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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation CAMPION FOUNDATION		A Employer identification number 20-3421717
Number and street (or P O box number if mail is not delivered to street address) 1904 THIRD AVENUE	Room/suite 405	B Telephone number 206-686-5310
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98101		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 30989520	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	9471000.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	389.	389.	389.	STATEMENT 2
	4 Dividends and interest from securities	383687.	380980.	383687.	STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	89267.			STATEMENT 1
	b Gross sales price for all assets on line 6a	20165013.			
	7 Capital gain net income (from Part IV, line 2)		11160963.		
	8 Net short-term capital gain			N/A	
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	38.	38.	38.	STATEMENT 4
	12 Total. Add lines 1 through 11	9944381.	11542370.	384114.	
	13 Compensation of officers, directors, trustees, etc	331235.	0.	0.	331235.
	14 Other employee salaries and wages	142237.	0.	0.	142237.
	15 Pension plans, employee benefits	126051.	0.	0.	126051.
	16a Legal fees STMT 5	18199.	0.	0.	18199.
	b Accounting fees				
	c Other professional fees STMT 6	50128.	0.	0.	50128.
	17 Interest				
	18 Taxes STMT 7	41519.	0.	0.	41519.
	19 Depreciation and depletion	13859.	0.	21039.	
	20 Occupancy	69289.	0.	0.	69289.
	21 Travel, conferences, and meetings	165380.	0.	0.	165380.
22 Printing and publications	1532.	0.	0.	1532.	
23 Other expenses STMT 8	205968.	78314.	0.	127654.	
24 Total operating and administrative expenses. Add lines 13 through 23	1165397.	78314.	21039.	1073224.	
25 Contributions, gifts, grants paid	4970708.			4970708.	
26 Total expenses and disbursements. Add lines 24 and 25	6136105.	78314.	21039.	6043932.	
27 Subtract line 26 from line 12	3808276.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		11464056.			
c Adjusted net income (if negative, enter -0-)			363075.		

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

SCANNED MAY 29 2014

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	45460.	61630.	61630.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 11	6270036.	8068023.	8068023.
	b Investments - corporate stock STMT 12	10880175.	19312694.	19312694.
	c Investments - corporate bonds STMT 13	5003006.	2201850.	2201850.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 14	1132645.	1089089.	1089089.	
14 Land, buildings, and equipment basis ▶ 222657.				
Less accumulated depreciation STMT 15 ▶ 152939.	81170.	69718.	69718.	
15 Other assets (describe ▶ STATEMENT 16)	436516.	186516.	186516.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	23849008.	30989520.	30989520.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	23849008.	30989520.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	23849008.	30989520.	
	31 Total liabilities and net assets/fund balances	23849008.	30989520.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	23849008.
2 Enter amount from Part I, line 27a	2	3808276.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	3914485.
4 Add lines 1, 2, and 3	4	31571769.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	582249.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30989520.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 20165013.		9004050.	11160963.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e			11160963.	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 11160963.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }		3 178513.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	6565602.	19023514.	.345131
2011	7151138.	24014361.	.297786
2010	5983022.	29184604.	.205006
2009	5804572.	36052232.	.161005
2008	6555070.	42020339.	.155998
2 Total of line 1, column (d)			2 1.164926
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .232985
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 22725401.
5 Multiply line 4 by line 3			5 5294678.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 114641.
7 Add lines 5 and 6			7 5409319.
8 Enter qualifying distributions from Part XII, line 4			8 6043932.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		1	114641.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	114641.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	114641.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 36350.	7	36350.
b Exempt foreign organizations - tax withheld at source	6b	8	214.
c Tax paid with application for extension of time to file (Form 8868)	6c	9	78505.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 17

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.CAMPIONFOUNDATION.ORG</u>	X	
14	The books are in care of ► <u>LISA JAGUZY</u> Telephone no ► <u>206-686-5310</u> Located at ► <u>1904 THIRD AVE, STE 405, SEATTLE, WA</u> ZIP+4 ► <u>98101</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

Form 990-PF (2013)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

SEE STATEMENT 19

☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		331235.	39748.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN E. DALY - 1904 THIRD AVE SUITE 405, SEATTLE, WA 98101	WILDERNESS PROGRAM OFFICER 40.00	102588.	12311.	0.

Total number of other employees paid over \$50,000

0

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	15376171.
b	Average of monthly cash balances	1b	7695302.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	23071473.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23071473.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	346072.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22725401.
6	Minimum investment return. Enter 5% of line 5	6	1136270.

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

1	Minimum investment return from Part X, line 6	1	1136270.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	114641.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	114641.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1021629.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1021629.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1021629.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6043932.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6043932.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	114641.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5929291.

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

Form 990-PF (2013)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1021629.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 4475525.				
b From 2009 4014063.				
c From 2010 4535438.				
d From 2011 5959402.				
e From 2012 5687094.				
f Total of lines 3a through e	24671522.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 6043932.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1021629.
e Remaining amount distributed out of corpus	5022303.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29693825.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	4475525.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	25218300.			
10 Analysis of line 9				
a Excess from 2009 4014063.				
b Excess from 2010 4535438.				
c Excess from 2011 5959402.				
d Excess from 2012 5687094.				
e Excess from 2013 5022303.				

N/A

▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

Part XV	Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)
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705706 1

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
501 COMMONS 510 2ND AVE W SEATTLE, WA 98119-3928		501(C)(3)	FURTHER CHARITABLE GOALS	45000.
ALASKA WILDERNESS LEAGUE 122 C STREET NW, #240 WASHINGTON, DC 20001		501(C)(3)	FURTHER CHARITABLE GOALS	1537250.
ASSOC OF FUNDRAISING PROFESSIONAL - WA CHAPTER 2150 N 107TH, SUITE 205 SEATTLE, WA 98133		501(C)(3)	FURTHER CHARITABLE GOALS	5000.
BRAIDED RIVER 1001 SW KLUCKITAT WAY, SUITE 201 SEATTLE, WA 98134-1161		501(C)(3)	FURTHER CHARITABLE GOALS	14000.
BUILDING CHANGES 2014 E. MADISON, #200 SEATTLE, WA 98122-2965		501(C)(3)	FURTHER CHARITABLE GOALS	130000.
Total	SEE CONTINUATION SHEET(S)			4970708.
b Approved for future payment				
ALASKA WILDERNESS LEAGUE 122 C STREET NW, #240 WASHINGTON, DC 20001		501(C)(3)	FURTHER CHARITABLE GOALS	1390000.
YWCA ASSOC SEATTLE-KING-SNOHOMISH COUNTIES 1118 5TH AVE SAN FRANCISCO, WA 98101-3001		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
Total				1415000.

Part XVII

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
CAMPION ADVOCACY FUND	501(C)(4)	SEE STATEMENT 20

**Sign
Here**

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

Signature of officer or trustee

Date 5/13/14

► CEO
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ X	Yes	☐	No
---	------------	--------------------------	-----------

**Paid
Preparer
Use Only**

Print/Type preparer's name
LOREN D. HOSTEK,
CPA

Preparer's signature 

Date 5/12/2014

Check ☒ self-employed

PTIN

P00938299

Firm's name ► LOREN D. HOSTEK, CPA

Firm's EIN ▶

Firm's address ▶ 4209 21ST AVE WEST, #401
SEATTLE, WA 98199

Phone no 206-623-9395

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CANADIAN PARKS & WILDERNESS SOCIETY, NW TERRITORIES CHAPTER PO BOX 1934 YELLOWKNIFE, NORTHWEST TERRITORIES AND, CANADA XIA 2P5		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	40000.
CANADIAN PARKS & WILDERNESS SOCIETY, YUKON CHAPTER P O BOX 31095, 211 MAIN ST WHITEHORSE, YUKON, CANADA YIA 5P7		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	50000.
CATHOLIC COMMUNITY SVCS 100 23RD AVE SOUTH SEATTLE, WA 98144		501(C)(3)	FURTHER CHARITABLE GOALS	47000.
CENTER FOR COMMUNITY CHANGE 1536 U STREET WASHINGTON, DC 20009-3912		501(C)(3)	FURTHER CHARITABLE GOALS	20000.
CENTER ON BUDGET & POLICY PRIORITIES 820 FIRST STREET NE, SUITE 510 WASHINGTON, DC 20002-8035		501(C)(3)	FURTHER CHARITABLE GOALS	15000.
CONSERVATION LANDS FOUNDATION 160 EAST 12TH ST, #2 DURANGO, CO 81301-5261		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
CONSERVATION NORTHWEST 1208 BAY STREET #210 BELLINGHAM, WA 98225-4301		501(C)(3)	FURTHER CHARITABLE GOALS	125205.
EARTHJUSTICE 426 17TH STREET, 6TH FLOOR OAKLAND, CA 94612-2820		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
ENVIRONMENTAL MINING EDUCATION FOUNDATION C/O 2543 WESLEY PLACE VICTORIA, BRITISH COLUMBIA, CANADA V8T1V1		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	75000.
FAITH ACTION NETWORK 766 JOHN STREET, SUITE B SEATTLE, WA 98019		501(C)(3)	FURTHER CHARITABLE GOALS	43375.
Total from continuation sheets				3239458.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOREST ETHICS ONE HAIGHT STREET SAN FRANCISCO, WA 94102		501(C)(3)	FURTHER CHARITABLE GOALS	250000.
FRIENDS OF SCOTCHMAN PEAKS WILDERNESS P O BOX 2061 SANDPOINT, ID 83864-0900		501(C)(3)	FURTHER CHARITABLE GOALS	20000.
HEADWATERS ECONOMICS INC P O BOX 7059 BOZEMAN, MT 59771		501(C)(3)	FURTHER CHARITABLE GOALS	15000.
GRANTS MANAGERS NETWORK 1666 K STREET NW, #440 WASHINGTON, DC 20005		501(C)(3)	FURTHER CHARITABLE GOALS	5000.
GRIST MAGAZINE 710 SECOND AVE, SUITE 860 SEATTLE, WA 98104-1742		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
HOMESIGHT 5117 RAINIER AVE S SEATTLE, WA 98118		501(C)(3)	FURTHER CHARITABLE GOALS	27500.
HOUSING CONSORTIUM - EVERETT/SNOHOMISH COUNTY P O BOX 1326 EVERETT, WA 98206-1326		501(C)(3)	FURTHER CHARITABLE GOALS	15000.
HOUSING DEVELOPMENT CONSORTIUM OF SEATTLE-KING COUNTY 1402 THIRD AVE, SUITE 709 SEATTLE, WA 98101		501(C)(3)	FURTHER CHARITABLE GOALS	15000.
IDAHO CONSERVATION LEAGUE P O BOX 844 BOISE, ID 83701		501(C)(3)	FURTHER CHARITABLE GOALS	78100.
INDEPENDENT SECTOR 1602 L ST NW, #900 WASHINGTON, DC 20036		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L ST NW WASHINGTON, DC 20036-5045		501(C)(3)	FURTHER CHARITABLE GOALS	200000.
MOCKINGBIRD SOCIETY 2100 24TH AVE SOUTH, #240 SEATTLE, WA 98144-4637		501(C)(3)	FURTHER CHARITABLE GOALS	62500.
MONTANA WILDERNESS ASSOC 30 SOUTH EWING ST HELENA, MT 59601-5704		501(C)(3)	FURTHER CHARITABLE GOALS	200000.
NATIONAL AUDUBON SOCIETY ALASKA 441 WEST FIFTH AVE, SUITE 300 ANCHORAGE, AK 99501		501(C)(3)	FURTHER CHARITABLE GOALS	225000.
NATIONAL LOW INCOME HOUSING COALITION 727 15TH STREET NW, 6TH FLOOR WASHINGTON, DC 20005-2168		501(C)(3)	FURTHER CHARITABLE GOALS	32500.
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DR RESTON, VA 20190-5362		501(C)(3)	FURTHER CHARITABLE GOALS	10000.
NATURE CONSERVANCY IN ALASKA 715 L STREET, SUITE 100 ANCHORAGE, AK 99501		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
NORTHERN ALASKA ENVIRONMENTAL CENTER 830 COLLEGE ROAD FAIRBANKS, AK 99701-1535		501(C)(3)	FURTHER CHARITABLE GOALS	10000.
OCEAN CONSERVANCY INC 1300 19TH STREET NW, #800 WASHINGTON, DC 20036-1653		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
PEW CHARITABLE TRUST 2005 MARKET STREET, #1700 PHILADELPHIA, PA 19103		501(C)(3)	FURTHER CHARITABLE GOALS	170000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RIVERS WITHOUT BORDERS P O BOX 154 CLINTON, WA 98236		501(C)(3)	FURTHER CHARITABLE GOALS	40000.
SEATTLE/KING CO COALITION ON HOMELESSNESS 77 SOUTH WASHINGTON STREET SEATTLE, WA 98104-2519		501(C)(3)	FURTHER CHARITABLE GOALS	32500.
SOLID GROUND WASHINGTON 1501 NORTH 45TH ST SEATTLE, WA 98103-6708		501(C)(3)	FURTHER CHARITABLE GOALS	54000.
SPOKANE LOW INCOME HOUSING CONSORTIUM 315 W MISSION, SUSITE 25B SPOKANE, WA 99201		501(C)(3)	FURTHER CHARITABLE GOALS	30000.
TACOMA-PIERCE COUNTY AFFORDABLE HOUSING CONSORTIUM 1323 SOUTH YAKIMA AVE TACOMA, WA 98405-4457		501(C)(3)	FURTHER CHARITABLE GOALS	17068.
THE NATURE CONSERVANCY -CANADA PROGRAM 4245 FAIRFAX DRIVE, #100 ARLINGTON, VA 22203-1637		501(C)(3)	FURTHER CHARITABLE GOALS	15000.
SEATTLE UNIVERSITY 901 12TH AVE SEATTLE, WA 98122		501(C)(3)	FURTHER CHARITABLE GOALS	1000.
TIDES FOUNDATION CANADA #400 163 W HASTINGS ST VANCOUVER, BRITISH COLUMBIA, CANADA V6B1H5		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	110000.
TROUT UNLIMITED 419 SIXTH ST. SUITE 200 JUNEAU, AK 99801		501(C)(3)	FURTHER CHARITABLE GOALS	150000.
TRUSTEES FOR ALASKA 1026 W 4TH, SUITE 201 ANCHORAGE, AK 99501-1980		501(C)(3)	FURTHER CHARITABLE GOALS	10000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WASHINGTON COMMUNITY ACTION NETWORK EDUCATION & RESEARCH FUND 220 S RIVER ST, SUITE 11 SEATTLE, WA 98108		501(C)(3)	FURTHER CHARITABLE GOALS	20000.
WASHINGTON LOW INCOME HOUSING ALLIANCE 1411 FOURTH AVE, SUITE 850 SEATTLE, WA 98101		501(C)(3)	FURTHER CHARITABLE GOALS	256509.
WASHINGTON NONPROFITS 120 STATE AVE, #303 OLYMPIA, WA 98501		501(C)(3)	FURTHER CHARITABLE GOALS	54000.
WASHINGTON STATE BUDGET & POLICY CENTER 1402 THIRD AVE, SUITE 1215 SEATTLE, WA 98101-2195		501(C)(3)	FURTHER CHARITABLE GOALS	57640.
WASHINGTON STATE COMMUNITY ACTION PARTNERSHIP P O BOX 7130 OLYMPIA, WA 98507		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
WELLSPRING FAMILY SERVICES 1900 RAINIER AVE SOUTH SEATTLE, WA 98122		501(C)(3)	FURTHER CHARITABLE GOALS	10000.
YOUTHCARE 2500 NE 54TH ST SEATTLE, WA 98105		501(C)(3)	FURTHER CHARITABLE GOALS	1000.
WESTERN REGIONAL ADVOCACY PROJECT 2940 16TH STREET, SUITE 200-2 SAN FRANCISCO, CA 94103		501(C)(3)	FURTHER CHARITABLE GOALS	10000.
YAAK VALLEY FOREST COUNCIL 256 RIVERVIEW DR TROY, MT 59935-9846		501(C)(3)	FURTHER CHARITABLE GOALS	20000.
YUKON CONSERVATION SOCIETY 302 HAWKINS STREET WHITEHORSE, YUKON, CANADA Y1A1X6		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	80000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

CAMPION FOUNDATION

Employer identification number

20-3421717

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

CAMPION FOUNDATION

20-3421717

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS AND SONYA CAMPION 1904 THIRD AVE, SUITE 405 SEATTLE, WA 98101	\$ 9471000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

20-3421717

[illegible]

Name of organization

Employer identification number

CAMPION FOUNDATION

20-3421717

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

CAMPION FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SCHWAB #7813-4429	P		
b	SCHWAB #7813-4429	P		
c	VANGUARD S/T INVESTMENT GRADE FD	P		
d	ZUMIEZ INC. - 200,000 SHS	P		
e	ZUMIEZ INC. - 132,838 SHS	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3226420.	3047907.	178513.
b	5079855.	3874673.	1205182.
c	2123510.	2081470.	42040.
d	5610643.		5610643.
e	4110671.		4110671.
f	13914.		13914.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "0-")
a			** 178513.
b			1205182.
c			42040.
d			5610643.
e			4110671.
f			13914.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "0-" in Part I, line 7 }	2	11160963.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "0-" in Part I, line 8 }	3	178513.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SCHWAB #7813-4429	3226420.	3047907.	0.	0.	178513.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SCHWAB #7813-4429	5079855.	3874673.	0.	0.	1205182.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD S/T INVESTMENT GRADE FD	2123510.	2081470.	0.	0.	42040.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ZUMIEZ INC. - 200,000 SHS	5610643.	6878000.	0.	0.	-1267357.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ZUMIEZ INC. - 132,838 SHS	4110671.	4193696.	0.	0.	-83025.

CAPITAL GAINS DIVIDENDS FROM PART IV	13914.
TOTAL TO FORM 990-PF, PART I, LINE 6A	89267.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
KEY BANK	389.	389.	389.
TOTAL TO PART I, LINE 3	389.	389.	389.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
SCHWAB #3455/FULCRUM - DIVIDENDS	18141.	3340.	14801.	14801.	14801.	
SCHWAB #4429-OID	450.	0.	450.	0.	450.	
SCHWAB #4429/FULCRUM - DIVIDENDS	280345.	10574.	269771.	269017.	269771.	
SCHWAB #4429/FULCRUM - INTEREST	98662.	0.	98662.	97159.	98662.	
WELLS FARGO #5189-3028	3.	0.	3.	3.	3.	
TO PART I, LINE 4	397601.	13914.	383687.	380980.	383687.	

FORM 990-PF	OTHER INCOME			STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
MISCELLANEOUS INCOME	38.	38.	38.		
TOTAL TO FORM 990-PF, PART I, LINE 11	38.	38.	38.		

FORM 990-PF	LEGAL FEES				STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
LEGAL FEES	18199.	0.	0.	18199.		
TO FM 990-PF, PG 1, LN 16A	18199.	0.	0.	18199.		

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM RELATED CONSULTING	50128.	0.	0.	50128.
TO FORM 990-PF, PG 1, LN 16C	50128.	0.	0.	50128.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	37156.	0.	0.	37156.
FOREIGN TAXES PAID	4363.	0.	0.	4363.
TO FORM 990-PF, PG 1, LN 18	41519.	0.	0.	41519.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING EXP.	1705.	0.	0.	1705.
TELECOMMUNICATIONS	14130.	0.	0.	14130.
COMPUTER EXPENSES	11943.	0.	0.	11943.
OFFICE & ADMIN EXPENSES	8475.	0.	0.	8475.
INVESTMENTS MGMT FEES	78314.	78314.	0.	0.
PROF ORG. DUES	46786.	0.	0.	46786.
BOOKS & SUBSCRIPTIONS	8952.	0.	0.	8952.
INSURANCE	784.	0.	0.	784.
LICENSE FEES	25.	0.	0.	25.
LOSS ON WRITE OFF OF COMPUTER EQUIP.	97.	0.	0.	97.
ARTIC EXPENSES	33869.	0.	0.	33869.
TRUSTEE EXPENSES	209.	0.	0.	209.
RECRUITMENT	679.	0.	0.	679.
TO FORM 990-PF, PG 1, LN 23	205968.	78314.	0.	127654.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
UNREALIZED GAIN		3913684.	
OTHER ADJUSTMENTS		801.	
TOTAL TO FORM 990-PF, PART III, LINE 3		3914485.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
AUDITORS' 2012 ADJUSTMENTS TO BAD DEBT EXPENSE		512645.	
PRIOR YEARS' TAX PAID		33254.	
PAYMENT OF 2013 ESTIMATED TAX		36350.	
TOTAL TO FORM 990-PF, PART III, LINE 5		582249.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	11
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHWAB - CASH EQUIVALENTS	X		8068023.	8068023.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8068023.	8068023.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8068023.	8068023.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SCHWAB- EQUITIES		14966482.	14966482.
ZUMIEZ STOCK		4346212.	4346212.
TOTAL TO FORM 990-PF, PART II, LINE 10B		19312694.	19312694.

FORM 990-PF	CORPORATE BONDS	STATEMENT	13
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SCHWAB - FIXED INCOME	2201850.	2201850.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	2201850.	2201850.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PROGRAM INVESTMENT MACGILLIVRAY FREEMAN	FMV	32639.	32639.
SCHWAB - OTHER INVESTMENTS	FMV	1056450.	1056450.
TOTAL TO FORM 990-PF, PART II, LINE 13		1089089.	1089089.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	15
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	35556.	6498.	29058.
LEASEHOLD IMPROVEMENTS	6674.	1104.	5570.
OFFICE FURNITURE & FIXTURES	71808.	68604.	3204.
LEASEHOLD IMPROVEMENTS	29494.	4316.	25178.
OFFICE FURNITURE & FIXTURES	30544.	28498.	2046.
MANAGEMENT SOFTWARE	22400.	22400.	0.
COMPUTER EQUIPMENT	5833.	5665.	168.
OFFICE CABINET/BOOKCASE	1382.	1382.	0.
COMPUTER SERVER - BACKUP TAPE	1711.	1711.	0.
COMPUTER EQUIPMENT	14751.	11211.	3540.
COMPUTER EQUIPMENT - 2 HP SB 8300	1803.	1082.	721.
SOFTWARE - INTUIT QUICKBOOKS	701.	468.	233.
TOTAL TO FM 990-PF, PART II, LN 14	222657.	152939.	69718.

FORM 990-PF	OTHER ASSETS	STATEMENT	16
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSITS	11516.	11516.	11516.
NOTES RECEIVABLE	425000.	175000.	175000.
TO FORM 990-PF, PART II, LINE 15	436516.	186516.	186516.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	17
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NAME OF CONTRIBUTOR	ADDRESS
THOMAS & SONYA CAMPION	1904 THIRD AVE, SUITE 405 SEATTLE, WA 98101

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 18
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS D. CAMPION 1904 THIRD AVE SUITE 405 SEATTLE, WA 98101	TRUSTEE 0.50	0.	0.	0.
SONYA CAMPION 1904 THIRD AVE SUITE 405 SEATTLE, WA 98101	TRUSTEE 0.50	0.	0.	0.
LISA JAGUZY 1904 THIRD AVE SUITE 405 SEATTLE, WA 98101	EXECUTIVE DIRECTOR 40.00	146316.	17558.	0.
DON ANDRE 1904 THIRD AVE SUITE 405 SEATTLE, WA 98101	ASSOC DIRECTOR 40.00	107340.	12881.	0.
MELANIE MATTHEWS 1904 THIRD AVE SUITE 405 SEATTLE, WA 98101	DIR. OF CAPACITY BUILDING 40.00	77579.	9309.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		331235.	39748.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 19

GRANTEE'S NAME

CANADIAN PARKS WILDERNESS SOCIETY-YUKON CHAPTER

GRANTEE'S ADDRESS506-250 CITY CENTRE AVE
OTTAWA, ONTARIO, CANADA, K1R6K7GRANT AMOUNT

50000.

DATE OF GRANT

04/04/13

AMOUNT EXPENDEDPURPOSE OF GRANT

HELP PROTECT 17.5 MILLION ACRE PEEL WATERSHED IN YUKON TERRITORY, CANADA.

DATES OF REPORTS BY GRANTEE

NOVEMBER 29,2013 & APRIL 7,2014

ANY DIVERSION BY GRANTEE

NO DIVERSIONS

GRANTEE'S NAME

YUKON CONSERVATION SOCIETY

GRANTEE'S ADDRESS

302 HAWKINS ST
WHITEHORSE, YUKON, CANADA, Y1A1X6

GRANT AMOUNT

80000.

DATE OF GRANT

04/04/13

AMOUNT EXPENDED

PURPOSE OF GRANT

HELP PROTECT 17.5 MILLION ACRE PEEL WATERSHED IN YUKON TERRITORY, CANADA.

DATES OF REPORTS BY GRANTEE

NOVEMBER 29,2013 & MARCH 19,2014

ANY DIVERSION BY GRANTEE

NO DIVERSIONS

GRANTEE'S NAME

ENVIRONMENTAL MINING EDUCATION FOUNDATION

GRANTEE'S ADDRESS

C/O 2543 WESLEY PLACE
VICTORIA, BRITISH COLUMBIA, CANADA, V8T1V1

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
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75000.	08/15/13	
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PURPOSE OF GRANT

SUPPORT FOR CORE PROGRAMS, INCLUDING WORK TO ADVANCE MINING REFORMS

DATES OF REPORTS BY GRANTEE

FEBRUARY 28, 2014

ANY DIVERSION BY GRANTEE

NO DIVERSIONS

GRANTEE'S NAME

CANADIAN PARKS WILDERNESS SOCIETY-NW TERRITORIES

GRANTEE'S ADDRESS

506-250 CITY CENTRE AVE
OTTAWA, ONTARIO, CANADA, K1R 6K7

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
40000.	08/15/13	

PURPOSE OF GRANT

GENERAL SUPPORT FOR CORE PROGRAMS, INCLUDING WORK TO CREATE THAIDENE NENE NATIONAL PARK.

DATES OF REPORTS BY GRANTEE

FEBRUARY 26, 2014

ANY DIVERSION BY GRANTEE

NO DIVERSIONS

GRANTEE'S NAME

TIDES CANADA FOUNDATION

GRANTEE'S ADDRESS

#400-163 W HASTINGS ST
VANCOUVER, BRITISH COLUMBIA, CANADA, V6B1H5

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
100000.	12/21/10	

PURPOSE OF GRANT

TLATSIMI CONSERVATION FUND

ANY DIVERSION BY GRANTEE

NO DIVERSIONS

GRANTEE'S NAME

TIDES CANADA FOUNDATION

GRANTEE'S ADDRESS

#400-163 W HASTINGS ST
VANCOUVER, BRITISH COLUMBIA, CANADA, V6B1H5

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10000.	12/16/13	

PURPOSE OF GRANT

NORTH WEST TERRITORIES INDIGENOUS LEADERS

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT 20
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NAME OF AFFILIATED OR RELATED ORGANIZATION

CAMPION ADVOCACY FUND

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEES/DIRECTORS

charles SCHWAB

Schwab One® Trust Account of
T CAMPION & S CAMPION TTEE
CAMPION FOUNDATION INV. FD.
U/A DTD 08/30/2005

Account Number
7813-4429

**TAX YEAR 2013
YEAR-END SUMMARY**

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REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
EMERSON ELECTRIC CO	291011104	3,000.00	04/19/13	12/31/13	\$ 210,730.49	\$ 160,054.45	\$ 0.00	\$ 50,676.04
Security Subtotal					\$ 210,730.49	\$ 160,054.45	\$ 0.00	\$ 50,676.04
FACEBOOK INC CLASS A	30303M102	6,000.00	04/12/13	08/08/13	\$ 231,570.30	\$ 164,099.95	\$ 0.00	\$ 67,470.35
FACEBOOK INC CLASS A	30303M102	1,000.00	04/23/13	08/08/13	\$ 38,595.05	\$ 25,851.64	\$ 0.00	\$ 12,743.41
FACEBOOK INC CLASS A	30303M102	2,000.00	04/23/13	11/07/13	\$ 95,689.98	\$ 51,703.27	\$ 0.00	\$ 43,986.71
Security Subtotal					\$ 365,855.33	\$ 241,654.86	\$ 0.00	\$ 124,200.47
F5 NETWORKS INC	315616102	1,000.00	07/23/12	04/12/13	\$ 75,109.58	\$ 92,344.45	\$ 0.00	\$ (17,234.87)
Security Subtotal					\$ 75,109.58	\$ 92,344.45	\$ 0.00	\$ (17,234.87)
HOSPITALITY PTYS TRUST	44106M102	2,000.00	04/30/13	09/23/13	\$ 56,668.74	\$ 58,056.61	\$ 0.00	\$ (1,387.87)
Security Subtotal					\$ 56,668.74	\$ 58,056.61	\$ 0.00	\$ (1,387.87)
ISHARES MSCI JPN ETF	JA 464286848	20,000.00	04/19/13	12/02/13	\$ 241,386.85	\$ 225,608.95	\$ 0.00	\$ 15,777.90
Security Subtotal					\$ 241,386.85	\$ 225,608.95	\$ 0.00	\$ 15,777.90
JPMORGAN CHASE & CO	46625H100	1,000.00	07/12/13	09/25/13	\$ 51,479.82	\$ 55,288.85	\$ 0.00	\$ (3,809.03)
JPMORGAN CHASE & CO	46625H100	2,000.00	12/06/12	10/24/13	\$ 104,500.23	\$ 82,708.95	\$ 0.00	\$ 21,791.28

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Schwab One® Trust Account of
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CAMPION FOUNDATION INV. FD.
U/A DTD 08/30/2005

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**TAX YEAR 2013
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Date Prepared: February 21, 2014

Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
JPMORGAN CHASE & CO	46625H100	1,500.00	01/17/13	10/24/13	\$ 78,375.17	\$ 69,784.45	\$ 0.00	\$ 8,590.72
JPMORGAN CHASE & CO	46625H100	2,000.00	04/22/13	10/24/13	\$ 104,500.23	\$ 94,948.55	\$ 0.00	\$ 9,551.68
Security Subtotal					\$ 338,855.45	\$ 302,730.80	\$ 0.00	\$ 36,124.65
MC DONALDS CORP	580135101	1,000.00	04/19/13	12/19/13	\$ 95,346.68	\$ 99,802.95	\$ 0.00	\$ (4,456.27)
Security Subtotal					\$ 95,346.68	\$ 99,802.95	\$ 0.00	\$ (4,456.27)
MICROSOFT CORP	594918104	2,600.00	04/29/13	08/07/13	\$ 81,805.14	\$ 84,688.35	\$ 0.00	\$ (2,883.21)
MICROSOFT CORP	594918104	3,000.00	06/21/13	08/07/13	\$ 94,390.54	\$ 100,253.95	\$ 0.00	\$ (5,863.41)
MICROSOFT CORP	594918104	3,000.00	06/26/13	08/07/13	\$ 94,390.54	\$ 102,845.95	\$ 0.00	\$ (8,455.41)
Security Subtotal					\$ 270,586.22	\$ 287,788.25	\$ 0.00	\$ (17,202.03)
ORACLE CORPORATION	68389X105	2,000.00	12/11/12	10/17/13	\$ 65,853.43	\$ 64,708.95	\$ 0.00	\$ 1,144.48
ORACLE CORPORATION	68389X105	3,000.00	04/19/13	10/17/13	\$ 98,780.14	\$ 97,049.95	\$ 0.00	\$ 1,730.19
ORACLE CORPORATION	68389X105	2,000.00	05/16/13	10/17/13	\$ 65,853.43	\$ 68,738.95	\$ 0.00	\$ (2,885.52)
Security Subtotal					\$ 230,487.00	\$ 230,497.85	\$ 0.00	\$ (10.85)
VANGUARD CORP BOND ET	92206C409	16,000.00	04/23/13	05/10/13	\$ 1,286,863.56	\$ 1,289,298.55	\$ 0.00	\$ (2,434.99)
Security Subtotal					\$ 1,286,863.56	\$ 1,289,298.55	\$ 0.00	\$ (2,434.99)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

124

Schwab One® Trust Account of
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U/A DTD 08/30/2005

**TAX YEAR 2013
YEAR-END SUMMARY**

Account Number
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Date Prepared: February 21, 2014

Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
WESTPORT INNOVATION NE	960908309	2,000.00	04/29/13	08/30/13	\$ 54,530.10	\$ 60,068.95	\$ 0.00	(5,538.85)
Security Subtotal					\$ 54,530.10	\$ 60,068.95	\$ 0.00	(5,538.85)
Total Short-Term (Cost basis is reported to the IRS)								
					\$ 3,226,420.00	\$ 3,047,906.67	\$ 0.00	178,513.33
Total Short-Term					\$ 3,226,420.00	\$ 3,047,906.67	\$ 0.00	178,513.33

Long-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part II, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
BLACKROCK INC	09247X101	300.00	05/31/12	12/31/13	\$ 94,816.70	\$ 51,106.70	\$ 0.00	43,710.00
Security Subtotal					\$ 94,816.70	\$ 51,106.70	\$ 0.00	43,710.00
EMERSON ELECTRIC CO	291011104	3,000.00	01/04/12	12/31/13	\$ 210,730.50	\$ 143,648.95	\$ 0.00	67,081.55
EMERSON ELECTRIC CO	291011104	1,000.00	12/11/12	12/31/13	\$ 70,243.50	\$ 51,595.95	\$ 0.00	18,647.55
Security Subtotal					\$ 280,974.00	\$ 195,244.90	\$ 0.00	85,729.10
F5 NETWORKS INC	315616102	1,000.00	07/20/11	04/12/13	\$ 75,109.58	\$ 111,508.95	\$ 0.00	(36,399.37)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Schwab One® Trust Account of
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CAMPION FOUNDATION INV. FD.
U/A DTD 08/30/2005

Account Number
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**TAX YEAR 2013
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Date Prepared: February 21, 2014

Long-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part II, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
F5 NETWORKS INC	315616102	600.00	01/05/12	04/12/13	\$ 45,065.74	\$ 63,004.87	\$ 0.00	\$ (17,939.13)
Security Subtotal					\$ 120,175.32	\$ 174,513.82	\$ 0.00	\$ (54,338.50)
HOSPITALITY PPTY'S TRUST	44106M102	2,000.00	06/26/12	09/23/13	\$ 56,668.74	\$ 46,777.33	\$ 0.00	\$ 9,891.41
Security Subtotal					\$ 56,668.74	\$ 46,777.33	\$ 0.00	\$ 9,891.41
JPMORGAN CHASE & CO	46625H100	2,000.00	06/20/12	09/25/13	\$ 102,959.64	\$ 72,528.77	\$ 0.00	\$ 30,430.87
JPMORGAN CHASE & CO	46625H100	1,000.00	06/20/12	10/24/13	\$ 52,250.11	\$ 36,264.38	\$ 0.00	\$ 15,985.73
Security Subtotal					\$ 155,209.75	\$ 108,793.15	\$ 0.00	\$ 46,416.60
QUALCOMM INC	747525103	1,000.00	03/19/12	12/31/13	\$ 73,949.76	\$ 66,838.18	\$ 0.00	\$ 7,111.58
Security Subtotal					\$ 73,949.76	\$ 66,838.18	\$ 0.00	\$ 7,111.58
UNITEDHEALTH GROUP INC	91324P102	1,500.00	07/18/12	12/31/13	\$ 112,655.59	\$ 84,456.14	\$ 0.00	\$ 28,199.45
Security Subtotal					\$ 112,655.59	\$ 84,456.14	\$ 0.00	\$ 28,199.45
VANGUARD CORP BOND ET	92206C409	5,000.00	02/28/12	05/10/13	\$ 402,144.86	\$ 396,555.95	\$ 0.00	\$ 5,588.91
Security Subtotal					\$ 402,144.86	\$ 396,555.95	\$ 0.00	\$ 5,588.91
WASTE MANAGEMENT INC D	94106L109	5,000.00	01/04/12	12/02/13	\$ 225,042.13	\$ 162,002.45	\$ 0.00	\$ 63,039.68
Security Subtotal					\$ 225,042.13	\$ 162,002.45	\$ 0.00	\$ 63,039.68
Total Long-Term (Cost basis is reported to the IRS)					\$ 1,521,636.85	\$ 1,286,288.62	\$ 0.00	\$ 235,348.23

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Date Prepared: February 21, 2014
may need to complete your tax return

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as "cost basis is available but not reported to the IRS." Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of		Total Proceeds	Cost Basis	Wash Sale		Realized
			Acquisition	Sale			Loss Disallowed	Gain or (Loss)	
APPLE INC	037833100	275.00	03/09/07	12/19/13	\$ 149,910.80	\$ 24,187.82 ^a	\$ 0.00	\$ 125,722.98	
Security Subtotal					\$ 149,910.80	\$ 24,187.82	\$ 0.00	\$ 125,722.98	
BATON ROUGE/PAR 5 125%1	071268AG1	35,000.00	02/06/08	08/01/13	\$ 35,000.00	\$ 36,278.55	\$ 0.00	\$ (1,278.55)	
Security Subtotal					\$ 35,000.00	\$ 36,278.55	\$ 0.00	\$ (1,278.55)	
BERKSHIRE HTHAWAY 4 6XX	084664BD2	175,000.00	01/23/09	05/15/13	\$ 175,000.00	\$ 180,863.25	\$ 0.00	\$ (5,863.25)	
Security Subtotal					\$ 175,000.00	\$ 180,863.25	\$ 0.00	\$ (5,863.25)	
BURLINGAME CALI 5 327XXX	12145RAG	150,000.00	01/23/09	06/01/13	\$ 150,000.00	\$ 159,408.50	\$ 0.00	\$ (9,408.50)	
BURLINGAME CALI 5.327XXX	12145RAG	100,000.00	04/08/09	06/01/13	\$ 100,000.00	\$ 103,863.00	\$ 0.00	\$ (3,863.00)	
Security Subtotal					\$ 250,000.00	\$ 263,271.50	\$ 0.00	\$ (13,271.50)	
CITY OF PASADENA 7 28%15	70227NAN9	75,000.00	11/17/08	05/15/13	\$ 75,000.00	\$ 78,259.00	\$ 0.00	\$ (3,259.00)	
Security Subtotal					\$ 75,000.00	\$ 78,259.00	\$ 0.00	\$ (3,259.00)	
CONSOLIDATED EDISON INC	209115104	4,000.00	01/22/10	12/19/13	\$ 219,499.02	\$ 174,527.75	\$ 0.00	\$ 44,971.27	
CONSOLIDATED EDISON INC	209115104	1,000.00	04/06/10	12/19/13	\$ 54,874.76	\$ 45,337.95	\$ 0.00	\$ 9,536.81	
Security Subtotal					\$ 274,373.78	\$ 219,865.70	\$ 0.00	\$ 54,508.08	
COUNTY OF MILWAU 5 39XX	602266AA6	50,000.00	03/20/09	03/15/13	\$ 51,705.21	\$ 51,131.00	\$ 0.00	\$ 574.21	
COUNTY OF MILWAU 5.39XX	602266AA6	250,000.00	03/23/09	03/15/13	\$ 258,526.04	\$ 256,100.00	\$ 0.00	\$ 2,426.04	
Security Subtotal					\$ 310,231.25	\$ 307,231.00	\$ 0.00	\$ 3,000.25	

Page 28 of 36

Charles SCHWAB

Schwab One® Trust Account of
T CAMPION & S CAMPION TTEE
CAMPION FOUNDATION INV. FD.
U/A DTD 08/30/2005

Account Number
7813-4429

**TAX YEAR 2013
YEAR-END SUMMARY**

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Date Prepared: February 21, 2014

Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as "cost basis is available but not reported to the IRS." Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
GENERAL ELECTRIC COMPA	369604103	2,000.00	02/06/09	12/19/13	\$ 54,159.14	\$ 22,208.98	\$ 0.00	\$ 31,950.16
GENERAL ELECTRIC COMPA	369604103	1,500.00	03/19/09	12/19/13	\$ 40,619.36	\$ 15,782.69	\$ 0.00	\$ 24,836.67
Security Subtotal					\$ 94,778.50	\$ 37,991.67	\$ 0.00	\$ 56,786.83
GOOGLE INC CLASS A	38259P508	100.00	06/24/09	12/19/13	\$ 108,819.26	\$ 41,042.22	\$ 0.00	\$ 67,777.04
GOOGLE INC CLASS A	38259P508	25.00	11/22/05	12/31/13	\$ 27,911.40	\$ 10,224.25 ^a	\$ 0.00	\$ 17,687.15
GOOGLE INC CLASS A	38259P508	75.00	06/24/09	12/31/13	\$ 83,734.20	\$ 30,781.66	\$ 0.00	\$ 52,952.54
Security Subtotal					\$ 220,464.86	\$ 82,048.13	\$ 0.00	\$ 138,416.73
HEINZ H J CO XXXCASH	423074103	3,000.00	10/21/08	02/14/13	\$ 217,188.72	\$ 133,178.97	\$ 0.00	\$ 84,009.75
HEINZ H J CO XXXCASH	423074103	1,000.00	01/06/09	02/14/13	\$ 72,396.24	\$ 38,748.95	\$ 0.00	\$ 33,647.29
Security Subtotal					\$ 289,584.96	\$ 171,927.92	\$ 0.00	\$ 117,657.04
INTL BUSINESS MACHINES	459200101	1,500.00	03/17/10	04/05/13	\$ 313,484.03	\$ 193,127.06	\$ 0.00	\$ 120,356.97
Security Subtotal					\$ 313,484.03	\$ 193,127.06	\$ 0.00	\$ 120,356.97
LOS GATOS - SAR 5 375% 14C 54554NBP0		80,000.00	07/28/08	11/01/13	\$ 80,000.00	\$ 80,957.60	\$ 0.00	\$ (957.60)
Security Subtotal					\$ 80,000.00	\$ 80,957.60	\$ 0.00	\$ (957.60)
MC DONALDS CORP	580135101	2,500.00	01/22/10	12/19/13	\$ 238,366.71	\$ 159,983.95	\$ 0.00	\$ 78,382.76
Security Subtotal					\$ 238,366.71	\$ 159,983.95	\$ 0.00	\$ 78,382.76
MICROSOFT CORP	594918104	1,000.00	12/24/08	08/07/13	\$ 31,463.51	\$ 19,138.95	\$ 0.00	\$ 12,324.56

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Schwab One® Trust Account of
T CAMPION & S CAMPION TTEE
CAMPION FOUNDATION INV. FD.
U/A DTD 08/30/2005

Account Number
7813-4429

TAX YEAR 2013 YEAR-END SUMMARY

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

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Date Prepared: February 21, 2014

Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as "cost basis is available but not reported to the IRS." Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
MICROSOFT CORP	594918104	4,400.00	08/20/09	08/07/13	\$ 138,439.46	\$ 104,287.88	\$ 0.00	\$ 34,151.58
Security Subtotal					\$ 169,902.97	\$ 123,426.83	\$ 0.00	\$ 46,476.14
NAUGATUCK BORO 5.38%1	639064RK2	100,000.00	07/21/08	07/26/13	\$ 100,000.00	\$ 100,020.00	\$ 0.00	\$ (20.00)
Security Subtotal					\$ 100,000.00	\$ 100,020.00	\$ 0.00	\$ (20.00)
ORACLE CORPORATION	68389X105	4,000.00	06/20/07	10/17/13	\$ 131,706.85	\$ 79,120.00 ^a	\$ 0.00	\$ 52,586.85
Security Subtotal					\$ 131,706.85	\$ 79,120.00	\$ 0.00	\$ 52,586.85
PRES FELLOWS HARV 3.7XX	740816AC7	250,000.00	01/27/09	04/01/13	\$ 250,000.00	\$ 253,875.00	\$ 0.00	\$ (3,875.00)
Security Subtotal					\$ 250,000.00	\$ 253,875.00	\$ 0.00	\$ (3,875.00)
STARBUCKS CORP	855244109	1,500.00	07/16/08	12/19/13	\$ 115,819.63	\$ 20,337.99	\$ 0.00	\$ 95,481.64
Security Subtotal					\$ 115,819.63	\$ 20,337.99	\$ 0.00	\$ 95,481.64
VERIZON COMMUNICATIONS	92343V104	6,000.00	04/06/10	03/07/13	\$ 284,594.07	\$ 175,610.99	\$ 0.00	\$ 108,983.08
Security Subtotal					\$ 284,594.07	\$ 175,610.99	\$ 0.00	\$ 108,983.08
Total Long-Term (Cost basis is available but not reported to the IRS)					\$ 3,558,218.41	\$ 2,588,383.96	\$ 0.00	\$ 969,834.45
Total Long-Term					\$ 5,079,855.26	\$ 3,874,672.58	\$ 0.00	\$ 1,205,182.68

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEASEHOLD IMPROVEMENTS	11/01/06	SL	39.00	17	35556.			35556.	5586.		912.
4	LEASEHOLD IMPROVEMENTS	07/01/07	SL	39.00	17	6674.			6674.	933.		171.
6	OFFICE FURNITURE & FIXTURES	07/01/07	200DB	7.00	17	71808.			71808.	62192.		6412.
7	LEASEHOLD IMPROVEMENTS	04/02/08	SL	39.00	17	29494.			29494.	3560.		756.
8	OFFICE FURNITURE & FIXTURES	02/15/08	200DB	7.00	17	30544.		15272.	15272.	11864.		1362.
10	MANAGEMENT SOFTWARE	03/30/09	200DB	3.00	17	22400.		11200.	11200.	11200.		0.
11	COMPUTER EQUIPMENT OFFICE	07/01/09	200DB	5.00	17	5833.		2917.	2916.	2412.		336.
12	CABINET/BOOKCASE	09/20/10	200DB	7.00	17	1382.		1382.				0.
13	COMPUTER SERVER - BACKUP TAPE	12/07/10	200DB	5.00	17	1711.		1711.				0.
14	COMPUTER EQUIPMENT	07/01/12	200DB	5.00	17	14751.		7376.	7375.	1475.		2360.
15	COMPUTER EQUIPMENT - 2 HP SB 8300	01/28/13	200DB	5.00	19B	1803.		902.	901.			1082.
16	SOFTWARE - INTUIT QUICKBOOKS	01/15/13	200DB	3.00	19A	701.		351.	350.			468.
* TOTAL 990-PF PG 1 DEPR						222657.		41111.	181546.	99222.	0.	13859.

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

CAMPION FOUNDATION

FORM 990-PF PAGE 1

20-3421717

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2000000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	1253.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

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

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	12309.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		350.	3 YRS.	HY	200DB	117.
b 5-year property		901.	5 YRS.	HY	200DB	180.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	13859.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use**25****26** Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1**28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1**29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes No	Yes No	Yes No	Yes No	Yes No	Yes No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2013 tax year:

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43 Amortization of costs that began before your 2013 tax year**43****44** Total. Add amounts in column (f). See the instructions for where to report**44**