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Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation  
**THE BRAINERD FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
1601 SECOND AVE, SUITE 610

City or town, state or province, country, and ZIP or foreign postal code  
SEATTLE, WA 98101-1541

A Employer identification number  
91-1675591

B Telephone number (see instructions)  
(206) 448-0676

C If exemption application is pending, check here

D 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 24,811,595.

J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	453,525.	453,395.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,012,646.			
	b Gross sales price for all assets on line 6a	5,319,286.			
	7 Capital gain net income (from Part IV, line 2)		1,012,703.		
	8 Net short-term capital gain				
9 Income modifications					
10a Gross sales less returns and allowances					
b Less cost of goods sold					
c Gross profit or (loss) (attach schedule)					
d Other income (attach schedule) ATCH 1	105,343.	123,607.			
<b>Total. Add lines 1 through 10</b>	<b>1,571,514.</b>	<b>1,589,705.</b>			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	165,417.	14,888.		150,529.
	14 Other employee salaries and wages	282,478.	25,423.		257,055.
	15 Pension plans, employee benefits	133,178.	11,986.		121,192.
	16a Legal fees (attach schedule) ATCH 2	810.			810.
	b Accounting fees (attach schedule) ATCH 3	42,966.	20,684.		22,282.
	c Other professional fees (attach schedule) *	395,702.	203,322.		192,380.
	17 Interest ATCH 5	33,714.	33,714.		
	18 Taxes (attach schedule) (see instructions) ATCH 6	22,878.	10,626.		477.
	19 Depreciation (attach schedule) and depletion	13,223.	1,190.		
	20 Occupancy	75,861.	8,990.		66,871.
	21 Travel, conferences, and meetings	82,898.	6,350.		64,207.
	22 Printing and publications	400.	36.		364.
	23 Other expenses (attach schedule) ATCH 7	112,255.	75,688.		33,303.
	24 <b>Total operating and administrative expenses. Add lines 13 through 23</b>	<b>1,361,780.</b>	<b>412,897.</b>		<b>909,470.</b>
	25 Contributions, gifts, grants paid	2,636,790.			2,636,790.
	26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>3,998,570.</b>	<b>412,897.</b>	<b>0</b>	<b>3,546,260.</b>
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-2,427,056.				
b Net investment income (if negative, enter -0-)		1,176,808.			
c Adjusted net income (if negative, enter -0-)					

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 Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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 . . . . .	764,437.	653,407.	653,407.
	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 (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) ATCH 8	25,176,684.	23,933,853.	23,933,853.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	231,780. 176,984.	65,226. 54,796.	54,796.
15	Other assets (describe ▶ ATCH 9 )	181,326.	169,539.	169,539.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	26,187,673.	24,811,595.	24,811,595.	
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 (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ ATCH 10 )	3,719.	1,499.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	3,719.	1,499.		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .	26,183,954.	24,810,096.	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, . . . ▶</b> <input type="checkbox"/> <b>check here and complete lines 27 through 31.</b>				
	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	<b>Total net assets or fund balances</b> (see instructions) . . . . .	26,183,954.	24,810,096.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	26,187,673.	24,811,595.		

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 26,183,954.
2	Enter amount from Part I, line 27a . . . . .	2 -2,427,056.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11 . . . . .	3 1,053,198.
4	Add lines 1, 2, and 3 . . . . .	4 24,810,096.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 24,810,096.

**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)
<b>1a</b>	SEE PART IV SCHEDULE			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	1,012,703.
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,445,494.	26,676,864.	0.129157
2011	4,022,909.	30,049,182.	0.133877
2010	3,846,826.	31,004,466.	0.124073
2009	3,436,754.	30,164,050.	0.113935
2008	4,060,925.	39,301,774.	0.103327
<b>2</b>	Total of line 1, column (d)		<b>2</b> 0.604369
<b>3</b>	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		<b>3</b> 0.120874
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		<b>4</b> 24,750,655.
<b>5</b>	Multiply line 4 by line 3		<b>5</b> 2,991,711.
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)		<b>6</b> 11,768.
<b>7</b>	Add lines 5 and 6		<b>7</b> 3,003,479.
<b>8</b>	Enter qualifying distributions from Part XII, line 4 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		<b>8</b> 3,548,802.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, credits/payments, and total tax due/refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and substantial contributors.

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). . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address WWW.BRAINERD.ORG
14 The books are in care of CRYSTAL ANDERSON Telephone no 206-448-0676
Located at 1601 SECOND AVENUE, SUITE 610, SEATTLE, WA ZIP+4 98101
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A
and enter the amount of tax-exempt interest received or accrued during the year. . . . . 15
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? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? . . . . . Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
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 X
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) . . . . . 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . . 4b X

**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)? (see instructions)  Yes  No

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) **N/A**

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 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?  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		165,417.	30,173.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES OWENS 1601 2ND AVE, STE 610, SEATTLE	PROGRAM OFFICER 37.50	113,200.	25,059.	0
CRYSTAL ANDERSON 1601 2ND AVE, STE 610, SEATTLE	CONTROLLER 29.70	80,227.	17,117.	0
HARRIET CAMBRIDGE 1601 2ND AVE, STE 610, SEATTLE	OFFICE MANAGER 37.50	53,222.	18,228.	0

**Total number of other employees paid over \$50,000**  Yes  No **0**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		279,873.
-----		
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services . . . . .		0

**Part IX-A** Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 NONE		
2		
All other program-related investments. See instructions		
3 NONE		
Total. Add lines 1 through 3 . . . . .		

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	24,193,090.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	747,534.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	186,945.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	25,127,569.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	25,127,569.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	376,914.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	24,750,655.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,237,533.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,237,533.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	11,768.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	11,768.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	1,225,765.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,225,765.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	<b>7</b>	1,225,765.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	<b>1a</b>	3,546,260.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	2,542.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,548,802.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	11,768.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,537,034.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				1,225,765.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 11, 20 10, 20 09 . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	1,288,013.			
b From 2009 . . . . .	3,441,408.			
c From 2010 . . . . .	3,865,053.			
d From 2011 . . . . .	4,040,723.			
e From 2012 . . . . .	2,147,814.			
f Total of lines 3a through e . . . . .	14,783,011.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,548,802.				
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				1,225,765.
e Remaining amount distributed out of corpus . . . . .	2,323,037.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	17,106,048.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
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 . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	1,288,013.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	15,818,035.			
10 Analysis of line 9				
a Excess from 2009 . . . . .	3,441,408.			
b Excess from 2010 . . . . .	3,865,053.			
c Excess from 2011 . . . . .	4,040,723.			
d Excess from 2012 . . . . .	2,147,814.			
e Excess from 2013 . . . . .	2,323,037.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

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

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

**1 Information Regarding Foundation Managers:**

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

PAUL BRAINERD

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

NONE

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

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

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

ATCH 14

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

SEE THE WEBSITE WWW.BRAINERD.ORG FOR THE APPLICATION

c Any submission deadlines

APPLICATIONS ARE ACCEPTED THROUGHOUT THE YEAR

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

ATCH 15

**Part XV** Supplementary Information (continued)

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

Recipient	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
<p><b>a</b> <i>Paid during the year</i></p> <p>ATCH 16</p>				
<b>Total</b> .....				▶ <b>3a</b> 2,636,790.
<p><b>b</b> <i>Approved for future payment</i></p> <p>ATCH 17</p>				
<b>Total</b> .....				▶ <b>3b</b> 1,110,000.





**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
695.		PASSTHROUGH FROM IR&M INTERMEDIATE FUND PROPERTY TYPE: SECURITIES				P	VAR 695.	VAR
-12,309.		PASSTHROUGH FROM MERGANSER CORE PLUS BON PROPERTY TYPE: SECURITIES				P	VAR -12,309.	VAR
25,698.		PASSTHROUGH FROM LOOMIS SAYLES GLOBAL FI PROPERTY TYPE: SECURITIES				P	VAR 25,698.	VAR
2,152,182.		PUBLICLY TRADED SECURITIES - STATE STREE PROPERTY TYPE: SECURITIES 2,174,632.				P	VAR -22,450.	VAR
39,620.		STATE STREET #10000 - LTCG DISTRIBUTION PROPERTY TYPE: SECURITIES				P	VAR 39,620.	VAR
546,927.		PUBLICLY TRADED SECURITIES - STATE STREE PROPERTY TYPE: SECURITIES 456,942.				P	VAR 89,985.	VAR
727,926.		PUBLICLY TRADED SECURITIES - STATE STREE PROPERTY TYPE: SECURITIES 673,048.				P	VAR 54,878.	VAR
1,876.		STATE STREET #10003 - LTCG DISTRIBUTION PROPERTY TYPE: SECURITIES				P	VAR 1,876.	VAR
412,592.		PASSTHROUGH FROM BOSTON TRUST COMPANY PROPERTY TYPE: SECURITIES 302,229.				P	VAR 110,363.	VAR
56.		BOSTON TRUST - CLASS ACTION PROCEEDS PROPERTY TYPE: SECURITIES				P	VAR 56.	VAR
54,233.		PASSTHROUGH FROM FCA ELEMENT LLC PROPERTY TYPE: SECURITIES				P	VAR 54,233.	VAR
1,016,402.		FORESTER OFFSHORE LTD COMPLETE REDEMPTIO PROPERTY TYPE: SECURITIES 655,097.				P	VAR 361,305.	VAR

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,590.		PIMCO COMMODITY REAL RETURN FUND - LTCG PROPERTY TYPE: SECURITIES				P	VAR 3,590.	VAR
90,914.		PASSTHROUGH FROM LEGACY VENTURE II LLC PROPERTY TYPE: SECURITIES				P	VAR 90,914.	VAR
79,352.		PASSTHROUGH FROM LEGACY VENTURE III LLC PROPERTY TYPE: SECURITIES				P	VAR 79,352.	VAR
95,660.		PASSTHROUGH FROM LEGACY VENTURE IV LLC PROPERTY TYPE: SECURITIES				P	VAR 95,660.	VAR
38,163.		PASSTHROUGH FROM METROPOLITAN REAL ESTAT PROPERTY TYPE: SECURITIES				P	VAR 38,163.	VAR
14,057.		PASSTHROUGH FROM FRONTIER SMALL VALUE LP PROPERTY TYPE: SECURITIES				P	VAR 14,057.	VAR
38,480.		PUBLICLY TRADED SECURITIES - STATE STREE PROPERTY TYPE: SECURITIES 44,635.				P	VAR -6,155.	VAR
-6,828.		PASSTHROUGH FROM AXIOM EMERGING MARKETS PROPERTY TYPE: SECURITIES				P	VAR -6,828.	VAR
TOTAL GAIN (LOSS) .....							<u>1,012,703.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PASS THROUGH FROM P'SHIP- OTHER INC	89,183.	89,183.
GROSS RENTS	2,376.	2,376.
NON-TAXABLE PARTNERSHIP INCOME	-19,370.	
PASS THROUGH FROM P'SHIP-RENTAL INC	-426.	-426.
PASS THROUGH FROM P'SHIP-ORD INCOME	772.	-334.
PASS THROUGH FROM P'SHIP-SEC 988 INC	32,808.	32,808.
	<u>105,343.</u>	<u>123,607.</u>
TOTALS		

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DAVIS WRIGHT TREMAINE RIDDELL WILLIAMS, P.S.	265. 545.			265. 545.
TOTALS	810.			810.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
KING & OLIASON PLLC	21,291.	10,646.		10,645.
SWEENEY CONRAD	17,307.	8,653.		8,654.
ADP FEE	2,139.	193.		1,946.
FIDELITY INVESTMENTS	1,089.	1,089.		
PACIFICSOURCE ADMINISTRATORS	1,140.	103.		1,037.
TOTALS	<u>42,966.</u>	<u>20,684.</u>		<u>22,282.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EVAL & PROGRAM CONSULTANTS	160,430.		160,430.
INVESTMENT MANAGEMENT FEES	201,072.	201,072.	
ADVISORY BOARD STIPEND	9,200.		9,200.
COMPUTER SUPPORT	25,000.	2,250.	22,750.
TOTALS	<u>395,702.</u>	<u>203,322.</u>	<u>192,380.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PASS THROUGH FROM P'SHIP	33,714.	33,714.
TOTALS	<u>33,714.</u>	<u>33,714.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OTHER MISCELLANEOUS TAXES	524.	47.	477.
FOREIGN TAXES	10,586.	10,579.	
FEDERAL EXCISE TAXES	11,768.		
TOTALS	<u>22,878.</u>	<u>10,626.</u>	<u>477.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PASS THROUGH FROM P'SHIP - DED RELATED TO PORTFOLIO INCOME	75,834.	75,834.	
OFFICE SUPPLIES	3,863.	348.	3,515.
TELEPHONE	13,337.	1,200.	12,137.
POSTAGE & DELIVERY	816.	74.	742.
STAFF DEVELOPMENT	4,382.	394.	3,988.
MISC EXPENSES	2,606.	234.	2,372.
LIABILITY INSURANCE	4,276.	385.	3,891.
REPAIRS & MAINTENANCE	1,989.	179.	1,810.
DUES & SUBSCRIPTIONS	949.	85.	864.
PASS THROUGH FROM P'SHIP - CHARITABLE CONTRIBUTION	1,345.		1,345.
KITCHEN SUPPLIES	1,856.	167.	1,689.
EXTERNAL COMMUNICATIONS	950.		950.
BANK FEES	52.	52.	
EXPENSES ALLOCATED TO UBTI		-3,264.	
TOTALS	<u>112,255.</u>	<u>75,688.</u>	<u>33,303.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LEGACY VENTURE II, LLC	775,219.	775,219.
PIMCO COMMODITY REAL RETURN	219,775.	219,775.
METROPOLITAN REAL EST PARTNERS	430,947.	430,947.
WALDEN LARGE CAP CORE	1,149,885.	1,149,885.
LEGACY VENTURE III	832,983.	832,983.
LEGACY VENTURE IV	1,122,655.	1,122,655.
FORESTER LONG/SHORT		
STEELHEAD NAVIGATOR HEDGED EQ	447,439.	447,439.
SS TEMPLETON GLOBAL BOND FUND	4,409,196.	4,409,196.
SS KENNEDY CAPITAL US EQUITY	1,111,033.	1,111,033.
SS NEUBERGER BERMAN US EQUITY	733,560.	733,560.
ARCHIPELAGO HOLDINGS	1,254,532.	1,254,532.
ASIAN CENTURY QUEST OFFSHORE	518,722.	518,722.
BAY POND HEDGED EQUITY	1,339,876.	1,339,876.
DSAM HEDGED EQUITY	590,794.	590,794.
AVENUE INTERNATIONAL	551,783.	551,783.
FCA ELEMENT HEDGE FUND	909,919.	909,919.
IR&M INTERMEDIATE FUND	1,853,730.	1,853,730.
MERGANSER CORE PLUS BOND FUND	1,831,340.	1,831,340.
LOOMIS SAYLES GLOBAL FIXED INC	1,491,883.	1,491,883.
FRONTIER SMALL VALUE	598,946.	598,946.
WHV INTERNATIONAL EQUITY	1,096,263.	1,096,263.
AXIOM EMERGING MARKETS	663,373.	663,373.
TOTALS	<u>23,933,853.</u>	<u>23,933,853.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSITS	4,341.	4,341.
FIT REFUND RECEIVABLE	165,172.	165,172.
401(K) WITHHOLDING RECEIVABLE		
MISCELLANEOUS RECEIVABLE	26.	26.
TOTALS	<u>169,539.</u>	<u>169,539.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
MASTERCARD BALANCE	1,499.
TOTALS	<u>1,499.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS ON INVESTMENTS	1,053,198.
TOTAL	<u>1,053,198.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PAUL BRAINERD 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	PRES/TREAS 1.00	0	0	0
ANN KRUMBOLTZ 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	VICE PRESIDENT 37.50	165,417.	30,173.	0
SHERRY E. BRAINERD 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	VP/SECRETARY 5.00	0	0	0
<u>GRAND TOTALS</u>		<u>165,417.</u>	<u>30,173.</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
KEIKI KEHOE 6548 27TH AVE NW SEATTLE, WA 98117	OVERSEES GRANT PROG	112,355.
WINDROSE ADVISORS 800 BOYLSTON STREET, 24TH FL BOSTON, MA 02199	INVESTMENT MNGMT	167,518.
	TOTAL COMPENSATION	<u>279,873.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ANN KRUMBOLTZ, BRAINERD FOUNDATION  
1601 SECOND AVE., SUITE 610  
SEATTLE, WA 98101-1541  
206-448-0676

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GEOGRAPHICAL RESTRICTIONS -- LIMITED TO PACIFIC NORTHWEST  
CHARITABLE FIELD RESRICTIONS -- ENVIRONMENTAL

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROGRAM GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	ENVIRONMENTAL PRESERVATION	2,430,000.
GRASSROOTS GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	ENVIRONMENTAL PRESERVATION	86,000.
OPPORTUNITY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	ENVIRONMENTAL PRESERVATION	54,010.
EXECUTIVE DIRECTOR GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	ENVIRONMENTAL PRESERVATION	45,350.
MATCHING GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	GENERAL SUPPORT	1,430.
BOD DISCRETIONARY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	ENVIRONMENTAL PRESERVATION	20,000.
TOTAL CONTRIBUTIONS PAID			<u>2,536,790.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 17

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT B ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	ENVIRONMENTAL PRESERVATION	1,110,000.
TOTAL CONTRIBUTIONS APPROVED		<u>1,110,000.</u>

**The Brainerd Foundation**  
**Transaction Detail By Account**  
 January through December 2013

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04/08/14

Date	Num	Name	Paid Amount	Balance
<b>Grantmaking</b>				
<b>Program Grants</b>				
03/01/2013	2		0.00	0 00
03/04/2013	12203	Alaska Center for the Environment	50,000 00	50,000 00
03/04/2013	12204	Washington Environmental Council	75,000 00	125,000.00
03/04/2013	12205	National Caucus of Enviro Legislators	45,000 00	170,000 00
03/04/2013	12206	Wildsight	120,000.00	290,000.00
03/04/2013	12207	Blackfoot Challenge	80,000.00	370,000 00
03/04/2013	12208	Five Valleys Land Trust	125,000.00	495,000.00
03/04/2013	12209	Oregon Natural Desert Association Inc.	100,000.00	595,000 00
03/04/2013	12210	Sierra Club of BC Foundation	30,000.00	625,000.00
03/04/2013	12211	The Nature Conservancy	30,000.00	655,000.00
03/04/2013	12212	Wildlife Conservation Society	45,000 00	700,000.00
03/04/2013	12213	Earthjustice	50,000.00	750,000.00
03/04/2013	12214	Social Venture Partners	35,000 00	785,000 00
03/04/2013	12215	Washington Bus Education Fund	30,000 00	815,000 00
05/17/2013	12283	Oregon Environmental Council	50,000 00	865,000 00
06/04/2013	12292	Climate Solutions	45,000 00	910,000 00
06/04/2013	12293	Idaho Conservation League	50,000 00	960,000 00
06/04/2013	12294	Alaska Center for the Environment	75,000 00	1,035,000 00
06/04/2013	12295	Conserv Voters for ID Ed Fund	35,000 00	1,070,000 00
06/04/2013	12296	Montana Audubon	20,000.00	1,090,000.00
06/04/2013	12297	Montana Conservation Voters Ed Fund	50,000 00	1,140,000.00
06/04/2013	12298	OLCV Ed Fund	85,000 00	1,225,000.00
06/04/2013	12299	National Parks Conservation Association	35,000 00	1,260,000 00
06/04/2013	12300	Salmon Valley Stewardship	40,000 00	1,300,000.00
06/04/2013	12301	National Wildlife Federation	30,000.00	1,330,000 00
06/04/2013	12302	Trout Unlimited	35,000 00	1,365,000 00
06/04/2013	12303	Sustainable Northwest	40,000 00	1,405,000 00
06/04/2013	12304	Alaska Conservation Foundation	20,000 00	1,425,000 00
06/04/2013	12305	University of Montana Foundation	70,000.00	1,495,000 00
06/04/2013	12306	Western Environmental Law Center	40,000.00	1,535,000 00
06/04/2013	12307	Tides Foundation	30,000 00	1,565,000 00
06/04/2013	12308	League of Conserv Voters Ed Fnd	50,000 00	1,615,000 00
06/04/2013	12309	Washington Progress Fund	30,000 00	1,645,000 00
11/01/2013	8R		0 00	1,645,000 00
11/01/2013	12470	Montana Environmental Information Center	50,000 00	1,695,000 00
11/01/2013	12454	Renewable Energy Alaska Project	40,000 00	1,735,000 00
11/01/2013	12455	Tides Foundation	45,000 00	1,780,000 00
11/01/2013	12456	Trustees for Alaska	30,000 00	1,810,000 00
11/01/2013	12457	Washington Environmental Council	65,000.00	1,875,000 00
11/01/2013	12458	Lemhi Regional Land Trust	40,000 00	1,915,000 00
11/01/2013	12459	Big Hole Watershed Committee	45,000 00	1,960,000.00
11/01/2013	12460	Future West	30,000 00	1,990,000 00
11/01/2013	12461	Northern Rockies Conservation Cooperative	45,000 00	2,035,000 00
11/01/2013	12462	Resource Media	100,000.00	2,135,000.00
11/01/2013	12463	Sightline Institute	30,000.00	2,165,000 00
11/01/2013	12464	Bus Project Foundation	30,000.00	2,195,000 00
11/01/2013	12465	Ecojustice Canada Society	35,000 00	2,230,000.00
11/01/2013	12466	Green Corps	30,000.00	2,260,000 00
11/01/2013	12467	Gnst Magazine	25,000 00	2,285,000 00
11/01/2013	12468	Headwaters Economics	60,000.00	2,345,000.00
11/01/2013	12469	Social Venture Partners	45,000 00	2,390,000 00
12/17/2013	12521	New Organizing Institute Education Fund	0 00	2,390,000 00
12/31/2013	12544	New Organizing Institute Education Fund	40,000 00	2,430,000 00
<b>Total Program Grants</b>			<b>2,430,000 00</b>	<b>2,430,000 00</b>
<b>Grassroots Grants</b>				
04/02/2013	12247	Madison Valley Ranchlands Group	10,000.00	10,000 00
05/09/2013	12269	Centennial Valley Association	10,000.00	20,000.00
07/09/2013	12345	Big Hole Watershed Committee	6,000.00	26,000 00
07/09/2013	12348	Big Hole Watershed Committee	0 00	26,000 00
07/18/2013	12363	The Pew Chantable Trust	10,000 00	36,000.00
09/09/2013	12406	Crag Law Center	10,000.00	46,000.00
12/17/2013	12518	Soda Mountain Wildemess Council	10,000.00	56,000.00
12/17/2013	12524	Klamath Basin Rangeland Trust	0.00	56,000.00
12/17/2013	12525	Headwaters Montana	10,000.00	66,000 00
12/17/2013	12559	Klamath Basin Rangeland Trust	10,000 00	76,000.00
12/18/2013	12541	Central OR Landwatch	10,000.00	86,000 00

**The Brainerd Foundation**  
**Transaction Detail By Account**  
 January through December 2013

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04/08/14

Date	Num	Name	Paid Amount	Balance
Total Grassroots Grants			86,000.00	86,000.00
<b>Opportunity Grants</b>				
01/17/2013	12159	Sustainable Northwest	1,500.00	1,500.00
01/17/2013	12162	WA Wildlife & Recreation Coalition	3,000.00	4,500.00
01/23/2013	12170	Save Our Wild Salmon Coalition	3,000.00	7,500.00
01/23/2013	12171	Conserv Voters for ID Ed Fund	3,000.00	10,500.00
02/18/2013	12194	Western Organization of Resource Councils	2,000.00	12,500.00
03/06/2013	12216	OLCV Ed Fund	510.00	13,010.00
05/09/2013	12267	Columbia Institute for Water Policy	2,000.00	15,010.00
05/09/2013	12268	Georgia Strait Alliance	3,000.00	18,010.00
05/09/2013	12270	Washington Bus Education Fund	3,000.00	21,010.00
06/17/2013	12320	Headwaters Montana	3,000.00	24,010.00
07/31/2013	12372	Conservation Northwest	2,500.00	26,510.00
09/09/2013	12404	Friends of the Missouri Breaks Monument	3,000.00	29,510.00
10/14/2013	12434	Oregon Environmental Council	3,000.00	32,510.00
10/30/2013	12449	Tides Center	3,000.00	35,510.00
10/30/2013	12450	Klamath Forest Alliance	3,000.00	38,510.00
11/15/2013	12481	Five Valleys Land Trust	3,000.00	41,510.00
11/26/2013	12504	Endangered Species Coalition	2,000.00	43,510.00
11/26/2013	12505	Cascadia Wildlands	1,500.00	45,010.00
11/26/2013	12506	Kettle Range Conservation Grp	3,000.00	48,010.00
12/17/2013	12519	The Lands Council	3,000.00	51,010.00
12/17/2013	12520	Earthworks	3,000.00	54,010.00
Total Opportunity Grants			54,010.00	54,010.00
<b>Executive Director Grants</b>				
01/23/2013	12172	Idaho Conservation League	3,000.00	3,000.00
01/23/2013	12173	Alaska Conservation Foundation	5,000.00	8,000.00
02/18/2013	12193	Forest Ethics	5,000.00	13,000.00
03/28/2013	12246	Idaho Conservation League	5,000.00	18,000.00
04/29/2013	12262	Oregon Natural Desert Association Inc	1,000.00	19,000.00
05/09/2013	12275	Tides Foundation	2,000.00	21,000.00
07/10/2013	12349	Idaho Conservation League	300.00	21,300.00
07/10/2013	12350	Washington Environmental Council	300.00	21,600.00
07/10/2013	12351	Montana Environmental Information Center	300.00	21,900.00
07/10/2013	12352	The Climate Trust	300.00	22,200.00
07/10/2013	12353	Ploughshares Fund	250.00	22,450.00
07/10/2013	12355	EARTHCORPS	200.00	22,650.00
07/10/2013	12356	Earthjustice	150.00	22,800.00
07/25/2013	12368	Alaska Center for the Environment	3,000.00	25,800.00
08/28/2013	12392	Sustainable Northwest	0.00	25,800.00
09/09/2013	12403	KUOW	100.00	25,900.00
09/09/2013	12405	Sustainable Northwest	5,000.00	30,900.00
09/09/2013	12409	Ohio Environmental Council	3,000.00	33,900.00
10/09/2013	12425	Montana Conservation Voters Ed Fund	5,000.00	38,900.00
11/15/2013	12482	Oxfam America	200.00	39,100.00
12/17/2013	12522	Big Hole Watershed Committee	5,000.00	44,100.00
12/17/2013	12523	Bus Project Foundation	1,250.00	45,350.00
Total Executive Director Grants			45,350.00	45,350.00
<b>Matching</b>				
02/15/2013	12189	Vashon Land Trust	100.00	100.00
04/02/2013	12250	Team Survivor Northwest	100.00	200.00
06/17/2013	12316	Seattle Audubon Society	50.00	250.00
06/25/2013	12326	Paddle to the Sea	0.00	250.00
06/25/2013	12328	Tuolumne River Trust Offices	70.00	320.00
07/10/2013	12354	Greenpeace Fund	0.00	320.00
07/31/2013	12373	Whitman College	200.00	520.00
08/14/2013	12381	Planned Parenthood	300.00	820.00
08/21/2013	12384	The Marfan Foundation	100.00	920.00
11/15/2013	12494	Mercy Corps	70.00	990.00
12/17/2013	12534	The Nonhuman Rights Project	80.00	1,070.00
12/17/2013	12535	Big Hole Watershed Committee	60.00	1,130.00
12/17/2013	12536	Lemhi Regional Land Trust	100.00	1,230.00
12/17/2013	12537	Salmon Valley Stewardship	100.00	1,330.00
12/18/2013	12542	Washington Toxics Coalition	100.00	1,430.00
Total Matching			1,430.00	1,430.00

**The Brainerd Foundation**  
**Transaction Detail By Account**  
 January through December 2013

3:36 PM

04/08/14

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Paid Amount</u>	<u>Balance</u>
<b>BOD Discretionary</b>				
12/02/2013	12508	Trout Unlimited	5,000.00	5,000.00
12/02/2013	12509	Central OR Landwatch	1,000.00	6,000.00
12/02/2013	12510	Deschutes Land Trust	1,000.00	7,000.00
12/02/2013	12511	Trust for Public Land	3,000.00	10,000.00
12/17/2013	12526	Forterra NW	10,000.00	20,000.00
Total BOD Discretionary			20,000.00	20,000.00
Total Grantmaking			2,636,790.00	2,636,790.00
<b>TOTAL</b>			<b>2,636,790.00</b>	<b>2,636,790.00</b>

Brainerd Foundation - December 30, 2013			
Grant Payments Scheduled for 2014 and 2015			
Scheduled			
Payment Date	Organization	Payment Amount	Fund
3/8/14	EarthJustice, California Office	50,000	Conservation Capacity
3/8/14	Five Valley Land Trust/Heart of the Rockies Initiative	110,000	Place-based Conservation
3/8/14	Oregon Natural Desert Association	100,000	Place-based Conservation
3/8/14	Sierra Club of British Columbia Foundation	30,000	Place-based Conservation
3/8/14	Washington Bus Education Fund	30,000	Conservation Capacity
3/8/14	Washington Environmental Council	75,000	Conservation Policy
3/8/14	Wildlife Conservation Society, North America Program	45,000	Place-based Conservation
6/13/14	Dogwood Initiative	30,000	Conservation Capacity
6/13/14	League of Conservation Voters Education Fund	50,000	Conservation Capacity
6/13/14	Montana Conservation Voters Education Fund	50,000	Conservation Policy
6/13/14	National Wildlife Federation, Rocky Mountains Center	30,000	Place-based Conservation
6/13/14	Trout Unlimited, Bend Office	35,000	Place-based Conservation
6/13/14	University of Montana	25,000	Conservation Capacity
11/3/14	Big Hole Watershed Committee	40,000	Place-based Conservation
11/3/14	Ecojustice Canada Society	30,000	Conservation Capacity
11/3/14	Green Corps, West Coast Office	30,000	Conservation Capacity
11/3/14	Grist Magazine	25,000	Conservation Capacity
11/3/14	Headwaters Economics	60,000	Conservation Capacity
11/3/14	Montana Environmental Information Center	45,000	Conservation Policy
11/3/14	Northern Rockies Conservation Cooperative	40,000	Place-based Conservation
11/3/14	Renewable Energy Alaska Project	30,000	Conservation Policy
11/3/14	Tides Foundation	45,000	Conservation Policy
11/3/14	Trustees for Alaska	30,000	Conservation Policy
3/8/15	Oregon Natural Desert Association	75,000	Place-based Conservation
Total of scheduled grant payments		\$1,110,000	

total

Brainerd Foundation  
Fixed Asset Reconciliation  
For the Year Ended 2013

<u>Cost</u>	<u>Computers</u>	<u>Furniture</u>	<u>LHI</u>	<u>Total</u>
Beginning Balance	78,081.38	108,159.36	52,753.84	238,994.58
Additions	2,793.65			2,793.65
Disposals	-8,646.73	-1,361.36		-10,008.09
Ending Balance	72,228.30	106,798.00	52,753.84	231,780.14
<u>Accumulated Depreciation</u>				
Beginning Balance	-45,777.54	-104,605.12	-23,386.79	-173,769.45
Depreciation Expense	-11,101.70	-768.08	-1,352.61	-13,222.39
Disposals	8,646.73	1,361.36		10,008.09
Ending Balance	-48,232.51	-104,011.84	-24,739.40	-176,983.75
<u>Net Book Value</u>	23,995.79	2,786.16	28,014.44	54,796.39

# Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box  **X**
- 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](http://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.

Enter filer's identifying number, see instructions

#### Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions. <b>THE BRAINERD FOUNDATION</b>	Employer identification number (EIN) or <b>91-1675591</b>
Number, street, and room or suite no. If a P.O. box, see instructions. <b>1601 SECOND AVE, SUITE 610</b>	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SEATTLE, WA 98101-1541</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)  0  4

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 (other than individual)	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

- The books are in the care of ► **CRYSTAL ANDERSON**

Telephone No. ► **206 448-0676**

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 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for

►  calendar year 2013 or

►  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

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 \$	20,916.
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 \$	134,376.
c <b>Balance due.</b> 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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

- 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)**

<b>Type or print</b>  <small>File by the due date for filing your return See instructions</small>	<b>Enter filer's identifying number, see instructions</b>	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE BRAINERD FOUNDATION	91-1675591
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1601 SECOND AVE, SUITE 610	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SEATTLE, WA 98101-1541	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **04**

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 (other than individual)	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.**

- The books are in the care of **CRYSTAL ANDERSON, 1601 SECOND AVENUE, SUITE 610, SEATTLE, WA 98101**  
Telephone No **206 448-0676** 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 11/15, 2014

**5** For calendar year 2013, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

**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 INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN. AN EXTENSION OF TIME IN WHICH TO FILE IS RESPECTFULLY REQUESTED.

<b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	<b>8a</b> \$	20,916.
<b>b</b> If this application is for Forms 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	<b>8b</b> \$	134,376.
<b>c Balance Due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>8c</b> \$	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 Donna M Pittie Title CPA Date 8/12/14