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
THE BURNING FOUNDATION

A Employer identification number
91-1815335

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 15275

B Telephone number
206-920-6252

City or town, state or province, country, and ZIP or foreign postal code
SEATTLE, WA 98115

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 ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 12,738,563.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(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 ▶☐

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	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			N/A	
2	Check ▶☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	218.	218.		
4	Dividends and interest from securities	231,610.	231,610.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	348,920.			
b	Gross sales price for all assets on line 6a 983,482.				
7	Capital gain net income (from Part IV, line 2)		348,920.		
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)				
11	Other income	969.	969.		STATEMENT 1
12	**Total.** Add lines 1 through 11	581,717.	581,717.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 2	295.	0.		295.
b	Accounting fees STMT 3	3,930.	0.		3,930.
c	Other professional fees STMT 4	57,110.	37,827.		19,283.
17	Interest				
18	Taxes STMT 5	25,000.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	**Total operating and administrative expenses.** Add lines 13 through 23	86,335.	37,827.		23,508.
25	Contributions, gifts, grants paid	613,000.			613,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	699,335.	37,827.		636,508.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<117,618.>			
b	**Net investment income** (if negative, enter -0-)		543,890.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)

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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	309,179.	123,537.	123,537.
	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			
	b	Investments - corporate stock STMT 6	7,057,247.	7,077,418.	11,272,854.
	c	Investments - corporate bonds STMT 7	1,272,103.	1,319,956.	1,342,172.
	11	Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,638,529.	8,520,911.	12,738,563.
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			
	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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	8,638,529.	8,520,911.	
	30	**Total net assets or fund balances**	8,638,529.	8,520,911.	
	31	**Total liabilities and net assets/fund balances**	8,638,529.	8,520,911.	

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	8,638,529.
2	Enter amount from Part I, line 27a	2	<117,618.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,520,911.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,520,911.

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	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DISTRIBUTION			
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	797,664.		634,562.	163,102.
b	185,818.			185,818.
c				
d				
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				163,102.
b				185,818.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 348,920.

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 N/A

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	481,301.	10,451,451.	.046051
2011	517,352.	10,420,658.	.049647
2010	492,725.	9,841,245.	.050067
2009	428,123.	8,642,723.	.049536
2008	529,050.	10,669,729.	.049584

2	Total of line 1, column (d)	2	.244885
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	.048977
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,823,961.
5	Multiply line 4 by line 3	5	579,102.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,439.
7	Add lines 5 and 6	7	584,541.
8	Enter qualifying distributions from Part XII, line 4	8	636,508.

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)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	5,439.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	5,439.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	5,439.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	21,087.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	21,087.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	15,648.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 15,648. **Refunded** ▶			11	0.

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

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

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

Website address ▶ FOUNDATIONCENTER.ORG/GRANTMAKER/BURNING/INDEX

14 The books are in care of ▶ DAVID WEISE Telephone no. ▶ 206-920-6252

Located at ▶ P.O. BOX 15275, SEATTLE, WA ZIP+4 ▶ 98115

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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			
	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.) 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

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)? N/A | 5b | |

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? N/A ☐ 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

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

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

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
DAVID N. WEISE P.O. BOX 15275 SEATTLE, WA 98115	PRESIDENT 3.00	0.	0.	0.
DANIEL W. WEISE P.O. BOX 15275 SEATTLE, WA 98115	VICE PRESIDENT 2.00	0.	0.	0.
ALISA KF WEISE P.O. BOX 15275 SEATTLE, WA 98115	SECRETARY 2.00	0.	0.	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
NONE				

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	11,650,317.
b	Average of monthly cash balances		1b	353,704.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	12,004,021.
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	12,004,021.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	180,060.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,823,961.
6	**Minimum investment return.** Enter 5% of line 5		6	591,198.

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	591,198.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 5,439.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	5,439.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	585,759.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	585,759.
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	585,759.

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	636,508.
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	636,508.
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	5,439.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	631,069.

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				585,759.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			29,491.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 636,508.				
a Applied to 2012, but not more than line 2a			29,491.	
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				585,759.
e Remaining amount distributed out of corpus	21,258.			
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	21,258.			
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	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	21,258.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013 21,258.				

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

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

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

1 **Information Regarding Foundation Managers:**

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

DAVID N. WEISE

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:

SEE STATEMENT 8

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

c Any submission deadlines:

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

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*				
AMERICAN RIVERS 1100 14TH STREET, NW, SUITE 1400 WASHINGTON, DC 20005		PC: 509(A)(1) OR (A)(2)	RESTORING THE YAKIMA RIVER	12,000.
AUDUBON WASHINGTON 5902 LAKE WASHINGTON BLVD. S. SEATTLE, WA 98118		PC: 509(A)(1) OR (A)(2)	LIVING SHORES INITIATIVE	10,000.
BARK P.O. BOX 12065 PORTLAND, OR 97212		PC: 509(A)(1) OR (A)(2)	MONITORING PROGRAM	12,000.
CASCADIA WILDLANDS PROJECT P.O. BOX 10455 EUGENE, OR 97440		PC: 509(A)(1) OR (A)(2)	PROTECTING OREGON'S FORESTS AND RIVERS	12,000.
CENTER FOR JUSTICE 35 WEST MAIN, SUITE 300 SPOKANE, WA 99201		PC: 509(A)(1) OR (A)(2)	SPOKANE RIVER REDBAND TROUT PROJECT	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	613,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	218.	
4 Dividends and interest from securities			14	231,610.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	16.	
8 Gain or (loss) from sales of assets other than inventory			18	348,920.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a CLASS ACTION LAWSUIT			01	953.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		581,717.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 581,717.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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.

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

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
N/A		

Sign Here

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

▶ David N. Weiss 11 Nov. 2014 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KATHRYN J. ONG	Kathryn Ong.	10/18/14		P00746598

Firm's name ▶ CLARK NUBER, PS

Firm's EIN ▶ 91-1194016

Firm's address ▶ 10900 NE 4TH STREET, SUITE 1700
BELLEVUE, WA 98004

Phone no. 425-454-4919

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
CLIMATE SOLUTIONS 219 LEGION WAY SW, SUITE 201 OLYMPIA, WA 98501		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATIONS	20,000.
COALITION OF OREGON LAND TRUSTS 322 NW 5TH, SUITE 312 PORTLAND, OR 97209		PC: 509(A)(1) OR (A)(2)	CAPACITY DEVELOPMENT	10,000.
CONSERVATION NORTHWEST 1208 BAY STREET, SUITE 201 BELLINGHAM, WA 98225		PC: 509(A)(1) OR (A)(2)	CONNECTING WILD PLACES	12,000.
EARTHJUSTICE 426 17TH STREET, 6TH FLOOR OAKLAND, CA 94612		PC: 509(A)(1) OR (A)(2)	PROTECT NW ECOSYSTEMS	15,000.
EARTHWISE LAW CENTER 10015 SW TERWILLIGER BLVD. PORTLAND, OR 97219		PC: 509(A)(1) OR (A)(2)	PROTECTING NATURAL HERITAGE	12,000.
FUTUREWISE 814 SECOND AVE, SUITE 500 SEATTLE, WA 98104		PC: 509(A)(1) OR (A)(2)	FORESTS, FARMS, HABITAT, AND CLEAN WATER	15,000.
HELLS CANYON PRESERVATION COUNCIL P.O. BOX 2768 LA GRANDE, OR 97850		PC: 509(A)(1) OR (A)(2)	PROTECT BLUE MOUNTAINS	10,000.
INLAND NORTHWEST LAND TRUST 35 WEST MAIN AVENUE, SUITE 210 SPOKANE, WA 99201		PC: 509(A)(1) OR (A)(2)	LATAH CREEK WATERSHED RESTORATION	12,000.
KLAMATH SISKIYOU WILDLANDS CENTER P.O. BOX 102 ASHLAND, OR 97520		PC: 509(A)(1) OR (A)(2)	PROTECT OLD GROWTH IN SW OREGON	12,000.
MT. ADAMS RESOURCE STEWARDS P.O. BOX 152 GLENWOOD, WA 98619		PC: 509(A)(1) OR (A)(2)	WORKING LANDS INITIATIVE	12,000.
Total from continuation sheets				562,000.

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
NATUREBRIDGE OLYMPIC 111 BARNES POINT ROAD PORT ANGELES, WA 98363		PC: 509(A)(1) OR (A)(2)	SUMMER FIELD SCIENCE EDUCATION PROGRAM	10,000.
NISQUALLY LAND TRUST 1420 MARVIN RD. NE STE. C, PMB 243 LACEY, WA 98516		PC: 509(A)(1) OR (A)(2)	NISQUALLY COMMUNITY FOREST PROJECT	12,000.
NORTH CASCADES INSTITUTE 810 STATE ROUTE 20 SEDRO-WOOLLEY, WA 98284		PC: 509(A)(1) OR (A)(2)	MOUNTAIN SCHOOL	10,000.
NORTH OLYMPIC LAND TRUST 104 NORTH LAUREL, SUITE 104 PORT ANGELES, WA 98362		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATIONS	10,000.
NW ENVIRONMENTAL DEFENSE CENTER 10015 S.W. TERWILLIGER BLVD. PORTLAND, OR 97219		PC: 509(A)(1) OR (A)(2)	CLEAN ENERGY	12,000.
NORTHWEST STRAITS FOUNDATION 10441 BAYVIEW-EDISON ROAD MOUNT VERNON, WA 98273		PC: 509(A)(1) OR (A)(2)	FORAGE FISH EDUCATION AND OUTREACH	12,000.
OKANOGAN FAMILY PLANNING 127 NORTH JUNIPER ST. OMAK, WA 98841		PC: 509(A)(1) OR (A)(2)	COMMUNITY OUTREACH	17,000.
OLYMPIC FOREST COALITION PO BOX 461 QUILCENE, WA 98376		PC: 509(A)(1) OR (A)(2)	MONITORING ROAD & TRAIL IN OLY. PEN.	10,000.
OREGON NATURAL DESERT ASSOCIATION 16 NW KANSAS BEND, OR 97701		PC: 509(A)(1) OR (A)(2)	WILDERNESS STEWARDSHIP AND RESTORATION	20,000.
OREGON WILD 5825 NORTH GREELEY PORTLAND, OR 97217		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATIONS	12,000.
Total from continuation sheets				

THE BURNING FOUNDATION 91-1815335

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
PUGET SOUNDKEEPER ALLIANCE 5305 SHILSHOLE AVE NW SEATTLE, WA 98107		PC: 509(A)(1) OR (A)(2)	STORMWATER REGULATION AND CWA ENFORCEMENT	12,000.
RESOURCES FOR SUSTAINABLE COMMUNITIES 2309 MERIDIAN STREET BELLINGHAM, WA 98225		PC: 509(A)(1) OR (A)(2)	NORTH SOUND BAYKEEPER PROGRAM	12,000.
SEATTLE AUDUBON 8050 35TH AVE NE SEATTLE, WA 98115		PC: 509(A)(1) OR (A)(2)	PROTECT MARBLED MURRELET	12,000.
SKAGIT LAND TRUST PO BOX 1017 MOUNT VERNON, WA 98273		PC: 509(A)(1) OR (A)(2)	PROTECT SKAGIT BASIN	15,000.
SOUND ACTION PO BOX 845 VASHON, WA 98070		PC: 509(A)(1) OR (A)(2)	WATCHDOG FOR PUGET SOUND	10,000.
SOUND SALMON SOLUTIONS 1911 VERNON ROAD LAKE STEVENS, WA 98258		PC: 509(A)(1) OR (A)(2)	RIPARIAN SOLUTIONS PROGRAM	10,000.
THE LANDS COUNCIL 25 W. MAIN, SUITE 222 SPOKANE, WA 99201		PC: 509(A)(1) OR (A)(2)	BEAVER RESTORATION	15,000.
THEO. ROOSEVELT CONSERVATION PARTNERSHIP 1660 L STREET NW, SUITE 208 WASHINGTON, D.C. 20036		PC: 509(A)(1) OR (A)(2)	BACKCOUNTRY CAMPAIGNS	12,000.
TRUST FOR PUBLIC LAND 901 5TH AVENUE SEATTLE, WA 98164		PC: 509(A)(1) OR (A)(2)	LIVING LANDSCAPES OF NORTH CENTRAL WA	12,000.
VASHON ISLAND LAND TRUST P.O. BOX 2031 VASHON, WA 98070		PC: 509(A)(1) OR (A)(2)	RESTORATION PROJECT AT PINER POINT	10,000.
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 ENVIRONMENTAL COUNCIL 1402 THIRD AVENUE, SUITE 1400 SEATTLE, WA 98101		PC: 509(A)(1) OR (A)(2)	PEOPLE FOR PUGET SOUND PROGRAM	20,000.
WASHINGTON WILD 305 N. 83RD ST., SEATTLE, WA 98103		PC: 509(A)(1) OR (A)(2)	SOURCE OF THE SOUND INITIATIVE	12,000.
WATERWATCH 213 SW ASH STREET, SUITE 208 PORTLAND, OR 97204		PC: 509(A)(1) OR (A)(2)	CORE PROGRAMS	20,000.
WESTERN ENVIROMENTAL LAW CENTER 1216 LINCOLN STREET EUGENE, OR 97401		PC: 509(A)(1) OR (A)(2)	RESTORING WILD SALMON RUNS	12,000.
WESTERN RIVERS CONSERVANCY 71 SW OAK ST STE 100 PORTLAND, OR 97204		PC: 509(A)(1) OR (A)(2)	LOWER JOHN DAY RIVER PROJECT	12,000.
WILD FISH CONSERVANCY 15629 MAIN ST NE DUVALL, WA 98019		PC: 509(A)(1) OR (A)(2)	WILD SALMON RECOVERY INITIATIVE	12,000.
WILD SALMON CENTER 721 NW NINTH AVE, SUITE 300 PORTLAND, OR 97209		PC: 509(A)(1) OR (A)(2)	PROTECT WILD SALMON	10,000.
WILDERNESS SOCIETY 720 THIRD AVENUE,SUITE 1800 SEATTLE, WA 98104		PC: 509(A)(1) OR (A)(2)	NORTH CASCADES INITIATIVE	12,000.
XERCES SOCIETY 628 NE BROADWAY STE 200 PORTLAND, OR 97232		PC: 509(A)(1) OR (A)(2)	MOSQUITO CONTROL	10,000.
PLANNED PARENTHOOD OF THE GREAT NORTHWEST 2001 E MADISON SEATTLE, WA 98122		PC: 509(A)(1) OR (A)(2)	TEEN PREGNANCY PREVENTION	12,000.
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
PLANNED PARENTHOOD GREATER WASHINGTON AND NORTH IDAHO 1117 TIETON DR. YAKIMA, WA 98902		PC: 509(A)(1) OR (A)(2)	TEEN PREGNANCY PREVENTION	20,000.
ROOM ONE 315 LINCOLN ST TWISP, WA 98856		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATIONS	15,000.
NEIGHBORCARE HEALTH 905 SPRUCE STREET, SUITE 300 SEATTLE, WA 98104		PC: 509(A)(1) OR (A)(2)	SCHOOL-BASED HEALTH CENTERS	20,000.
Total from continuation sheets				

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CASH LIQUIDATION	16.	16.	
CLASS ACTION LAWSUIT	953.	953.	
TOTAL TO FORM 990-PF, PART I, LINE 11	969.	969.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	295.	0.		295.
TO FM 990-PF, PG 1, LN 16A	295.	0.		295.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,930.	0.		3,930.
TO FORM 990-PF, PG 1, LN 16B	3,930.	0.		3,930.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	19,283.	0.		19,283.
INVESTMENT FEES	37,827.	37,827.		0.
TO FORM 990-PF, PG 1, LN 16C	57,110.	37,827.		19,283.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAXES	25,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25,000.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	7,077,418.	11,272,854.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,077,418.	11,272,854.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	1,319,956.	1,342,172.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,319,956.	1,342,172.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SYBIL ACKERMAN-MUNSON
715 SW MORRISON STREET, SUITE 901
PORTLAND, OR 97205

TELEPHONE NUMBER

503-419-8454

EMAIL ADDRESS

BURNINGFOUNDATION@GMAIL.COM

FORM AND CONTENT OF APPLICATIONS

ONE HARD COPY OF THE APPLICATION SHOULD BE MAILED TO THE FOUNDATION ADVISOR AND ONE EMAILED TO BURNINGFOUNDATION@GMAIL.COM. PLEASE REFER TO THE WEBSITE FOR MORE DETAILS: HTTP://FDNWEB.ORG/BURNING/APPLICATION-GUIDELINES/

ANY SUBMISSION DEADLINES

SPRING CYCLE-3RD WED OF JANUARY / FALL CYCLE-3RD WED OF AUGUST
REFER TO WEBSITE FOR MORE DETAILS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

- ENVIRONMENTAL 501(C)(3) GROUPS THROUGHOUT WASHINGTON AND OREGON WHO MEET THE STATED AREAS OF INTEREST; AND
- NONPROFIT 501(C)(3) GROUPS IN WASHINGTON STATE THAT MEET THE STATED AREAS OF INTEREST REGARDING TEEN PREGNANCY PREVENTION.

REFER TO WEBSITE FOR ADDITIONAL DETAILS.

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
A O N PLC F	**1,500.0000**	**83.8900**	**125,835.00**	**<1%**	**52,215.00**	**0.83%**	**1,050.00**
CLASS A	1,500.0000	49.0800	73,620.00	10/17/05	52,215.00	2997	Long-Term
SYMBOL: AON							
ACCO BRANDS CORP	**494.0000**	**6.7200**	**3,319.68**	**<1%**	**(1,579.30)**	**0.00%**	**0.00**
SYMBOL: ACCO	32.1882	9.9172	319.22	03/29/11	(102.92)	1008	Long-Term
	32.9865	9.9170	327.13	03/29/11	(105.46)	1008	Long-Term
	98.9596	9.9169	981.38	03/29/11	(316.37)	1008	Long-Term
	329.8655	9.9169	3,271.25	03/29/11	(1,054.55)	1008	Long-Term
Cost Basis			*4,898.98*				
ADT CORP	**1,500.0000**	**40.4700**	**60,705.00**	**<1%**	**34,992.92**	**1.23%**	**750.00**
SYMBOL: ADT	1,500.0000	17.1413	25,712.08	06/15/09	34,992.92	1660	Long-Term
ANADARKO PETROLEUM CORP	**1,300.0000**	**79.3200**	**103,116.00**	**<1%**	**6,931.20**	**0.90%**	**936.00**
SYMBOL: APC	100.0000	73 9890	7,398.90	12/15/11	533.10	747	Long-Term
	100.0000	73.9890	7,398.90	12/15/11	533.10	747	Long-Term
	200.0000	73.9890	14,797.80	12/15/11	1,066.20	747	Long-Term
	900.0000	73 9880	66,589.20	12/15/11	4,798.80	747	Long-Term
Cost Basis			*96,184.80*				
C V S CAREMARK CORP	**1,500.0000**	**71.5700**	**107,355.00**	**<1%**	**50,430.30**	**1.25%**	**1,350.00**
SYMBOL: CVS	150.0000	37 9480	5,692.20	05/12/11	5,043.30	964	Long-Term
	1,350.0000	37.9500	51,232.50	05/12/11	45,387.00	964	Long-Term
Cost Basis			*56,924 70*				
CHEVRON CORPORATION	**950.0000**	**124.9100**	**118,664.50**	**<1%**	**43,982.45**	**3.20%**	**3,800.00**
SYMBOL: CVX	700.0000	78.9390	55,257.30	08/03/10	32,179.70	1246	Long-Term
	250.0000	77.6990	19,424.75	09/08/10	11,802.75	1210	Long-Term
Cost Basis			*74,682.05*				

ATTACHMENT A

Investment Detail - Equities (continued)

Equities (continued)	**Quantity** Units Purchased	**Market Price** Cost Per Share	**Market Value** Cost Basis	**% of Account Assets** Acquired	**Unrealized Gain or (Loss)**	**Estimated Yield** Holding Days	**Estimated Annual Income** Holding Period
CONOCOPHILLIPS	**2,000.0000**	**70.6500**	**141,300.00**	**1%**	**62,685.16**	**3.90%**	**5,520.00**
SYMBOL: COP	2,000.0000	39.3074	78,614.84	12/28/09	62,685.16	1464	Long-Term
COSTCO WHSL CORP NEW	**1,000.0000**	**119.0200**	**119,020.00**	**<1%**	**56,192.00**	**1.04%**	**1,240.00**
SYMBOL: COST	1,000.0000	62.8280	62,828 00	10/28/10	56,192.00	1160	Long-Term
HOME DEPOT INC	**2,000.0000**	**82.3400**	**164,680.00**	**1%**	**85,540.00**	**1.89%**	**3,120.00**
SYMBOL. HD	2,000.0000	39.5700	79,140.00	12/15/11	85,540.00	747	Long-Term
INTL BUSINESS MACHINES	**1,000.0000**	**187.5700**	**187,570.00**	**1%**	**95,867.00**	**2.02%**	**3,800.00**
SYMBOL: IBM	100.0000	91.6900	9,169 00	11/03/04	9,588.00	3345	Long-Term
	100.0000	91.7000	9,170.00	11/03/04	9,587.00	3345	Long-Term
	100.0000	91.7100	9,171.00	11/03/04	9,586.00	3345	Long-Term
	200.0000	91.6900	18,338 00	11/03/04	19,176.00	3345	Long-Term
	500.0000	91.7100	45,855.00	11/03/04	47,930.00	3345	Long-Term
Cost Basis			*91,703.00*				
MCKESSON CORPORATION	**2,000.0000**	**161.4000**	**322,800.00**	**3%**	**237,380.00**	**0.59%**	**1,920.00**
SYMBOL: MCK	2,000.0000	42.7100	85,420.00	06/15/05	237,380.00	3121	Long-Term
							Accrued Dividend: 480.00
OCEANEERING INTL INC	**1,000.0000**	**78.8800**	**78,880.00**	**<1%**	**34,956.50**	**1.11%**	**880.00**
SYMBOL: OII	200 0000	43.9220	8,784.40	03/29/11	6,991.60	1008	Long-Term
	200.0000	43.9220	8,784.40	03/29/11	6,991.60	1008	Long-Term
	200.0000	43.9245	8,784.90	03/29/11	6,991 10	1008	Long-Term
	400 0000	43.9245	17,569.80	03/29/11	13,982.20	1008	Long-Term
Cost Basis			*43,923 50*				

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Investment Detail - Equities (continued)

Equities (continued)	**Quantity** Units Purchased	**Market Price** Cost Per Share	**Market Value** Cost Basis	**% of Account Assets** Acquired	**Unrealized Gain or (Loss)**	**Estimated Yield** Holding Days	**Estimated Annual Income** Holding Period
P P G INDUSTRIES INC	**1,000.0000**	**189.6600**	**189,660.00**	**1%**	**120,666.00**	**1.28%**	**2,440.00**
SYMBOL. PPG	200.0000	68.9940	13,798.80	10/03/11	24,133.20	820	Long-Term
	800.0000	68.9940	55,195.20	10/03/11	96,532.80	820	Long-Term
Cost Basis			*68,994.00*				
PENTAIR LTD F	**719.0000**	**77.6700**	**55,844.73**	**<1%**	**41,491.51**	**1.28%**	**719.00**
SYMBOL: PNR	719.0000	19.9627	14,353.22	06/15/09	41,491.51	1660	Long-Term
PFIZER INCORPORATED	**2,700.0000**	**30.6300**	**82,701.00**	**<1%**	**15,314.40**	**3.13%**	**2,592.00**
SYMBOL· PFE	2,700 0000	24.9580	67,386.60	09/25/12	15,314.40	462	Long-Term
PHILLIPS 66	**1,000.0000**	**77.1300**	**77,130.00**	**<1%**	**53,766.84**	**2.02%**	**1,560.00**
SYMBOL: PSX	1,000.0000	23.3631	23,363.16	12/28/09	53,766.84	1464	Long-Term
STATE STREET CORP	**2,300.0000**	**73.3900**	**168,797.00**	**1%**	**66,777.42**	**1.41%**	**2,392.00**
SYMBOL: STT	13.0000	44.3576	576.65	03/14/12	377.42	657	Long-Term
	28.0000	44.3678	1,242.30	03/14/12	812.62	657	Long-Term
	29.0000	44.3579	1,286.38	03/14/12	841.93	657	Long-Term
	30.0000	44.3490	1,330.47	03/14/12	871.23	657	Long-Term
	100.0000	44.3480	4,434.80	03/14/12	2,904.20	657	Long-Term
	100.0000	44.3480	4,434.80	03/14/12	2,904.20	657	Long-Term
	100.0000	44.3498	4,434.98	03/14/12	2,904.02	657	Long-Term
	100.0000	44.3580	4,435 80	03/14/12	2,903.20	657	Long-Term
	100.0000	44.3580	4,435.80	03/14/12	2,903.20	657	Long-Term
	100.0000	44.3580	4,435.80	03/14/12	2,903 20	657	Long-Term
	100.0000	44.3580	4,435.80	03/14/12	2,903.20	657	Long-Term
	100.0000	44.3580	4,435.80	03/14/12	2,903.20	657	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
STATE STREET CORP	200.0000	44.3580	8,871 60	03/14/12	5,806.40	657	Long-Term
	300 0000	44.3580	13,307 40	03/14/12	8,709 60	657	Long-Term
	400.0000	44 3680	17,747.20	03/14/12	11,608.80	657	Long-Term
	500 0000	44.3480	22,174.00	03/14/12	14,521.00	657	Long-Term
Cost Basis			*102,019 58*				
TE CONNECTIVITY LTD F	**1,700.0000**	**55.1100**	**93,687.00**	**<1%**	**45,068.70**	**1.81%**	**1,700.00**
SYMBOL: TEL	1,700.0000	28.5990	48,618 30	06/02/10	45,068.70	1308	Long-Term
TYCO INTL LTD NEW F	**3,000.0000**	**41.0400**	**123,120.00**	**<1%**	**82,944.35**	**1.55%**	**1,920.00**
SYMBOL: TYC	3,000.0000	13.3918	40,175.65	06/15/09	82,944.35	1660	Long-Term
YAHOO INC	**2,300.0000**	**40.4400**	**93,012.00**	**<1%**	**48,334.50**	**0.00%**	**0.00**
SYMBOL: YHOO	100.0000	19.4250	1,942 50	12/13/12	2,101.50	383	Long-Term
	900.0000	19.4250	17,482.50	12/13/12	18,913.50	383	Long-Term
	1,300 0000	19.4250	25,252.50	12/13/12	27,319.50	383	Long-Term
Cost Basis			*44,677.50*				
Total Equities	[illegible]		[illegible]	[illegible]	[illegible]		[illegible]
		Total Cost Basis	[illegible]				

Total Accrued Dividend for Equities: 480.00

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

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Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
FEDERATED TOTAL RETURN ◊ BOND FD INST CL SYMBOL: FTRBX	18,985.0130	10.8900	206,746.79	2%	11.41	216,565 89	(9,819.10)
LOOMIS SAYLES BOND FUND ◊ CL I SYMBOL: LSBDX	11,650.6180	15.1600	176,623.37	1%	13.76	160,361.87	16,261.50
PIMCO TOTAL RETURN FUND ◊ INSTL CL SYMBOL: PTTRX	14,484.3900	10.6900	154,838.13	1%	10.94	158,481.50	(3,643.37)
VANGUARD INFLATION ◊ PROTECTED SECURITIES FD SYMBOL: VIPSX	8,452.6030	12.9800	109,714.79	<1%	11.76	99,383.19	10,331.60
VANGUARD INTERM TERM ◊ INVESTMENT GRADE ADMIRAL SHARE SYMBOL: VFIDX	22,866.7680	9.6700	221,121.65	2%	9.17	209,744.30	11,377.35
VANGUARD SHORT TERM ◊ INVESTMENT GRADE FUND ADMIRAL SYMBOL: VFSUX	23,906.6390	10.7000	255,801.04	2%	10.67	254,986.01	815.03
VANGUARD TOTAL BD MKT ◊ INDEX SIGNAL SYMBOL: VBTSX	20,580.2150	10.5600	217,327.07	2%	10.71	220,432.90	(3,105.83)
Total Bond Funds	120,926.2460		[illegible]	[illegible]		[illegible]	[illegible]

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Investment Detail - Mutual Funds (continued)

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ARTISAN INTL VALUE FUND ◊ INV SYMBOL: ARTKX	8,359.3210	36 7700	307,372 23	2%	23.82	199,121.99	108,250.24
COLUMBIA ACORN FUND ◊ CL Z SYMBOL: ACRNX	13,201.9090	37 3200	492,695.24	4%	28.48	375,962.88	116,732.36
GABELLI SMALL CAP GROWTH ◊ FUND CL AAA SYMBOL: GABSX	13,984.7040	48.3000	675,461.20	5%	27.26	381,292.86	294,168.34
LAUDUS U.S. LARGE CAP ◊ GROWTH FUND SYMBOL: LGILX	68,467.0480	18.5700	1,271,433.08	10%	11.87	812,641.64	458,791.44
MANNING & NAPIER INTL ◊ SERIES CL S SYMBOL. EXITX	40,047.5200	9.9100	396,870.92	3%	7.56	302,690.23	94,180.69
MATTHEWS PACIFIC TIGER ◊ FUND SYMBOL· MAPTX	18,055.0130	24.9900	451,194.77	4%	14.12	254,926.61	196,268.16
PERKINS MID CAP VALUE T ◊ SYMBOL: JMCVX	17,665.4360	23 3700	412,841.24	3%	21 88	386,586.99	26,254.25
PIMCO ALL ASSET INSTL CL ◊ SYMBOL: PAAIX	29,802.0090	12.0800	360,008.27	3%	11 95	356,098.66	3,909.61
SCOUT INTL FD ◊ SYMBOL: UMBWX	19,788.6710	37.2600	737,325.88	6%	24.29	480,636.37	256,689.51

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	**Quantity**	**Market Price**	**Market Value**	**% of Account Assets**	**Average Cost Basis**	**Cost Basis**	**Unrealized Gain or (Loss)**
VANGUARD INTL EXPLORER ◊ INVESTOR SHARE SYMBOL: VINEX	21,081.4300	18 4200	388,319.94	3%	8 58	180,789.07	207,530 87
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

Investment Detail - Other Assets

	Quantity	**Market Price**	**Market Value**	**% of Account Assets**	**Unrealized Gain or (Loss)**		
Other Assets	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
ISHARES MSCI CDA ETF	**3,000.0000**	**29.1600**	**87,480.00**	**<1%**	**10,860.00**		
CANADA	3,000.0000	25.5400	76,620.00	12/15/11	10,860.00	747	Long-Term
SYMBOL: EWC							
ISHARES MSCI ETF	**2,500.0000**	**24.3700**	**60,925.00**	**<1%**	**5,925.00**		
AUSTRALIA	2,500.0000	22.0000	55,000 00	12/15/11	5,925.00	747	Long-Term
SYMBOL: EWA							
ISHARES S&P 500 GROWTH	**4,500.0000**	**98.7500**	**444,375.00**	**3%**	**174,782.70**		
S&P 500 GROWTH	900.0000	59.9090	53,918.10	10/03/11	34,956.90	820	Long-Term
SYMBOL· IVW	900.0000	59.9090	53,918.10	10/03/11	34,956.90	820	Long-Term
	900.0000	59 9090	53,918.10	10/03/11	34,956 90	820	Long-Term
	1,800.0000	59.9100	107,838.00	10/03/11	69,912.00	820	Long-Term
Cost Basis			*269,592.30*				

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Investment Detail - Other Assets (continued)

Other Assets (continued)	**Quantity** Units Purchased	**Market Price** Cost Per Share	**Market Value** Cost Basis	**% of Account Assets** Acquired	**Unrealized Gain or (Loss)**	Holding Days	Holding Period
ISHARES TR US TELECOM	**5,000.0000**	**29.7300**	**148,650.00**	**1%**	**49,350.00**		
TELECOMMUNICATIONS ETF	1.0000	19.8600	19.86	12/16/09	9.87	1476	Long-Term
SYMBOL: IYZ	151.0000	19.8600	2,998.86	12/16/09	1,490.37	1476	Long-Term
	247 0000	19.8600	4,905.42	12/16/09	2,437.89	1476	Long-Term
	2,032.0000	19.8600	40,355.52	12/16/09	20,055.84	1476	Long-Term
	2,569.0000	19.8600	51,020.34	12/16/09	25,356.03	1476	Long-Term
Cost Basis			*99,300.00*				
POWERSHS EXCH TRAD FD TR	**10,800.0000**	**82.9400**	**895,752.00**	**7%**	**358,029.72**		
POWERSHARES FTSE RAFI	10,800.0000	49.7891	537,722.28	08/03/10	358,029.72	1246	Long-Term
US 1000 PORTFOLIO							
SYMBOL: PRF							
SECTOR SPDR FINCL SELECT	**9,900.0000**	**21.8600**	**216,414.00**	**2%**	**97,330.80**		
SHARES OF BENEFICIAL INT	8,500.0000	11.3600	96,560.00	10/03/11	89,250.00	820	Long-Term
SYMBOL: XLF	1,400.0000	16.0880	22,523.20	12/13/12	8,080.80	383	Long-Term
Cost Basis			*119,083 20*				
SECTOR SPDR INDL SELECT	**3,300.0000**	**52.2600**	**172,458.00**	**1%**	**51,183.00**		
SHARES OF BENEFICIAL INT	3,300 0000	36.7500	121,275.00	07/20/11	51,183.00	895	Long-Term
SYMBOL· XLI							
VANGUARD FTSE EMERGING	**5,800.0000**	**41.1400**	**238,612.00**	**2%**	**16,033.80**		
MARKETS ETF	3,800 0000	38.5790	146,600.20	06/27/12	9,731.80	552	Long-Term
SYMBOL: VWO	2,000 0000	37.9890	75,978.00	07/02/13	6,302.00	182	Short-Term
Cost Basis			*222,578.20*				
VANGUARD REIT	**1,500.0000**	**64.5600**	**96,840.00**	**<1%**	**(6,882.00)**		
SYMBOL: VNQ	1,500 0000	69.1480	103,722.00	07/02/13	(6,882.00)	182	Short-Term

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
VANGUARD VALUE	**10,000.0000**	**76.3900**	**763,900.00**	**6%**	**344,341.00**		
SYMBOL: VTV	4,100.0000	41.9500	171,995.00	12/17/08	141,204.00	1840	Long-Term
	5,900.0000	41.9600	247,564.00	12/17/08	203,137.00	1840	Long-Term
Cost Basis			*419,559.00*				
WISDOMTREE TRUST	**2,900.0000**	**81.6300**	**236,727.00**	**2%**	**97,748.60**		
SMALLCAP EARNINGS	100.0000	55.0600	5,506.00	05/12/11	2,657 00	964	Long-Term
SYMBOL: EES	100.0000	55.2200	5,522.00	05/12/11	2,641.00	964	Long-Term
	100 0000	55.2500	5,525.00	05/12/11	2,638.00	964	Long-Term
	100.0000	55.3100	5,531.00	05/12/11	2,632.00	964	Long-Term
	100.0000	55.3400	5,534.00	05/12/11	2,629.00	964	Long-Term
	200.0000	55.2600	11,052.00	05/12/11	5,274.00	964	Long-Term
	1,000.0000	41.5660	41,566.00	10/03/11	40,064.00	820	Long-Term
	1,200 0000	48.9520	58,742.40	12/15/11	39,213.60	747	Long-Term
Cost Basis			*138,978.40*				

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Total FMV	12,615,026

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