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Return of Private Foundation

2015

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.

Open to Public Inspection

For calendar year 2015 or tax year beginning **2015**, 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) **\$ 18,191,183.**

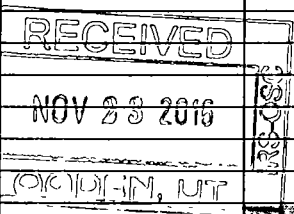
J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

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)
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	322,759.	321,986.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	481,735.			
b Gross sales price for all assets on line 6a 6,646,990.				
7 Capital gain net income (from Part IV, line 2)		484,092.		
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)				
11 Other income (attach schedule) ATCH 1.	234,314.	248,237.		
12 Total. Add lines 1 through 11	1,038,808.	1,054,315.		
13 Compensation of officers, directors, trustees, etc.	295,820.	20,707.		275,113.
14 Other employee salaries and wages	235,387.	16,477.		218,910.
15 Pension plans, employee benefits	142,639.	9,985.		132,654.
16a Legal fees (attach schedule) ATCH 2.	1,556.	778.		778.
b Accounting fees (attach schedule) ATCH 3.	37,045.	18,073.		18,972.
c Other professional fees (attach schedule) [4]	356,816.	149,842.		206,974.
17 Interest ATCH 5.	56,746.	56,746.		
18 Taxes (attach schedule) (see instructions) [6]	12,792.	5,216.		569.
19 Depreciation (attach schedule) and depletion	9,183.	643.		
20 Occupancy	83,240.	7,702.		75,538.
21 Travel, conferences, and meetings	99,169.	5,729.		76,108.
22 Printing and publications	737.	52.		685.
23 Other expenses (attach schedule) ATCH 7.	91,769.	62,388.		27,043.
24 Total operating and administrative expenses. Add lines 13 through 23.	1,422,899.	354,338.		1,033,344.
25 Contributions, gifts, grants paid	2,463,315.			2,463,315.
26 Total expenses and disbursements. Add lines 24 and 25	3,886,214.	354,338.	0.	3,496,659.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-2,847,406.			
b Net investment income (if negative, enter -0-)		699,977.		
c Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses



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	803,259.	566,063.	566,063.
	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			
	10a	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	20,717,822.	17,481,761.	17,481,761.	
14	Land, buildings, and equipment basis ▶ 216,819.				
	Less: accumulated depreciation ▶ (attach schedule) 183,322.	42,680.	33,497.	33,497.	
15	Other assets (describe ▶ ATCH 9)	160,512.	109,862.	109,862.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,724,273.	18,191,183.	18,191,183.	
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)	13,288.	1,398.	
23	Total liabilities (add lines 17 through 22)	13,288.	1,398.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	21,710,985.	18,189,785.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bidg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	21,710,985.	18,189,785.	
31	Total liabilities and net assets/fund balances (see instructions)	21,724,273.	18,191,183.		

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	21,710,985.
2	Enter amount from Part I, line 27a	2	-2,847,406.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,863,579.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	673,794.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,189,785.

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 SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
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		
a				
b				
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	484,092.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	0.

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	3,568,730.	23,139,330.	0.154228
2013	3,537,034.	24,750,655.	0.142907
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
2 Total of line 1, column (d)			2 0.684242
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.136848
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 20,048,342.
5 Multiply line 4 by line 3			5 2,743,576.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,000.
7 Add lines 5 and 6			7 2,750,576.
8 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			8 3,496,659.

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 items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Tax due', and 'Overpayment'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General?', '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 2015 or the taxable year beginning in 2015?', 'Did any persons become substantial contributors during the tax year?'.

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
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
16 At any time during calendar year 2015, 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?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here
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 2015?
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?
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)
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?
b If "Yes," did it have excess business holdings in 2015 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 2015.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2015?

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 propoganda, 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 4945(d)(4)(A)? (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		295,820.	51,135.	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
ATCH 13		171,753.	43,553.	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 14		196,528.
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)

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	19,295,324.
b	Average of monthly cash balances	1b	934,827.
c	Fair market value of all other assets (see instructions).	1c	123,496.
d	Total (add lines 1a, b, and c)	1d	20,353,647.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,353,647.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	305,305.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,048,342.
6	Minimum investment return. Enter 5% of line 5	6	1,002,417.

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

1	Minimum investment return from Part X, line 6	1	1,002,417.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	7,000.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,000.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	995,417.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	995,417.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	995,417.

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	3,496,659.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,496,659.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	7,000.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,489,659.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				995,417.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015:				
a From 2010	3,865,053.			
b From 2011	4,040,723.			
c From 2012	2,147,814.			
d From 2013	2,323,037.			
e From 2014	2,431,937.			
f Total of lines 3a through e	14,808,564.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ <u>3,496,659.</u>				
a Applied to 2014, 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 2015 distributable amount.				995,417.
e Remaining amount distributed out of corpus.	2,501,242.			
5 Excess distributions carryover applied to 2015. (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	17,309,806.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	3,865,053.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	13,444,753.			
10 Analysis of line 9				
a Excess from 2011	4,040,723.			
b Excess from 2012	2,147,814.			
c Excess from 2013	2,323,037.			
d Excess from 2014	2,431,937.			
e Excess from 2015	2,501,242.			

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

NOT APPLICABLE

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
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))

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 15

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 16

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
<p>a Paid during the year</p> <p>ATCH 17</p>				
Total ▶ 3a				2,463,315.
<p>b Approved for future payment</p> <p>ATCH 18</p>				
Total ▶ 3b				1,000,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions). Row 11B: BOOK/TAX DIFFERENCE FROM PASS-THROUGHS.

**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)	
79.		PASSTHROUGH FROM IR&M INTERMEDIATE FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
							79.	
-32.		PASSTHROUGH FROM MERGANSER CORE PLUS BON PROPERTY TYPE: SECURITIES				P	VAR	VAR
							-32.	
1,461.		PASSTHROUGH FROM LOOMIS SAYLES GLOBAL FI PROPERTY TYPE: SECURITIES				P	VAR	VAR
							1,461.	
7,727.		LTCG DISTRIBUTION - STATE STREET #10000 PROPERTY TYPE: SECURITIES				P	VAR	VAR
							7,727.	
49,855.		PASSTHROUGH FROM FRONTIER SMALL VALUE LP PROPERTY TYPE: SECURITIES				P	VAR	VAR
							49,855.	
896,642.		PASSTHROUGH FROM BOSTON TRUST COMPANY PROPERTY TYPE: SECURITIES 628,927.				P	VAR	VAR
							267,715.	
986,880.		PUBLICLY TRADED SECURITIES - STATE STREE PROPERTY TYPE: SECURITIES 981,779.				P	VAR	VAR
							5,101.	
6,583.		LTCG DISTRIBUTION - STATE STREET #10004 PROPERTY TYPE: SECURITIES				P	VAR	VAR
							6,583.	
-25,424.		PASSTHROUGH FROM AXIOM EMERGING MARKETS PROPERTY TYPE: SECURITIES				P	VAR	VAR
							-25,424.	
420,348.		STEELHEAD NAVIGATOR COMPLETE REDEMPTION PROPERTY TYPE: SECURITIES 500,000.				P	VAR	VAR
							-79,652.	
161,235.		AVENUE INTERNATIONAL PARTIAL REDEMPTION PROPERTY TYPE: SECURITIES 154,223.				P	VAR	VAR
							7,012.	
-49,800.		PASSTHROUGH FROM FCA ELEMENT LLC PROPERTY TYPE: SECURITIES				P	VAR	VAR
							-49,800.	

**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)	
89,537.		PASSTHROUGH FROM LEGACY VENTURE II LLC PROPERTY TYPE: SECURITIES				P	VAR 89,537.	VAR
131,115.		PASSTHROUGH FROM LEGACY VENTURE III LLC PROPERTY TYPE: SECURITIES				P	VAR 131,115.	VAR
163,868.		PASSTHROUGH FROM LEGACY VENTURE IV LLC PROPERTY TYPE: SECURITIES				P	VAR 163,868.	VAR
-5,997.		PASSTHROUGH FROM METROPOLITAN REAL ESTAT PROPERTY TYPE: SECURITIES				P	VAR -5,997.	VAR
8,911.		PASSTHROUGH FROM SPINNAKER GLOBAL EMERGI PROPERTY TYPE: SECURITIES				P	VAR 8,911.	VAR
3,806,829.		PUBLICLY TRADED SECURITIES - BNY MELLON PROPERTY TYPE: SECURITIES 3,897,969.				P	VAR -91,140.	VAR
31.		PASSTHROUGH FROM WINDROSE - EM LLC PROPERTY TYPE: SECURITIES				P	VAR 31.	VAR
-5,934.		PASSTHROUGH FROM WINDROSE ACG LLC PROPERTY TYPE: SECURITIES				P	VAR -5,934.	VAR
2,236.		LTCG DISTRIBUTION - GOLDMAN SACHS PROPERTY TYPE: SECURITIES				P	VAR 2,236.	VAR
840.		LTCG DISTRIBUTION - BOSTON TRUST COMPANY PROPERTY TYPE: SECURITIES				P	VAR 840.	VAR
TOTAL GAIN (LOSS)							<u>484,092.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PASS THROUGH FROM P'SHIP- OTHER INC	205,811.	205,811.
GROSS RENTS	2,016.	2,016.
NON-TAXABLE PARTNERSHIP INCOME	-14,740.	
PASS THROUGH FROM P'SHIP-RENTAL INC	-440.	-430.
PASS THROUGH FROM P'SHIP-ORD INCOME	-13,673.	-14,500.
PASS THROUGH FROM P'SHIP-SEC 988 INC	55,340.	55,340.
	<u>234,314.</u>	<u>248,237.</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>
RIDDELL WILLIAMS, P.S.	556.	278.		278.
DAVIS WRIGHT TREMAINE LLP	1,000.	500.		500.
TOTALS	<u>1,556.</u>	<u>778.</u>		<u>778.</u>

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	18,001.	9,000.		9,001.
SWEENEY CONRAD	18,000.	9,000.		9,000.
ADMINISTRATIVE FEES	1,044.	73.		971.
TOTALS	<u>37,045.</u>	<u>18,073.</u>		<u>18,972.</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	175,610.		175,610.
INVESTMENT MANAGEMENT FEES	148,866.	148,866.	
ADVISORY BOARD STIPEND	18,400.		18,400.
COMPUTER SUPPORT	13,940.	976.	12,964.
TOTALS	<u>356,816.</u>	<u>149,842.</u>	<u>206,974.</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	56,746.	56,746.
TOTALS	<u>56,746.</u>	<u>56,746.</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	612.	43.	569.
FOREIGN TAXES	5,180.	5,173.	
FEDERAL EXCISE TAXES	7,000.		
TOTALS	<u>12,792.</u>	<u>5,216.</u>	<u>569.</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	62,690.	62,690.	
OFFICE SUPPLIES	2,377.	166.	2,210.
TELEPHONE	11,852.	830.	11,022.
POSTAGE & DELIVERY	716.	50.	666.
STAFF DEVELOPMENT	1,407.	98.	1,309.
MISC EXPENSES	1,695.	119.	1,576.
LIABILITY INSURANCE	5,653.	396.	5,257.
REPAIRS & MAINTENANCE	3,088.	216.	2,872.
DUES & SUBSCRIPTIONS	910.	64.	846.
PASS THROUGH FROM P'SHIP - CHARITABLE CONTRIBUTION	7.		7.
KITCHEN SUPPLIES	1,374.	96.	1,278.
EXPENSES ALLOCATED TO UBTI		-2,337.	
TOTALS	<u>91,769.</u>	<u>62,388.</u>	<u>27,043.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LEGACY VENTURE II, LLC	450,791.	450,791.
METROPOLITAN REAL EST PARTNERS	191,466.	191,466.
WALDEN LARGE CAP CORE	769,852.	769,852.
LEGACY VENTURE III	517,481.	517,481.
LEGACY VENTURE IV	1,127,779.	1,127,779.
STEELHEAD NAVIGATOR HEDGED EQ	21,012.	21,012.
SS EQUITITES & FIXED INCOME FD		
SS NEUBERGER BERMAN US EQUITY		
ARCHIPELAGO HOLDINGS	820,279.	820,279.
BAY POND HEDGED EQUITY	909,543.	909,543.
DSAM HEDGED EQUITY	669,711.	669,711.
AVENUE INTERNATIONAL	316,981.	316,981.
FCA ELEMENT HEDGE FUND	1,149,020.	1,149,020.
IR&M INTERMEDIATE FUND	1,610,094.	1,610,094.
MERGANSER CORE PLUS BOND FUND	1,960,431.	1,960,431.
LOOMIS SAYLES GLOBAL FIXED INC	899,865.	899,865.
FRONTIER SMALL VALUE	618,834.	618,834.
WHV INTERNATIONAL EQUITY		
AXIOM EMERGING MARKETS	379,586.	379,586.
SPINNAKER GLOBAL EM FUND	511,845.	511,845.
GLENVIEW CAPITAL PARTNERS	450,572.	450,572.
BANK OF NEW YORK	1,954,536.	1,954,536.
ARROW STREET	772,746.	772,746.
BAXTER STREET	685,581.	685,581.
ACADIAN EMERGING MARKETS	196,062.	196,062.
EDGEWOOD LARGE CAP GROWTH	497,694.	497,694.
TOTALS	<u>17,481,761.</u>	<u>17,481,761.</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	105,521.	105,521.
MISCELLANEOUS RECEIVABLE		
TOTALS	<u>109,862.</u>	<u>109,862.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
MASTERCARD BALANCE	1,398.
MEDICAL PREMIUMS PAYABLE	
TOTALS	<u>1,398.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS ON INVESTMENTS	673,794.
TOTAL	<u>673,794.</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 40.00	171,604.	32,907.	0.
SHERRY E. BRAINERD 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	VP/SECRETARY 5.00	0.	0.	0.
NALINDA KEHOE 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	CO-DIRECTOR 30.00	124,216.	18,228.	0.
GRAND TOTALS		295,820.	51,135.	0.

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

ATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
CRYSTAL ANDERSON 1601 2ND AVE, STE 610 SEATTLE, WA 98101	CONTROLLER 25.00	66,839.	14,497. 0.
HARRIET CAMBRIDGE 1601 2ND AVE, STE 610 SEATTLE, WA 98101	OFFICE MANAGER 40.00	55,495.	23,073. 0.
JAMES OWENS 1601 2ND AVE, STE 610 SEATTLE, WA 98101	PROGRAM OFFICER 40.00	49,419.	5,983. 0.
	TOTAL COMPENSATION	<u>171,753.</u>	<u>43,553. 0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<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	77,160.
WINDROSE ADVISORS 800 BOYLSTON STREET, 24TH FL BOSTON, MA 02199	INVESTMENT MNGMT	119,368.
	TOTAL COMPENSATION	<u>196,528.</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 990OFF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PROGRAM GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	ENVIRONMENTAL PRESERVATION	2,296,000.
GRASSROOTS GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	ENVIRONMENTAL PRESERVATION	32,000.
OPPORTUNITY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	ENVIRONMENTAL PRESERVATION	47,790.
EXECUTIVE DIRECTOR GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	ENVIRONMENTAL PRESERVATION	62,485.
MATCHING GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	GENERAL SUPPORT	5,040.
BOD DISCRETIONARY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PC	ENVIRONMENTAL PRESERVATION	20,000.
<u>TOTAL CONTRIBUTIONS PAID</u>			<u>2,463,315.</u>

THE BRAINERD FOUNDATION

91-1675591

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

ATTACHMENT 18

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHMENT B

N/A

ENVIRONMENTAL PRESERVATION

1,000,000.

ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE

PC

ON REQUEST

TOTAL CONTRIBUTIONS APPROVED

1,000,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME	900003	1,590.	14	246,221.	
BOOK/TAX DIFFERENCES					-16,976.
RENTAL INCOME			16	2,016.	
TOTALS		<u>1,590.</u>		<u>248,237.</u>	<u>-16,976.</u>

The Brainerd Foundation
Transaction Detail By Account
January through December 2015

3 11 PM
04/19/16

	Date	Name	Name Address	Original Amount	Balance
Grantmaking					
Program Grants					
	03/01/2015			0 00	0 00
	03/20/2015	National Caucus of Enviro Legislators	Enviro Legislators 218 D Street SE, 1st Floor Washington, DC 20003	50,000 00	50,000 00
	03/20/2015	Washington Environmental Council	Council 1402 Third Avenue, Ste 1400 Seattle, WA 98101	100,000 00	150,000 00
	03/20/2015	The Nature Conservancy	32 S Ewing St Suite 215 Helena, MT 59601	45,000 00	195,000 00
	03/20/2015	Trout Unlimited	1777 North Kent Street, # 100 Arlington, VA 22209	15,000 00	210,000 00
	03/20/2015	Blackfoot Challenge	PO Box 103 405 Main Street Ovando, MT 59854	48,000 00	258,000 00
	03/20/2015	Heart of the Rockies Initiative	1790 East 2000 South Dnggs, ID 83422	55,000 00	313,000 00
	03/20/2015	WaterWatch of Oregon	213 SW Ash Suite 208 Portland, Oregon 97204	0 00	313,000 00
	03/20/2015	Wildlife Conservation Society	North America Program 2300 Southern Boulevard Bronx, NY 10460	40,000 00	353,000 00
	03/20/2015	Wildsight	2-495 Wallinger Avenue Kimberley, BC V1A 1Z6 Canada	60,000 00	413,000 00
	03/20/2015	Earthjustice	705 Second Avenue, Suite 203 Seattle, WA 98104	50,000 00	463,000 00
	03/20/2015	Environmental Leadership Program	Program PO Box 907 Greenbelt, MD 20768-0907	10,000 00	473,000 00
	03/20/2015	Washington Bus Education Fund	Education Fund 307 3rd Avenue S Ste 530 Seattle, WA 98104	30,000 00	503,000 00
	03/20/2015	Oregon Natural Desert Association Inc	50 SW Bond St , Suite 4 Bend, OR 97702	75,000 00	578,000 00
	03/20/2015	WaterWatch of Oregon	213 SW Ash Suite 208 Portland, Oregon 97204	30,000 00	608,000 00
	07/01/2015			0 00	608,000 00
	07/08/2015	Climate Solutions	1402 3rd Avenue Suite 1305 Seattle, WA 98101	45,000 00	653,000 00
	07/08/2015	Conserv Voters for ID Ed Fund	PO Box 2802 Boise, ID 83701	40,000 00	693,000 00
	07/08/2015	Idaho Conservation League	PO Box 844 Boise, ID 83701-0844	50,000 00	743,000 00
	07/08/2015	Oregon Environmental Council	222 NW Davis Street Suite 309 Portland, OR 97209-3900	50,000 00	793,000 00
	07/08/2015	OLCV Ed Fund	Voters Education Fund 133 SW 2nd Ave, Ste 200 Portland, OR 97204	75,000 00	868,000 00
	07/08/2015	Alaska Center for the Environment	Environment 921 W 6th Ave Suite 200 Anchorage, AK 99501	100,000 00	968,000 00
	07/08/2015	Montana Conservation Voters Ed Fund	Voters Ed Fund Box 853 Billings, MT 59103	60,000 00	1,028,000 00
	07/08/2015	Central OR Landwatch	50 SW Bond St, Suite 4 Bend, OR 97702	25,000 00	1,053,000 00
	07/08/2015	Salmon Valley Stewardship	107 S Center St Salmon, ID 83467	40,000 00	1,093,000 00
	07/08/2015	Trust for Public Land	Bend Office 808 SW 3rd Ave Ste 570 Portland, OR 97204	25,000 00	1,118,000 00
	07/08/2015	Centennial Valley Association	PO Box 240077 Dell, MT 59724	20,000 00	1,138,000 00
	07/08/2015	National Wildlife Federation	11100 Wildlife Center Drive Reston, VA 20190-5362	30,000 00	1,168,000 00
	07/08/2015	Trout Unlimited	1777 North Kent Street, # 100 Arlington, VA 22209	35,000 00	1,203,000 00
	07/08/2015	League of Conserv Voters Ed Fnd	Voters Education Fund 1920 L Street NW Suite 800	50,000 00	1,253,000 00
	07/08/2015	Social Venture Partners	220 Second Avenue South Suite 300 Seattle, WA 98104	75,000 00	1,328,000 00
	07/08/2015	Tides Foundation	The Presidio PO Box 29903 San Francisco, CA 94129-0903	35,000 00	1,363,000 00
	07/08/2015	Trout Unlimited	1777 North Kent Street, # 100 Arlington, VA 22209	55,000 00	1,418,000 00
	07/08/2015	University of Montana Foundation	Foundation PO Box 7159 Missoula, MT 59807-7159	60,000 00	1,478,000 00
	09/24/2015	Oregon Natural Desert Association Inc	50 SW Bond St , Suite 4 Bend, OR 97702	30,000 00	1,508,000 00
	11/04/2015	Montana Environmental Information Center	Information Center Post Office Box 1184 Helena, Montana 59624	50,000 00	1,558,000 00
	11/04/2015	Renewable Energy Alaska Project	308 G Street, Suite 225 Anchorage, AK 99501	30,000 00	1,588,000 00
	11/04/2015	Tides Foundation	The Presidio PO Box 29903 San Francisco, CA 94129-0903	50,000 00	1,638,000 00
	11/04/2015	Trustees for Alaska	1026 West 4th Ave, Suite 201 Anchorage, AK 99501	40,000 00	1,678,000 00
	11/04/2015	Lemhi Regional Land Trust	PO Box 871 Salmon, ID 83467	50,000 00	1,728,000 00
	11/04/2015	Big Hole Watershed Committee	PO Box 21 Divide, MT 59727	35,000 00	1,763,000 00
	11/04/2015	People and Carnivores	PO Box 6733 Bozeman, MT 59771	35,000 00	1,798,000 00
	11/04/2015	Resource Media	600 Stewart St, Suite 1201 Seattle, WA 98101	75,000 00	1,873,000 00
	11/04/2015	Sightline Institute	1402 Third Avenue, Suite 500 Seattle, WA 98101	40,000 00	1,913,000 00
	11/04/2015	Alaska Conservation Foundation	Foundation 911 West 8th Ave , Suite 300 Anchorage, AK 99501	23,000 00	1,936,000 00
	11/04/2015	Bus Project Foundation	333 SE 2nd Avenue Portland, OR 97214	35,000 00	1,971,000 00
	11/04/2015	Community Initiatives	354 Pine Street San Francisco, CA 94104	50,000 00	2,021,000 00
	11/04/2015	Ecojustice Canada Society	Suite 214-131 Water Street Vancouver, BC V6B 4M3 Canada	40,000 00	2,061,000 00
	11/04/2015	Grist Magazine	710 2nd Ave, Ste 860 Seattle, WA 98104	30,000 00	2,091,000 00
	11/04/2015	Headwaters Economics	PO Box 7059 Bozeman, MT 59771	60,000 00	2,151,000 00
	11/04/2015	National Caucus of Enviro Legislators	Enviro Legislators 218 D Street SE, 1st Floor Washington, DC 20003	20,000 00	2,171,000 00
	11/04/2015	New Venture Fund	1201 Connecticut Avenue NW Suite 300 Washington, DC 20036	100,000 00	2,271,000 00
	11/04/2015	Oregon Community Foundation	Foundation 1221 SW Yamhill St , Suite 100 Portland, OR 97205	15,000 00	2,286,000 00
	12/03/2015	Salmon Valley Stewardship	107 S Center St Salmon, ID 83467	10,000 00	2,296,000 00
Total Program Grants					2,296,000 00
Grassroots Grants					
	03/26/2015	Soda Mountain Wildemess Council	Council P O Box 512 Ashland, OR 97520	10,000 00	10,000 00
	07/28/2015	Rvershed Society of BC	213, 300 Klahanie Drive Port Moody, BC V3H 5K8 Canada	5,000 00	15,000 00
	08/11/2015	Oregon Natural Desert Association Inc	50 SW Bond St, Suite 4 Bend, OR 97702	10,000 00	25,000 00
	11/30/2015	Ruby Valley Conservation District	District PO Box 295 Shendan, MT 59749	7,000 00	32,000 00
Total Grassroots Grants					32,000 00
Opportunity Grants					
	01/13/2015	Earth Island Institute	2150 Aliston Way, Suite 460 Berkeley, CA 94704-1375	3,000 00	3,000 00
	03/26/2015	Southeast Alaska Conservation Council	Council 224 Gold St Juneau, AK 99801	3,000 00	6,000 00
	03/26/2015	KS Wild	Klamath Siskyou Wildlands Ctr PO Box 102 Ashland, OR 97520	3,000 00	9,000 00
	04/14/2015	The Wildlife Society Montana Chapter	Montana Chapter 212 Minor Lake Rd Troy, MT 59935	3,000 00	12,000 00

The Brainerd Foundation
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Date	Name	Name Address	Original Amount	Balance
05/15/2015	Big Hole Watershed Committee	PO Box 21 Divide, MT 59727	3,000 00	15,000 00
05/26/2015	Northwest Connections	PO Box 1309 Swan Valley, MT 59826	3,000 00	18,000 00
06/04/2015	Sierra Club of BC Foundation	301 - 2994 Douglas Street Victoria, BC V8T4N4 Canada	1,490 00	19,490 00
06/04/2015	Pacific Rivers Council, Inc	317 SW Alder, Suite 900 Portland, OR 97204	3,000 00	22,490 00
06/25/2015	Oregon Environmental Council	222 NW Davis Street, Suite 309 Portland OR 97209-3900	800 00	23,290 00
09/14/2015	Canadian Parks & Wildemess Soc	BC Chapter 410 - 698 Seymour Street Vancouver, BC V6B 3K6	3,000 00	26 290 00
09/14/2015	Idaho Organization of Resource Councils	Councils 910 W Main St. Suite 244 Boise ID 83702	3,000 00	29,290 00
09/24/2015	Alaska Center for the Environment	Environment 921 W 6th Ave Suite 200 Anchorage, AK 99501	3,000 00	32,290 00
10/02/2015	Cook Inletkeeper	PO Box 3269 Homer, AK 99603	3,000 00	35,290 00
10/02/2015	Georgia Strait Alliance	195 Commercial Street #201 Nanaimo, BC V9R 5G5	3,000 00	38,290 00
11/19/2015	Earth Island Institute	2150 Aliston Way, Suite 460 Berkeley, CA 94704-1375	3,000 00	41,290 00
11/19/2015	Blackfoot Challenge	PO Box 103 405 Main Street Ovando, MT 59854	3,000 00	44,290 00
12/14/2015	Future West	PO Box 1253 Bozeman, MT 59771	500 00	44,790 00
12/14/2015	Trustees for Alaska	1026 West 4th Ave., Suite 201 Anchorage, AK 99501	3,000 00	47,790 00
Total Opportunity Grants				47,790 00
Executive Director Grants				
01/13/2015	Headwaters Economics	PO Box 7059 Bozeman MT 59771	5,000 00	5,000 00
03/26/2015	Keystone Conservation	PO Box 6733 Bozeman, MT 59771	5,000 00	10,000 00
04/14/2015	Salmon Valley Stewardship	107 S Center St Salmon, ID 83467	3,700 00	13,700 00
06/04/2015	Tides Foundation	The Presidio PO Box 29903 San Francisco, CA 94129-0903	3,785 00	17,485 00
06/25/2015	Central Oregon LandWatch	50 SW Bond St, Suite 4 Bend, OR 97702	10,000 00	27,485 00
10/09/2015	Conserv Voters for ID Ed Fund	PO Box 2802 Boise, ID 83701	10,000 00	37,485 00
10/23/2015	Tides Foundation	The Presidio PO Box 29903 San Francisco, CA 94129-0903	10,000 00	47,485 00
11/20/2015	American Rivers	317 SW Alder St, Suite 900 Portland, OR 97204	10,000 00	57,485 00
12/15/2015	The University of Oregon Foundation	Knight Library/University of OR 1501 Kincade Eugene, OR 97403-1299	5,000 00	62,485 00
Total Executive Director Grants				62,485 00
Matching				
01/13/2015	Idaho Conservation League	PO Box 844 Boise, ID 83701-0844	200 00	200 00
01/29/2015	Planned Parenthood	2001 East Madison Street Seattle, WA 98122	100 00	300 00
01/29/2015	UCSF Foundation	220 Montgomery Street, 5th floor UCSF Box 0248 San Francisco, CA 94143-024	100 00	400 00
01/29/2015	Fund for The Needy	1000 Denny Way Seattle, WA 98109	100 00	500 00
03/10/2015	Seattle Aquarium	PO Box 24458 Seattle, WA 98124	0 00	500 00
03/10/2015	Seattle Aquanum	PO Box 24458 Seattle, WA 98124	100 00	600 00
03/26/2015	KUOW	4518 University Way NE Suite 310 Seattle, WA 98105	50 00	650 00
04/14/2015	African Wildlife Federation	1400 Sixteenth Street, NW Suite 120 Washington DC 20036	0 00	650 00
04/14/2015	Montana Environmental Information Center	Information Center Post Office Box 1184 Helena, Montana 59624	200 00	850 00
04/14/2015	St. Jude	501 St Jude Place Memphis, TN 38105	100 00	950 00
04/14/2015	African Wildlife Federation	1400 Sixteenth Street, NW Suite 120 Washington DC 20036	200 00	1,150 00
04/30/2015	Doctors without Borders	USA PO Box 5030 Heggstown, MD 21741-5030	100 00	1,250 00
05/15/2015	Grist Magazine	710 2nd Ave, Ste 860 Seattle, WA 98104	50 00	1,300 00
05/15/2015	Washington Environmental Council	Council 1402 Third Avenue, Ste 1400 Seattle, WA 98101	300 00	1,600 00
05/15/2015	Conservation Northwest	1208 Bay Street, Suite 201 Bellingham, WA 98225	150 00	1,750 00
05/26/2015	African Wildlife Federation	1400 Sixteenth Street, NW Suite 120 Washington DC 20036	-200 00	1,550 00
05/26/2015	African Wildlife Foundation	1400 Sixteenth Street, NW Suite 120 Washington, DC 20038-2249	200 00	1,750 00
06/25/2015	National MS Society	PO Box 4527 New York, NY 10163	50 00	1,800 00
06/25/2015	Big Hole Watershed Committee	PO Box 21 Divide MT 59727	100 00	1,900 00
06/25/2015	Centennial Valley Association	PO Box 240077 Dell, MT 59724	200 00	2,100 00
06/25/2015	Lemhi Regional Land Trust	PO Box 871 Salmon, ID 83467	200 00	2,300 00
06/25/2015	Oregon Natural Desert Association Inc	50 SW Bond St, Suite 4 Bend, OR 97702	100 00	2,400 00
06/25/2015	Salmon Valley Stewardship	107 S Center St Salmon, ID 83467	200 00	2,600 00
06/25/2015	Whitman College	345 Boyer Ave Walla Walla WA 99362-9912	200 00	2,800 00
07/08/2015	SummeRun	Ovanan Cancer Research # 701 801 Broadway Seattle, WA 98122	60 00	2,860 00
07/22/2015	Friends of the Earth	1100 15th Street NW, 11th Floor Washington, DC 20005	0 00	2,860 00
09/30/2015	Montana Environmental Information Center	Information Center Post Office Box 1184 Helena, Montana 59624	300 00	3,160 00
10/02/2015	KPLU FM 88.5	Pacific Lutheran University 12180 Park Ave S Tacoma, WA 98447-0885	40 00	3,200 00
10/26/2015	Ploughshares Fund	1808 Wedemeyer Street, #200 The Presidio of San Francisco San Francisco, CA	300 00	3,500 00
10/26/2015	Greenpeace	702 H Street NW #700 Washington, DC 20001	400 00	3,900 00
10/26/2015	Idaho Conservation League	PO Box 844 Boise, ID 83701-0844	200 00	4,100 00
10/26/2015	Central Oregon LandWatch	50 SW Bond St, Suite 4 Bend, OR 97702	200 00	4,300 00
10/26/2015	Earthjustice	705 Second Avenue, Suite 203 Seattle, WA 98104	400 00	4,700 00
10/26/2015	Westside School	10015 28th Ave SW Seattle, WA 98146	200 00	4,900 00
11/30/2015	Kiva	875 Howard St Suite #340 San Francisco, CA 94103	100 00	5,000 00
12/07/2015	Heifer International	1 World Avenue Little Rock, AR 72202	40 00	5,040 00
Total Matching				5,040 00
BOD Discretionary				
03/20/2015	Oregon Natural Desert Association Inc	50 SW Bond St, Suite 4 Bend, OR 97702	0 00	0 00
03/20/2015	Oregon Natural Desert Association Inc	50 SW Bond St, Suite 4 Bend, OR 97702	1,000 00	1,000 00

ATTACHMENT A

The Brainerd Foundation
Transaction Detail By Account
 January through December 2015

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<u>Date</u>	<u>Name</u>	<u>Name Address</u>	<u>Original Amount</u>	<u>Balance</u>
03/20/2015	Oregon Natural Desert Association Inc	50 SW Bond St, Suite 4 Bend, OR 97702	-1,000 00	0 00
11/10/2015	BirdNote	PO Box 99456 Seattle, WA 98139	10,000 00	10,000 00
12/08/2015	Trout Unlimited	1777 North Kent Street, # 100 Arlington, VA 22209	5,000 00	15,000 00
12/08/2015	Deschutes Land Trust	210 NW Irving St, 102 Bend OR 97701	2,000 00	17,000 00
12/08/2015	Central Oregon LandWatch	50 SW Bond St, Suite 4 Bend, OR 97702	1,000 00	18,000 00
12/08/2015	Resource Media	600 Stewart St, Suite 1201 Seattle, WA 98101	1,000 00	19,000 00
12/08/2015	Center for Alaskan Coastal Studies	Studies 708 Smokey Bay Way Homer, AK 99603	500 00	19,500 00
12/08/2015	Great Old Broads for Wilderness	Wilderness PO Box 2924 Durango, CO 81302	500 00	20,000 00
	Total BOD Discretionary			<u>20,000 00</u>
	Total Grantmaking			<u>2,463,315 00</u>
	TOTAL			<u><u>2,463,315 00</u></u>

THE BRAINERD FOUNDATION
 TOTAL

2,463,315.00

Brainerd Foundation		Grants Scheduled for payment in 2016							
Scheduled Payment Date	Organization	Amt	Fund	Grant Cycle	Budget	Notes			
03/17/2016	Washington Environmental Council	100000	Conservation Policy	March 2015 Docket	D1 Policy March 2016	2 of 2			
03/25/2016	Earthjustice, Seattle Office	50000	Conservation Capacity	March 2015 Docket	D1 Capacity March 2016	2 of 2			
03/25/2016	Wildsight	60000	Place-based Conservation	March 2015 Docket	D1 P-based Mar 2016	2 of 2			
03/25/2016	WaterWatch	30000	Place-based Conservation	March 2015 Docket	D1 P-based Mar 2016	2 of 2			
03/25/2016	Heart of the Rockies Initiative	35000	Place-based Conservation	March 2015 Docket	D1 P-based Mar 2016	2 of 2			
03/27/2016	Blackfoot Challenge	40000	Place-based Conservation	March 2015 Docket	D1 P-based Mar 2016	2 of 2			
07/13/2016	League of Conservation Voters Education Fund	50000	Conservation Capacity	July 2015 Docket	D2 Capacity June 2016	2 of 2			
07/15/2016	University of Montana	60000	Conservation Capacity	July 2015 Docket	D2 Capacity June 2016	2 of 2			
07/15/2016	Trout Unlimited	55000	Conservation Capacity	July 2015 Docket	D2 Capacity June 2016	2 of 2			
07/15/2016	Dogwood Initiative	35000	Conservation Capacity	July 2015 Docket	D2 Capacity June 2016	2 of 2			
07/15/2016	Social Venture Partners	75000	Conservation Capacity	July 2015 Docket	D2 Capacity June 2016	2 of 2			
07/15/2016	Trout Unlimited, Bend Office	35000	Place-based Conservation	July 2015 Docket	D2 P-based June 2016	2 of 2			
07/15/2016	Central Oregon	50000	Conservation Policy	July 2015 Docket	D2 Policy June 2016	2 of 2			
07/15/2016	Montana Conservation Voters Education Fund	50000	Conservation Policy	July 2015 Docket	D2 Policy June 2016	2 of 2			
10/28/2016	Montana Environmental Information Center	50000	Conservation Policy	Nov 2015 Docket	D3 Policy Nov 2016	2 of 2			
11/06/2016	Tides Foundation	45000	Conservation Policy	Nov 2015 Docket	D3 Policy Nov 2016	2 of 2			
11/06/2016	Trustees for Alaska	40000	Conservation Policy	Nov 2015 Docket	D3 Policy Nov 2016	2 of 2			
11/06/2016	Grist Magazine	30000	Conservation Capacity	Nov 2015 Docket	D3 Capacity Nov 2016	2 of 2			
11/06/2016	Headwaters Economics	60000	Conservation Capacity	Nov 2015 Docket	D3 Capacity Nov 2016	2 of 2			
Varies	Allocation for various grantees in early 2016	100,000	Conservation Capacity	Nov 2015 Docket	D3 Capacity Nov 2016	2 of 2			

1,000,000 Total

total

Brainerd Foundation
Fixed Asset Reconciliation
For the Year Ended 2015

<u>Cost</u>	<u>Computers</u>	<u>Furniture</u>	<u>LHI</u>	<u>Total</u>
Beginning Balance	66,778.69	106,859.89	52,753.84	226,392.42
Additions				0.00
Disposals	-9,573.31			-9,573.31
Ending Balance	57,205.38	106,859.89	52,753.84	216,819.11
<u>Accumulated Depreciation</u>				
Beginning Balance	-53,424.53	-104,195.55	-26,092.01	-183,712.09
Depreciation Expense	-7,143.78	-687.07	-1,352.61	-9,183.46
Disposals	9,573.31			9,573.31
Ending Balance	-50,995.00	-104,882.62	-27,444.62	-183,322.24
<u>Net Book Value</u>	6,210.38	1,977.27	25,309.22	33,496.87