4	Number of independent voting members of the governing body (Part VI, line 1b)	4					
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5					
6	Total number of volunteers (estimate if necessary)	6					
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a					
7b	Net unrelated business taxable income from Form 990-T, line 34	7b					
8	Contributions and grants (Part VIII, line 1h)		Prior Year		Current Year		
9	Program service revenue (Part VIII, line 2g)		282,497.		364,626.		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		0.		0.		
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		48,700.		58,645.		
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		<12,610.>		<55,564.>		
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		318,587.		367,707.		
14	Benefits paid to or for members (Part IX, column (A), line 4)		122,166.		175,776.		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.		0.		
16a	Professional fundraising fees (Part IX, column (A), line 11e)		104,436.		102,885.		
16b	Total fundraising expenses (Part IX, column (D), line 25)		0.		0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		76,915.		76,346.		
18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)		78,954.		76,346.		
19	Revenue less expenses - Subtract line 18 from line 12		305,556.		355,007.		
20	Total assets (Part X, line 16)		13,031.		12,700.		
21	Total liabilities (Part X, line 26)						
22	Net assets or fund balances - Subtract line 21 from line 20						
			Beginning of Current Year		End of Year		
			2,431,262.		2,690,038.		
			0.		635.		
			2,431,262.		2,689,403.		

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	<i>Kent Hojem</i>	Date	10/14/2014
	Type or print name and title	KENT HOJEM, SECRETARY		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> PTIN
	CHRISTY ENGELMANN	<i>Christy Engelmann</i>	OCT 11 2014	Self-employed <input type="checkbox"/> P00745224
	Firm's name MCGLADREY, LLP	Firm's EIN 42-0714325		
	Firm's address 1145 BROADWAY PLAZA, SUITE 900 TACOMA, WA 98402-3523	Phone no. 253-572-7111		

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

go 16 v

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☒ X**1** Briefly, describe the organization's mission:

THE MISSION OF THE WASHINGTON STATE FAIR FOUNDATION IS TO FINANCIALLY SUPPORT THE SCHOLARSHIP AND EDUCATIONAL PROGRAMS OF THE WASHINGTON STATE FAIR AND TO HELP PRESERVE AND IMPROVE THE WASHINGTON STATE FAIR FOR FUTURE GENERATIONS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ 63,250. including grants of \$ 63,250.) (Revenue \$ _____)

THE WASHINGTON STATE FAIR FOUNDATION SCHOLARSHIP PROGRAM ASSISTS WASHINGTON STATE STUDENTS PURSUING HIGHER EDUCATION BY PROVIDING SCHOLARSHIPS. EACH YEAR A SELECTION OF SCHOLARSHIPS ARE AWARDED TO MOTIVATED STUDENTS WORKING TOWARD DIRECT CAREER PATHS. FOR FISCAL YEAR ENDING NOVEMBER 30, 2013, APPROXIMATELY 40 AWARDS WERE GIVEN TOWARD STUDENTS' TUITION AND BOOKS. THESE AWARDS TOTALLED \$63,250 AND WERE PAID TO THE COLLEGES, UNIVERSITIES AND VOCATIONAL TECHNICAL SCHOOLS AWARDEES ATTENDED.

4b (Code _____) (Expenses \$ 45,366. including grants of \$ 45,366.) (Revenue \$ _____)

THE FOUNDATION SUPPORTS THE OPERATION OF THE WASHINGTON STATE FAIR'S TRAVELING FARM, WHICH BRINGS AGRICULTURAL EDUCATION, NUTRITIONAL AWARENESS, AND AN APPRECIATION FOR THE ROLE OF FARMING TO YOUNG CHILDREN IN A FIELD TRIP EXPERIENCE AT THEIR SCHOOL CAMPUS. THE TRAVELING FARM VISITS SCHOOLS WITH LIVE ANIMALS AND INTERACTIVE, EDUCATIONAL EXHIBITS AT NO COST TO SCHOOLS, TEACHERS OR FAMILIES. ANNUALLY, THE TRAVELING FARM VISITS AN AVERAGE OF 10,000 STUDENTS.

4c (Code _____) (Expenses \$ 31,245. including grants of \$ 31,245.) (Revenue \$ _____)

THE WASHINGTON STATE FAIR FOUNDATION FUNDED AN IMPROVEMENT PROJECT ON THE FAIRGROUNDS IN 2013. THIS NEW BARN, PIGLET PALACE, IS WHERE THE FAIR'S BIRTHING SOWS ARE ON DISPLAY DURING THE 17 DAYS OF THE FAIR. IN 2013, COUNTLESS VISITORS OBSERVED THE PIGLETS AND SOME WERE EVEN PRESENT FOR THE BIRTH OF THE TWO LITTERS.

4d Other program services (Describe in Schedule O)(Expenses \$ 56,008. including grants of \$ 35,915.) (Revenue \$ _____)**4e** Total program service expenses 195,869.

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		X
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34 X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38 X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

☒

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	5	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	0	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	18	
1b Enter the number of voting members included in line 1a, above, who are independent	14	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13		X
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done		
13 Did the organization have a written whistleblower policy?		X
14 Did the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **WA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **KENT HOJEM - 253-847-5000**
110 - 9TH AVENUE SW, PUYALLUP, WA 98371

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JERRY LARSON DIRECTOR, PRESIDENT (WWFA PRESIDENT)	10.00 3.00	X		X				0.	25,502.	0.
(2) MICHAEL NELSON DIRECTOR, VICE-PRESIDENT	10.00 3.00	X		X				0.	13,500.	0.
(3) KENT HOJEM DIRECTOR, SECRETARY	10.00 40.00	X		X				0.	194,784.	11,343.
(4) RENEE MCCLAIN DIRECTOR, TREASURER	10.00 40.00	X		X				0.	114,835.	7,109.
(5) BOB CARLSON DIRECTOR	2.00	X						0.	0.	0.
(6) BRIEN ELVINS DIRECTOR	2.00	X						0.	0.	0.
(7) LYN ANDERSON DIRECTOR	2.00	X						0.	0.	0.
(8) BEVERLY CORLISS DIRECTOR	2.00	X						0.	0.	0.
(9) MIKE EGAN DIRECTOR	2.00	X						0.	0.	0.
(10) JOHN LISICICH DIRECTOR	2.00	X						0.	0.	0.
(11) MARC GASPARD DIRECTOR	2.00	X						0.	0.	0.
(12) LISA GIMMESTAD DIRECTOR	2.00	X						0.	0.	0.
(13) KRISTIN HOGAN DIRECTOR	2.00	X						0.	0.	0.
(14) DALE T. MITCHELL DIRECTOR	2.00	X						0.	0.	0.
(15) RICK MYERS DIRECTOR	2.00	X						0.	0.	0.
(16) KATHLEEN OLSON DIRECTOR	2.00	X						0.	0.	0.
(17) LAURA STONER DIRECTOR	2.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) GREG MEEKER DIRECTOR	2.00	X						0.	0.	0.
1b Sub-total								0.	348,621.	18,452.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								0.	348,621.	18,452.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

- 3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	118,022.				
	d Related organizations	1d	79,415.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	167,189.				
	g Noncash contributions included in lines 1a-1f \$		122,090.				
	h Total. Add lines 1a-1f			364,626.			
Program Service Revenue	Business Code						
	2 a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			58,645.			58,645.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ 118,022. of contributions reported on line 1c) See Part IV, line 18	a		31,213.			
	b Less: direct expenses	b		99,184.			
	c Net income or (loss) from fundraising events			<67,971.>			<67,971.>
	9 a Gross income from gaming activities See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS		900099	12,407.	12,407.			
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			12,407.				
12 Total revenue. See instructions			367,707.	12,407.	0.	<9,326.>	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	112,526.	112,526.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	63,250.	63,250.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	100,620.		23,705.	76,915.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	144.		144.	
9 Other employee benefits				
10 Payroll taxes	2,121.		2,121.	
11 Fees for services (non-employees)				
a Management	2,000.		2,000.	
b Legal				
c Accounting	4,500.		4,500.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	16,171.	16,171.		
12 Advertising and promotion				
13 Office expenses	30,897.		30,897.	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	6,064.		6,064.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a OTHER	16,714.	3,922.	12,792.	
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	355,007.	195,869.	82,223.	76,915.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	282,056.	1	254,518.
	2 Savings and temporary cash investments	47,290.	2	47,306.
	3 Pledges and grants receivable, net	159,273.	3	142,241.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	1,073.	8	333.
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b	10c	
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	1,941,570.	12	2,245,640.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,431,262.	16	2,690,038.	
Liabilities	17 Accounts payable and accrued expenses		17	635.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	0.	26	635.
	Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		510,105.	27	497,323.
28 Temporarily restricted net assets		1,921,157.	28	2,192,080.
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		2,431,262.	33	2,689,403.
34 Total liabilities and net assets/fund balances	2,431,262.	34	2,690,038.	

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	367,707.
2	Total expenses (must equal Part IX, column (A), line 25)	2	355,007.
3	Revenue less expenses Subtract line 2 from line 1	3	12,700.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,431,262.
5	Net unrealized gains (losses) on investments	5	245,441.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,689,403.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☒

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2012)

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number

26-1250496

Part I	Reason for Public Charity Status (All organizations must complete this part) See instructions.
---------------	--

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975
See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	1,463,745.	621,216.	311,744.	282,497.	364,626.	3,043,828.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,463,745.	621,216.	311,744.	282,497.	364,626.	3,043,828.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						357,238.
6 Public support. Subtract line 5 from line 4						2,686,590.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	1,463,745.	621,216.	311,744.	282,497.	364,626.	3,043,828.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	76,313.	38,762.	45,802.	48,700.	58,645.	268,222.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						3,312,050.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	81.12 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	76.88 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ► <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ► <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ► <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2012

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012Open to Public
Inspection

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number

26-1250496

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

a ☐ Public exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes☐ No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes☐ Nob If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,500,466.	1,451,811.	1,352,551.	1,185,529.	
b Contributions			145,356.	289,910.	1,162,251.
c Net investment earnings, gains, and losses	58,629.	48,655.	45,681.	37,228.	73,038.
d Grants or scholarships			61,750.	55,750.	48,639.
e Other expenditures for facilities and programs			30,027.	104,366.	1,121.
f Administrative expenses					
g End of year balance	1,559,095.	1,500,466.	1,451,811.	1,352,551.	1,185,529.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ 66.00 %

b Permanent endowment ▶ 34.00 %

c Temporarily restricted endowment ▶ _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

0.

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) SCHOLARSHIP INVESTMENT		
(B) FUNDS	2,245,640.	END-OF-YEAR MARKET VALUE
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	2,245,640.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
1. (1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	591,978.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	245,441.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	99,184.
e	Add lines 2a through 2d	2e	344,625.
3	Subtract line 2e from line 1	3	247,353.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	120,354.
c	Add lines 4a and 4b	4c	120,354.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	367,707.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	333,837.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	99,184.
e	Add lines 2a through 2d	2e	99,184.
3	Subtract line 2e from line 1	3	234,653.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	120,354.
c	Add lines 4a and 4b	4c	120,354.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	355,007.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4: SUPPORT ORGANIZATION'S CHARITABLE ACTIVITIES.

PART X, LINE 2: NO PROVISION FOR INCOME TAXES HAS BEEN MADE IN THE CONSOLIDATED FINANCIAL STATEMENTS, SINCE THE ASSOCIATION AND THE FOUNDATION ARE EXEMPT FROM FEDERAL INCOME TAXES UNDER PROVISIONS OF INTERNAL REVENUE CODE SECTION 501(C)(3).

ADDITIONALLY, THE ORGANIZATION HAS DONE AN ASSESSMENT OF ANY UNCERTAIN TAX

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

POSITIONS AS REQUIRED UNDER FASB ACCOUNTING STANDARDS CODIFICATION ASC 740, AND HAS DETERMINED THEY CURRENTLY HAVE NO UNCERTAIN TAX BENEFITS TO RECORD AS A LIABILITY AT NOVEMBER 30, 2013 AND 2012.

THE ASSOCIATION AND THE FOUNDATION FILE FORMS 990 AND 990-T, IF APPLICABLE, WHICH ARE SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE UP TO THREE YEARS FROM THE EXTENDED DUE DATE OF EACH RETURN. THE ASSOCIATION AND THE FOUNDATION'S FORMS 990 AND 990-T, IF APPLICABLE, ARE NO LONGER SUBJECT TO EXAMINATION FOR THE FISCAL YEARS ENDED NOVEMBER 30, 2009 AND PRIOR.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES 99,184.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

UNREIMBURSED EXPENSES PAID BY WWFA ON WA STATE FAIR FDN'S
BEHALF 76,915.
NON-CASH AUCTION CONTRIBUTIONS 43,439.
TOTAL TO SCHEDULE D, PART XI, LINE 4B 120,354.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES 99,184.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

NON-CASH AUCTION CONTRIBUTIONS 43,439.
UNREIMBURSED EXPENSES PAID BY WWFA ON WA STATE FAIR FDN'S
BEHALF 76,915.
TOTAL TO SCHEDULE D, PART XII, LINE 4B 120,354.

Department of the Treasury
Internal Revenue Service

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

Open To Public Inspection

Employer identification number
26-1250496

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17 Form 990-EZ filers are not required to complete this part

- a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

- ☐
- Yes
- ☐
- No

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		AUCTION (event type)	SPRING FLING (event type)	2 (total number)	
Revenue	1 Gross receipts	87,629.	45,029.	16,577.	149,235.
	2 Less Contributions	76,754.	34,801.	6,467.	118,022.
	3 Gross income (line 1 minus line 2)	10,875.	10,228.	10,110.	31,213.
Direct Expenses	4 Cash prizes			657.	657.
	5 Noncash prizes		436.		436.
	6 Rent/facility costs	1,766.	1,276.		3,042.
	7 Food and beverages	9,216.	3,412.	3,475.	16,103.
	8 Entertainment	9,060.	3,950.		13,010.
	9 Other direct expenses	56,682.	4,711.	4,543.	65,936.
	10 Direct expense summary Add lines 4 through 9 in column (d)				(99,184)
	11 Net income summary Combine line 3, column (d), and line 10				<67,971.>

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
Direct Expenses	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities. _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.

c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer☐ Employee☐ Independent contractor**17** Mandatory distributions.

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number
26-1250496

Part I	General Information on Grants and Assistance
--------	--

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

[illegible]

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

1.	0.
▲	▲

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
4 YEAR ACADEMIC SCHOLARSHIPS AT \$1,250 PER YEAR; SUMNER, BONNEY LAKE, ROGERS, PUYALLUP, EMERALD RIDGE HS	20	25,000.	0.		
1 YEAR ART SCHOLARSHIPS AT \$1,000 EACH; BONNEY LAKE, ROGERS, PUYALLUP, EMERALD RIDGE HS	4	4,000.	0.		
2 YEAR VET-TECH SCHOLARSHIPS AT \$1,250 PER YEAR; PIERCE COLLEGE	2	3,750.	0.		
DAFFODIL FESTIVAL FOUNDATION SCHOLARSHIP FUND; DAFFODIL SCHOLARSHIP	1	5,000.	0.		
1 YEAR GENERAL SCHOLARSHIPS, 1 AT \$500, 1 AT \$1,000; STONER ENDOWMENT SCHOLARSHIP	2	1,500.	0.		
Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information					

SCHEDULE I, PART I, LINE 2: ALL SCHOLARSHIPS, WITH THE EXCEPTION OF**COMMUNITIES IN SCHOOLS STUDENT CITIZEN OF THE YEAR AND WRANGLER ENDOWED****SCHOLARSHIPS, ARE PAID DIRECTLY TO THE STUDENTS' SCHOOLS. AMOUNTS REPORTED****ON PART III ARE NET OF ANY SCHOLARSHIPS REFUNDED TO THE GRANTOR.****DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION ACADEMIC SCHOLARSHIPS:****(FIVE OFFERED EACH YEAR)****(EMERALD RIDGE, PUYALLUP, ROGERS, SUMNER AND BONNEY LAKE HIGH SCHOOLS)**

Part III Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
CAMPBELL/MONTGOMERY - \$1,000; PUYALLUP SCHOOL DISTRICT	1.	1,000.	0.		
KORUM FAMILY ART SCHOLARSHIP; SCHOOLS TO BE DETERMINED	3.	3,500.	0.		
VITICULTURE & ENOLOGY 2 YEAR SCHOLARSHIP AT \$1,000 PER YEAR; WASHINGTON STATE UNIVERSITY	2.	2,000.	0.		
WRANGLER ENDOWED SCHOLARSHIPS - STATE FFA AGRI-SCIENCE COMPETITION WINNERS	10.	3,000.	0.		
ANDERSON CRIMINAL JUSTICE SCHOLARSHIP AT \$1,250 PER YEAR, UP TO FOUR YEARS.	2.	2,500.	0.		
ANDERSON VETERINARY SCHOOL SCHOLARSHIP AT \$2,500 PER YEAR FOR TWO YEARS.	2.	5,000.	0.		
WALLA WALLA COMMUNITY COLLEGE ENOLOGY & VITICULTURE SCHOLARSHIP	2.	3,000.	0.		
COMMUNITIES IN SCHOOLS OF PUYALLUP STUDENT CITIZEN OF THE YEAR SCHOLARSHIP	1.	1,500.	0.		
PACIFIC LUTHERAN UNIVERSITY AGRICULTURE OR EDUCATION RELATED FIELD SCHOLARSHIP	1.	2,500.	0.		

Schedule I (Form 990)

Part IV Supplemental Information

1. THE HIGH SCHOOL SCHOLARSHIP COMMITTEE WILL DETERMINE THE RECIPIENT OF THIS SCHOLARSHIP.

2. THIS IS A FOUR-YEAR SCHOLARSHIP AT \$ 1,250 PER YEAR.

3. SCHOLARSHIP MUST BE USED IN CONTIGUOUS YEARS.

4. THE SCHOLARSHIP WAS DESIGNED TO BE FLEXIBLE WITH REGARD TO THE RECIPIENT'S CHOICE OF EITHER A TWO OR A FOUR-YEAR INSTITUTION.

5. AN ANNUAL REVIEW BY THE WASHINGTON STATE FAIR FOUNDATION COMMITTEE WILL BE MADE BEFORE RENEWAL OF THE SCHOLARSHIP.

THE FOUNDATION COMMITTEE RECOMMENDS THE FOLLOWING CRITERIA FOR USE IN SELECTION OF PUYALLUP FAIR FOUNDATION'S HIGH SCHOOL SCHOLARSHIP RECIPIENTS.

1. RECIPIENT MUST BE A GRADUATING SENIOR FROM HIGH SCHOOL.

2. RECIPIENT SHOULD HAVE A 3.0 MINIMUM HIGH SCHOOL G.P.A. AS AN INDICATION OF SCHOLASTIC APTITUDE AND THE INTENT TO SERIOUSLY PURSUE A CAREER.

3. RECIPIENT MUST DEMONSTRATE CHARACTER, DISCIPLINE, CITIZENSHIP, AND RESPONSIBILITY.

4. FINANCIAL NEED IS NOT A CRITERIA. THE PURPOSE OF THIS SCHOLARSHIP IS TO CHOOSE THE BEST CANDIDATE. HOWEVER, WHERE TWO CANDIDATES, SIMILAR IN OTHER AREAS INCLUDING ACADEMICS ARE BEING CONSIDERED, FINANCIAL NEED SHOULD BE A

Part IV Supplemental Information

FACTOR IN THE DECISION.

5.THE RECIPIENT MUST MAINTAIN AN ACCEPTABLE G.P.A. FOR HIS OR HER COLLEGE OR UNIVERSITY AND BE A FULL TIME STUDENT TO REMAIN ELIGIBLE IN SUBSEQUENT YEARS.

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION'S VET TECH SCHOLARSHIP FOR PIERCE COLLEGE: (ONE OFFERED EACH YEAR)

1.THE PIERCE COLLEGE SCHOLARSHIP COMMITTEE WILL DETERMINE THE RECIPIENT OF THIS SCHOLARSHIP.

2.THIS IS A \$2,500 TWO-YEAR SCHOLARSHIP, AT \$1,250 PER YEAR.

3.SCHOLARSHIP MUST BE USED IN CONTIGUOUS YEARS.

THE FOUNDATION COMMITTEE RECOMMENDS THE FOLLOWING CRITERIA FOR USE IN SELECTION OF WASHINGTON STATE FAIR FOUNDATION'S PIERCE COLLEGE VET-TECH SCHOLARSHIP RECIPIENTS.

1.RECIPIENT SHOULD HAVE A 3.0 MINIMUM HIGH SCHOOL G.P.A.

2.RECIPIENT MUST MAINTAIN AN ACCEPTABLE G.P.A. FOR PIERCE COLLEGE AS AN INDICATION OF SCHOLASTIC APTITUDE AND THE INTENT TO SERIOUSLY PURSUE A CAREER AND BE A FULL TIME STUDENT TO REMAIN ELIGIBLE FOR THE SECOND YEAR OF THE SCHOLARSHIP.

3.RECIPIENT MUST DEMONSTRATE CHARACTER, RESPONSIBILITY, CITIZENSHIP AND

Part IV Supplemental InformationDISCIPLINE.

4.FINANCIAL NEED IS NOT A CRITERIA. THE PURPOSE OF THIS SCHOLARSHIP IS TO CHOOSE THE BEST CANDIDATE. HOWEVER, WHERE TWO CANDIDATES, SIMILAR IN OTHER AREAS INCLUDING ACADEMICS ARE BEING CONSIDERED, FINANCIAL NEED SHOULD BE A FACTOR IN THE DECISION.

5.PREFERABLY THE AWARD SHOULD BE GRANTED TO A STUDENT WHO HAS NOT RECEIVED OTHER SUBSTANTIAL SCHOLARSHIPS, INCLUDING OTHER WASHINGTON STATE FAIR FOUNDATION SCHOLARSHIPS.

DESCRIPTION OF WASHINGTON STATE FAIR FOUNDATION'S DAFFODIL FESTIVAL QUEEN'S SCHOLARSHIP DONATION: (ONE OFFERED EACH YEAR)

1.THE WASHINGTON STATE FAIR FOUNDATION WILL CONTRIBUTE \$5,000 TO THE DAFFODIL FESTIVAL FOUNDATION QUEEN'S SCHOLARSHIP FUND.

2.THE RECIPIENT WILL BE THE DAFFODIL QUEEN WHO IS CHOSEN FROM THE PRINCESSES BY A PANEL OF JUDGES SELECTED BY THE DAFFODIL FESTIVAL AT THE QUEEN'S CORONATION.

3.THE RECIPIENT MUST USE THE SCHOLARSHIP FOR TUITION OR BOOKS FROM A COLLEGE, UNIVERSITY OR VOCATIONAL SCHOOL.

4.THE RECIPIENT MUST ELECT TO USE THE SCHOLARSHIP WITHIN TWO YEARS OF RECEIVING IT AND COMPLETE IT WITHIN FOUR YEARS.

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION'S FRED OLDFIELD

Part IV Supplemental InformationSCHOLARSHIP FOR THE ARTS (FIVE OFFERED EACH YEAR)

1.EACH HIGH SCHOOL SCHOLARSHIP COMMITTEE WILL DETERMINE THE RECIPIENT OF THIS SCHOLARSHIP.

2.THIS IS A ONE-YEAR \$1,000 SCHOLARSHIP FOR FIVE AREA HIGH SCHOOLS. FUNDS FOR THESE SCHOLARSHIPS ARE ALL OR PARTIALLY FUNDED BY THE PROCEEDS GENERATED BY THE FRED OLDFIELD PAINTING WHICH IS AUCTIONED DURING THE WASHINGTON STATE FAIR.

3.THE SCHOLARSHIP MUST BE USED IN AN ACCREDITED TWO OR FOUR YEAR INSTITUTION OR ACCREDITED SCHOOL FOR THE ARTS.

4.THIS SCHOLARSHIP SHALL BE BASED ON THE RECIPIENT'S TALENT, NOT SCHOLASTIC ABILITY. HOWEVER, THE RECIPIENT'S G.P.A. MUST BE SUFFICIENT TO ALLOW ENTRY INTO THE INSTITUTION OF THEIR CHOICE.

THE FOUNDATION COMMITTEE RECOMMENDS THE FOLLOWING CRITERIA FOR SELECTING THE RECIPIENTS OF THE WASHINGTON STATE FAIR FOUNDATION'S FRED OLDFIELD SCHOLARSHIP FOR THE ARTS:

1.RECIPIENTS MUST BE GRADUATING SENIORS FROM PUYALLUP, ROGERS, EMERALD RIDGE, SUMNER AND BONNEY LAKE HIGH SCHOOLS.

2.THE RECIPIENTS MUST BE INVOLVED IN THE STUDY OF THE ARTS, I.E. MUSIC, THEATER, ART, AND DEMONSTRATE AN INTENTION TO SERIOUSLY PURSUE A CAREER IN THE ARTS.

Part IV Supplemental Information

3. FINANCIAL NEED IS NOT A CRITERION. HOWEVER, SHOULD IT BE A CHOICE BETWEEN TWO EQUALLY TALENTED INDIVIDUALS, FINANCIAL NEED WILL BECOME THE DECIDING FACTOR.

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION'S BILL STONER ENDOWMENT SCHOLARSHIP (TWO OFFERED EACH YEAR)

TWO ENDOWMENT SCHOLARSHIPS CONSISTING OF ONE FOR \$1,000 TO THE FIRST CHOICE RECIPIENT AND ONE FOR \$500 TO THE SECOND CHOICE RECIPIENT WILL BE AWARDED TO A WASHINGTON STATE RESIDENT WHO PLANS TO ATTEND AN ORGANIZED ACADEMIC, ARTS, TRADE OR VOCATIONAL INSTITUTION. (THIS INCLUDES ADULTS WHO ARE FURTHERING THEIR EDUCATION AS WELL AS STUDENTS RECENTLY OUT OF SCHOOL IN ADDITION TO GRADUATING SENIORS FROM HIGH SCHOOL). THESE SCHOLARSHIPS ARE INTENDED TO ASSIST RECIPIENTS IN REACHING THEIR CAREER GOALS.

THE APPLICANT'S FINANCIAL NEED WILL BE CONSIDERED BY THE SCHOLARSHIP COMMITTEE IN THE SELECTION OF THE SCHOLARSHIP RECIPIENTS.

THIS SCHOLARSHIP IS LIMITED TO WASHINGTON STATE RESIDENTS.

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION'S CAMPBELL-MONTGOMERY ENDOWMENT SCHOLARSHIP (ONE OFFERED EACH YEAR)

THE CAMPBELL/MONTGOMERY SCHOLARSHIP WAS CREATED BY ROBERT CAMPBELL AND MARNA MONTGOMERY CAMPBELL IN HOPES IT WILL SPUR BETTER WRITING, BETTER COMMUNICATION AND BETTER THINKING THROUGH SCHOLARSHIPS TO GRADUATING SENIORS OF GENUINE MERIT FROM PUYALLUP AREA HIGH SCHOOLS.

Part IV Supplemental Information

THE \$1,000 SCHOLARSHIP IS INTENDED TO ASSIST THE RECIPIENT IN REACHING HIS OR HER CAREER GOAL. APPLICANTS MUST USE THE SCHOLARSHIP IN ORDER TO ATTEND A COLLEGE OF HIS OR HER CHOICE. THE MONEY WILL BE PAID DIRECTLY TO THE INSTITUTION.

THE CRITERIA FOR THE SCHOLARSHIP ARE AS FOLLOWS:

A. THE RECIPIENT MUST BE A GRADUATING SENIOR FROM PUYALLUP, ROGERS OR EMERALD RIDGE HIGH SCHOOLS.

B. THE RECIPIENT MUST HAVE A NOTABLE ACADEMIC RECORD SUITABLE FOR COLLEGE LEVEL EDUCATION.

C. PREFERENCE WILL BE GIVEN TO A STUDENT, WHO HAS EXPRESSED AN INTEREST AND DISPLAYED TALENT IN THE ART OF WRITING, BE IT JOURNALISM, PROSE OR POETRY, THEATER OR FILM.

SEE SCHEDULE O FOR ADDITIONAL DESCRIPTIONS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number

26-1250496

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990,
Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items

☐ First-class or charter travel

☒ Travel for companions

☐ Tax indemnification and gross-up payments

☒ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ Personal services (e g , maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or
reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors,
trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's
CEO/Executive Director. Check all that apply Do not check any boxes for methods used by a related organization to
establish compensation of the CEO/Executive Director, but explain in Part III

☒ Compensation committee

☒ Independent compensation consultant

☐ Form 990 of other organizations

☐ Written employment contract

☒ Compensation survey or study

☒ Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing
organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the revenues of.

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments
not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the
initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in
Regulations section 53.4958-6(c)?

Yes No

1b	X	
2	X	
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE J, PART I, SECTION 3: THE WASHINGTON STATE

FAIR FOUNDATION RELIED ON THE WESTERN WASHINGTON FAIR ASSOCIATION (RELATED ORGANIZATION) TO DETERMINE THE COMPENSATION REPORTED IN SCHEDULE J, PART

II. THE WESTERN WASHINGTON FAIR ASSOCIATION USES THE FOLLOWING METHODS TO

DETERMINE COMPENSATION: 1) COMPENSATION COMMITTEE, 2) COMPENSATION

STUDY/MARKET PRICING, 3) APPROVAL BY COMPENSATION COMMITTEE.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number

26-1250496

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>UNREIMBURSED</u>)	X	1	76,915.	FAIR MARKET VALUE
26 Other ► (<u>AUCTION ITEMS</u>)	X	124	43,439.	FAIR MARKET VALUE
27 Other ► (<u>SPECIAL EVENT</u>)	X	1	1,736.	FAIR MARKET VALUE
28 Other ► ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for
at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for
the entire holding period?

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked,
describe in Part II

Yes No

30a		X
31		X
32a		X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number
26-1250496

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

EDUCATIONAL PROGRAMS OF THE WASHINGTON STATE FAIR AND TO HELP PRESERVE
AND IMPROVE THE FAIR FOR FUTURE GENERATIONS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

FAIRVIEW CLUB, DONATIONS FOR ARCHIVE SOFTWARE TO THE WASHINGTON STATE
FAIR AND OTHER PROGRAM SERVICE RELATED EXPENSES.

EXPENSES \$ 56,008. INCLUDING GRANTS OF \$ 35,915. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 4: THE ORGANIZATION CHANGED ITS NAME
FROM PUYALLUP FAIR FOUNDATION TO WESTERN WASHINGTON FAIR FOUNDATION ON MAY
21, 2013. A COPY OF THE AMENDMENT TO THE ARTICLES OF INCORPORATION
REFLECTING THIS CHANGE IS ATTACHED TO THE 2012 FORM 990.

FORM 990, PART VI, SECTION B, LINE 11: THE WASHINGTON STATE FAIR
FOUNDATION'S FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM. UPON
COMPLETION OF THE RETURN, IT IS REVIEWED IN DETAIL BY THE ORGANIZATION'S
TREASURER. A COPY OF THE RETURN IS ALSO AVAILABLE TO EACH BOARD MEMBER FOR
HIS/HER REVIEW.

FORM 990, PART V, LINE 2A:

NUMBER OF EMPLOYEES REPORTED ON FORM W-3: THE FOUNDATION REIMBURSES ITS
RELATED PARTY FOR THE COMPENSATION OF ITS ONE EMPLOYEE. ALL PAYROLL
RETURNS ARE FILED BY THE RELATED PARTY.

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number

26-1250496

FORM 990, PART VI, SECTION C, LINE 19: THE WASHINGTON STATE FAIR FOUNDATION MAKES ITS GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. THE ORGANIZATION'S FORM 990 IS ALSO AVAILABLE TO THE PUBLIC UPON REQUEST AND IS POSTED ON GUIDESTAR'S WEBSITE.

FORM 990, PART XI, LINE 2C:

THE WASHINGTON STATE FAIR FOUNDATION UNDERGOES AN ANNUAL FINANCIAL STATEMENT AUDIT PERFORMED BY AN INDEPENDENT ACCOUNTING FIRM. THE AUDITED FINANCIAL STATEMENTS ARE PRESENTED ON A CONSOLIDATED BASIS WITH THE WESTERN WASHINGTON FAIR ASSOCIATION (RELATED ORGANIZATION). THE FINANCE AND BUDGET/INTERNAL AUDIT COMMITTEE IS RESPONSIBLE FOR THE OVERSIGHT OF THE FINANCIAL STATEMENT AUDIT, AS WELL AS THE SELECTION OF AN INDEPENDENT ACCOUNTING FIRM.

FORM 990, SCHEDULE I, PART IV

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION'S KORUM FAMILY ART SCHOLARSHIP (FIRST, SECOND & THIRD OFFERED EACH YEAR)

THIS SCHOLARSHIP IS INTENDED TO SHOWCASE THE UNIQUENESS AND/OR THE HERITAGE OF THE PUYALLUP COMMUNITY, AND TO ENCOURAGE YOUNG ARTISTS IN THE PURSUIT OF THEIR ARTISTIC/EDUCATIONAL GROWTH. THESE SCHOLARSHIPS ARE AVAILABLE TO GRADUATING SENIORS FROM THE FOLLOWING AREA HIGH SCHOOLS: PUYALLUP, ROGERS, EMERALD RIDGE, WALKER, CASCADE CHRISTIAN, SUMNER, BONNEY LAKE AND ORTING.

THE \$2,000, THE \$1,000 AND THE \$500 SCHOLARSHIPS ARE INTENDED TO ASSIST THE RECIPIENTS IN PURSUIT OF THEIR ARTISTIC/EDUCATIONAL GOALS.

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number

26-1250496

APPLICANTS MUST USE THE SCHOLARSHIP IN ORDER TO ATTEND A COLLEGE OF HIS OR HER CHOICE. MONIES WILL BE FORWARDED DIRECTLY TO THE RECIPIENT'S CHOICE OF EDUCATIONAL INSTITUTION.

ONLY ORIGINAL FLAT AND 3 DIMENSIONAL WORK IS ELIGIBLE FOR JUDGING. A SELECTION COMMITTEE AT EACH HIGH SCHOOL WILL CHOOSE FIVE CANDIDATES. THESE 40 CANDIDATES WILL COMPETE FOR THE THREE SCHOLARSHIPS. THE WINNERS WILL BE CHOSEN BY THE KORUM FAMILY ART SCHOLARSHIP SELECTION COMMITTEE.

THE FIRST PLACE PIECE WILL BE AUCTIONED AT THE ANNUAL WASHINGTON STATE FAIR FOUNDATION ROUNDUP AUCTION WITH THE PROCEEDS GOING TO THE PUYALLUP FAIR FOUNDATION'S KORUM FAMILY ART SCHOLARSHIP.

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION'S WSU SCHOLARSHIP FOR ENOLOGY AND VITICULTURE (ONE OFFERED EACH YEAR)

THIS SCHOLARSHIP WILL BE AWARDED ANNUALLY TO A WASHINGTON STATE UNIVERSITY STUDENT IN THE AMOUNT OF \$1000 PER YEAR FOR TWO CONSECUTIVE YEARS. THE PURPOSE OF THE SCHOLARSHIP IS TO ASSIST AND ENCOURAGE TALENTED STUDENTS IN THEIR PURSUIT OF A CAREER IN THE WASHINGTON WINE INDUSTRY. PREFERENCE WILL BE GIVEN TO STUDENTS WHO ARE FROM THE STATE OF WASHINGTON. RECIPIENT WILL BE CHOSEN BY THE DIRECTOR OF THE VITICULTURE AND ENOLOGY DEPARTMENT.

THE WASHINGTON STATE FAIR FOUNDATION'S WALLA WALLA COMMUNITY COLLEGE SCHOLARSHIP FOR ENOLOGY AND VITICULTURE:

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number

26-1250496

THIS SCHOLARSHIP WILL BE AWARDED ANNUALLY TO A WALLA WALLA COMMUNITY COLLEGE STUDENT IN THE AMOUNT OF \$1000 PER YEAR FOR TWO CONSECUTIVE YEARS. THE PURPOSE OF THE SCHOLARSHIP IS TO ASSIST AND ENCOURAGE TALENTED STUDENTS IN THEIR PURSUIT OF A CAREER IN THE WASHINGTON WINE INDUSTRY. PREFERENCE WILL BE GIVEN TO STUDENTS WHO ARE FROM THE STATE OF WASHINGTON. THE SELECTION OF THE RECIPIENT WILL BE BY A COMMITTEE INCLUDING THE WWCC ENOLOGY AND VITICULTURE INSTRUCTORS AND TWO WINEMAKERS FROM THE WALLA WALLA APPELLATION.

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION AND COMMUNITIES IN SCHOOLS OF PUYALLUP STUDENT CITIZEN OF THE YEAR SCHOLARSHIP (ONE OFFERED EACH YEAR)

THE WASHINGTON STATE FAIR FOUNDATION AND COMMUNITIES IN SCHOOLS OF PUYALLUP WILL RECOGNIZE ONE LOCAL STUDENT EACH YEAR WHO HAS DEMONSTRATED CONSISTENT CONCERN FOR THEIR COMMUNITY AND THEN MATCHED IT WITH BOTH ACTION AND CONSEQUENCE.

THE ANNUAL SCHOLARSHIP WILL CONSIST OF A CASH AWARD TOTALING \$1,500 FROM THE WASHINGTON STATE FAIR FOUNDATION SCHOLARSHIP FUND. THE \$1,500 IS DIVIDED INTO THREE DISTINCT CATEGORIES - \$500 GOES DIRECTLY TO THE STUDENT, \$500 GOES TO A COLLEGE SCHOLARSHIP FUND AND \$500 WILL BE DISTRIBUTED TO CHARITIES AND CAUSES OF THE RECIPIENT'S CHOICE.

STUDENTS ARE NOMINATED BY STAFF AND FACULTY OF THE PUYALLUP SCHOOL DISTRICT. THE FINAL SELECTION IS MADE BY THE BOARD OF DIRECTORS OF COMMUNITIES IN SCHOOLS OF PUYALLUP.

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number

26-1250496

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION'S ANDERSON CRIMINAL
JUSTICE SCHOLARSHIP

ONE SCHOLARSHIP WILL BE AWARDED FOR \$1,250 PER YEAR, UP TO FOUR YEARS,
AS LONG AS THE STUDENT IS STILL IN A CRIMINAL JUSTICE PROGRAM WHEN
THEIR MAJOR IS DECLARED:

1. SCHOLARSHIP MUST BE USED IN CONTIGUOUS YEARS.

2. THE SCHOLARSHIP WAS DESIGNED TO BE FLEXIBLE WITH REGARD TO THE
RECIPIENT'S CHOICE OF EITHER A TWO OR A FOUR-YEAR INSTITUTION.

3. THIS SCHOLARSHIP IS LIMITED TO WASHINGTON STATE RESIDENTS ONLY AND
WHO ARE STARTING THEIR POST SECONDARY EDUCATION IN THE FALL/AUTUMN
QUARTER.

4. MUST ATTEND A COLLEGE IN THE STATE OF WASHINGTON.

5. AN ANNUAL REVIEW BY THE WASHINGTON STATE FAIR FOUNDATION SCHOLARSHIP
COMMITTEE WILL BE MADE BEFORE RENEWAL OF THE SCHOLARSHIP. RECIPIENT
MUST SUBMIT A TRANSCRIPT OF PRIOR YEAR'S GRADES BY JULY 15TH EACH YEAR.

THIS SCHOLARSHIP IS INTENDED TO ASSIST RECIPIENTS IN REACHING THEIR
CAREER GOALS. APPLICANTS MUST USE THE SCHOLARSHIP MONIES TO OBTAIN
TRAINING FROM A COLLEGE, UNIVERSITY OR ACCREDITED TRADE OR VOCATIONAL
SCHOOL IN WASHINGTON STATE. THE MONIES MAY BE USED FOR BOOKS AND
TUITION ONLY AND WILL BE PAID DIRECTLY TO THE INSTITUTION OR SCHOOL.

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number

26-1250496

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION'S ANDERSON
VETERINARY SCHOOL SCHOLARSHIP

ONE SCHOLARSHIP WILL BE AWARDED TO A THIRD YEAR VETERINARY SCHOOL
STUDENT ATTENDING WASHINGTON STATE UNIVERSITY WITH AN EMPHASIS IN
EQUINE MEDICINE. THE SCHOLARSHIP IS \$2,500 PER YEAR FOR TWO YEARS.

1. MUST BE USED IN CONTIGUOUS YEARS.

2. IS LIMITED TO STUDENTS WHO GRADUATED FROM A HIGH SCHOOL IN
WASHINGTON STATE.

3. MUST HAVE DOCUMENTED FINANCIAL NEED.

4. IS CONTINGENT ON AN ANNUAL REVIEW BY THE WASHINGTON STATE FAIR
FOUNDATION SCHOLARSHIP COMMITTEE BEFORE RENEWAL OF THE SCHOLARSHIP.
RECIPIENT MUST SUBMIT A TRANSCRIPT OF PRIOR YEAR'S GRADES BY JULY 15TH
EACH YEAR.

THE MONIES MAY BE USED FOR BOOKS AND TUITION ONLY AND WILL BE PAID
DIRECTLY TO THE INSTITUTION OR SCHOOL.

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION'S WRANGLER ENDOWED
SCHOLARSHIPS:

AWARDS ARE MADE TO THE TOP-EXHIBIT WINNERS (5) FROM THE STATE FFA
AGRI-SCIENCE COMPETITION HELD AT THE SPRING FAIR. THE WASHINGTON STATE
WINNER OF THE AGRI-SCIENCE TOP-EXHIBIT WILL RECEIVE THE WA STATE FAIR

Name of the organization

WASHINGTON STATE FAIR FOUNDATION

Employer identification number

26-1250496

WRANGLER AGRI-SCIENCE SCHOLARSHIP IN THE AMOUNT OF \$500. WINNERS OF THE OTHER FOUR CATEGORIES (BOTANY, ENGINEERING, ENVIRONMENTAL SCIENCE AND ZOOLOGY) WILL RECEIVE \$250 EACH. THE PURPOSE OF THE SCHOLARSHIPS ARE TO ASSIST WITH TRAVEL COSTS ASSOCIATED WITH GETTING THE TOP-EXHIBIT WINNERS TO THE NATIONAL COMPETITION IN THE FALL.

DESCRIPTION OF THE WASHINGTON STATE FAIR FOUNDATION'S PLU (PACIFIC LUTHERAN UNIVERSITY) SCHOLARSHIP:

THE SCHOLARSHIP, IN THE AMOUNT OF \$2,500, IS INTENDED TO ASSIST AND ENCOURAGE TALENTED STUDENTS IN PURSUIT OF A CAREER IN AN AGRICULTURE OR EDUCATION RELATED FIELD. THE FOLLOWING GUIDELINES ARE USED IN SELECTING THE RECIPIENTS:

1. PREFERENCE IS GIVEN TO WASHINGTON STATE RESIDENTS WHO ARE ENROLLED FULL TIME IN THE PROGRAM.

2. DEMONSTRATION OF FINANCIAL NEED IS NOT A CRITERIA; HOWEVER, PREFERENCE SHOULD BE GIVEN TO A STUDENT WHO HAS NOT RECEIVED OTHER SUBSTANTIAL SCHOLARSHIPS, INCLUDING OTHER SCHOLARSHIPS FROM THE WASHINGTON STATE FAIR FOUNDATION.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved	
				Yes	No
(1) WESTERN WASHINGTON FAIR ASSOCIATION		B	112,526.		
(2) WESTERN WASHINGTON FAIR ASSOCIATION		C	79,415.		
(3) WESTERN WASHINGTON FAIR ASSOCIATION		O	0.		
(4) WESTERN WASHINGTON FAIR ASSOCIATION		P	25,970.		
(5) WESTERN WASHINGTON FAIR ASSOCIATION		N	0.		
(6)		52			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



STATE OF WASHINGTON
SECRETARY OF STATE

Washington Nonprofit Corporation

See attached detailed instructions

- ☒ Standard Filing Fee \$20.00
- ☐ Filing Fee with Expedited Service \$70.00

This Box For Office Use Only

06/03/13 2430324-001
\$20.00 K
Id: 2547121

FILED
SECRETARY OF STATE
JUNE 3, 2013
STATE OF WASHINGTON

UBI Number: 602 743 190

ARTICLES OF AMENDMENT Chapter 24.03 RCW

SECTION 1

NAME OF CORPORATION: (as currently recorded with the Office of the Secretary of State)

Puyallup Fair Foundation

SECTION 2

ARTICLES OF AMENDMENT WERE ADOPTED BY: (please check and complete one of the following)

- ☐ The amendment was adopted by a meeting of members held: (Date) _____
A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- ☐ The amendment was adopted by a consent in writing and signed by all members entitled to vote.
- ☒ There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held: (Date) May 21, 2013

SECTION 3

AMENDMENTS TO ARTICLES ON FILE: (if necessary, attach additional information)

The name of this corporation shall be Washington State Fair Foundation

SECTION 4

EFFECTIVE DATE OF ARTICLES OF AMENDMENT: (please check one of the following)

- ☒ Upon filing by the Secretary of State
- ☐ Specific Date: _____ (Specified effective date must be within 30 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)

SECTION 5

SIGNATURE: (see instructions page)

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X		Kent Hojem, Secretary	5/21/13	253-841-5000
	Signature	Printed Name and Title	Date	Phone

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	PUYALLUP FAIR FOUNDATION	26-1250496
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	110 - 9TH AVENUE SW	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PUYALLUP, WA 98371	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

KENT HOJEM

- The books are in the care of ► **110 - 9TH AVENUE SW - PUYALLUP, WA 98371**
Telephone No. ► **253-847-5000** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2014** , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **DEC 1, 2012** , and ending **NOV 30, 2013** .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	PUYALLUP FAIR FOUNDATION	26-1250496
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	110 - 9TH AVENUE SW	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PUYALLUP, WA 98371	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

KENT HOJEM

• The books are in the care of **110 - 9TH AVENUE SW - PUYALLUP, WA 98371**

Telephone No. **253-847-5000**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **OCTOBER 15, 2014.**

5 For calendar year , or other tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Kent Hojem** Title **CPA**

Date **7/11/14**

Form 8868 (Rev. 1-2013)