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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2008

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning 03/01, 2008, and ending 02/28, 2009
G Check all that apply Initial return Final return Amended return Address change Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

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

30 E. SEVENTH ST, SUITE 2000

City or town, state, and ZIP code

ST PAUL, MN 55101-4930

A Employer identification number

41-6012063

B Telephone number (see page 10 of the instructions)

(651) 228-0935

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 ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,556,812
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 page 11 of the 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	1,424.	1,424.		STMT 1
4 Dividends and interest from securities	173,767.	178,268.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-38,158.			
b Gross sales price for all assets on line 6a	1,332,653.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain			213.	
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)	5,000.	72,660.		STMT 3
12 Total. Add lines 1 through 11	142,033.	252,352.	213.	
13 Compensation of officers, directors, trustees, etc.	NONE			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	40,070.	20,035.	NONE	20,035.
c Other professional fees (attach schedule)				
17 Interest STMT 5		2,255.		
18 Taxes (attach schedule) (see page 14 of the instructions)	14,500.	4,730.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 7	1,475.	32,860.		1,475.
24 Total operating and administrative expenses. Add lines 13 through 23	56,045.	59,880.	NONE	21,510.
25 Contributions, gifts, grants paid	439,260.			437,550.
26 Total expenses and disbursements. Add lines 24 and 25	495,305.	59,880.	NONE	459,060.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-353,272.			
b Net investment income (if negative, enter -0-)		192,472.		
c Adjusted net income (if negative, enter -0-)			213.	

Revenue

Operating and Administrative Expenses

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. ** STMT 6

Form 990-PF (2008)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	47,461.	40,704.	40,704.
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	304,003.	199,277.	186,369.
	b Investments - corporate stock (attach schedule) STMT 9	5,077,779.	5,299,849.	2,730,741.
	c Investments - corporate bonds (attach schedule) STMT 10	2,043,260.	1,469,402.	1,209,268.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 11	1,331,016.	1,521,390.	1,389,730.
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,803,519.	8,530,622.	5,556,812.	
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 ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	8,803,519.	8,530,622.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30 Total net assets or fund balances (see page 17 of the instructions)	8,803,519.	8,530,622.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,803,519.	8,530,622.		

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	8,803,519.
2 Enter amount from Part I, line 27a	2	-353,272.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	80,376.
4 Add lines 1, 2, and 3	4	8,530,623.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,530,622.

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)			2	-4,134.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3	213.	
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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 page 18 of 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))
2007	410,059.	9,391,709.	0.043662
2006	303,040.	8,941,834.	0.033890
2005	377,080.	8,258,739.	0.045658
2004	274,850.	7,551,751.	0.036396
2003	153,448.	6,621,691.	0.023174
2 Total of line 1, column (d)			0.182780
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			0.036556
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			7,368,164.
5 Multiply line 4 by line 3			269,351.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,925.
7 Add lines 5 and 6			271,276.
8 Enter qualifying distributions from Part XII, line 4			459,060.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,925.
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	
3 Add lines 1 and 2		3	1,925.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,925.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6 a	13,505.	
b Exempt foreign organizations-tax withheld at source	6 b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6 c	NONE	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	13,505.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	11,580.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax 5,000. Refunded	11	6,580.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MN,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2008)

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)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> NONE				
14	The books are in care of <input type="checkbox"/> FIDUCIARY COUNSELLING, INC. Telephone no <input type="checkbox"/> 651-228-0935			
Located at <input type="checkbox"/> 30 E. SEVENTH ST, STE 2000, ST PAUL, MN ZIP + 4 <input type="checkbox"/> 55101-4930				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? <input type="checkbox"/>	1b	N/A
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 2008? <input type="checkbox"/>	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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 page 20 of the instructions.) <input type="checkbox"/>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 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 2008) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2008? <input type="checkbox"/>	4b	X

Form 990-PF (2008)

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ **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? ☒ 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** ☒
- If you answered "Yes" to 6b, also 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? ☐ **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 (see page 22 of the 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
SEE STATEMENT 14		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
NONE				

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2008)

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 page 23 of the instructions). 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 NONE

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 page 23 of the instructions)

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 page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2008)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6,891,697.
b	Average of monthly cash balances	1b	118,191.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	470,482.
d	Total (add lines 1a, b, and c)	1d	7,480,370.
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	NONE
3	Subtract line 2 from line 1d	3	7,480,370.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	112,206.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,368,164.
6	Minimum investment return. Enter 5% of line 5	6	368,408.

Part XI Distributable Amount (see page 25 of the 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	368,408.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,925.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,925.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	366,483.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	366,483.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	366,483.

Part XII Qualifying Distributions (see page 25 of the 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	459,060.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	459,060.
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 page 26 of the instructions)	5	1,925.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	457,135.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				366,483.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			454,618.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008.				
a From 2003				
b From 2004	NONE			
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4. ► \$ 459,060.				
a Applied to 2007, but not more than line 2a			454,618.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				4,442.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008	NONE			NONE
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
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 page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				362,041.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	NONE			

Part XIV Private Operating Foundations (see page 27 of the 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 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
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 page 27 of the 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))

ROBERT J. SIVERTSEN BY ATTRIBUTION OF WIFE, SARAH-MAUD W. SIVERTSEN

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

THE FOUNDATION DOES NOT OWN 10% OR MORE OF THE STOCK OR INTEREST IN ANY CORPORATION OR ANY ENTITY

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 15

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

SCHEDULE ATTACHED

c Any submission deadlines

SCHEDULE ATTACHED

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

SCHEDULE ATTACHED

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i> SEE ATTACHED				439,260.
Total			3a	439,260.
b <i>Approved for future payment</i>				
Total			3b	

Part XVII

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here	JSM J.S. Micarsy 1/18/2010		SECRETARY/TREASURER	
	Signature of officer or trustee		Title	
Paid Preparer's Use Only	Preparer's signature [Signature] 1/17/2010		Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) P00633314
	Firm's name (or yours if self-employed), address, and ZIP code FIDUCIARY COUNSELLING, INC. 30 E. 7TH STREET, SUITE 2000 SAINT PAUL, MN 55101-4930			EIN ▶ 41-0445819 Phone no 651-228-0935

Form **990-PF** (2008)

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)	
		CLEARWATER SMALL CAP FUND					12/29/2006	08/08/2008
15,055.		17,656.					-2,601.	
		CLEARWATER SMALL CAP FUND					12/29/2006	08/08/2008
13,859.		16,254.					-2,395.	
		CLEARWATER SMALL CAP FUND					12/31/2003	08/08/2008
1,086.		1,249.					-163.	
		EATON VANCE T-M EMERGING MKTS					12/24/2007	08/08/2008
2,739.		3,250.					-511.	
		EATON VANCE T-M EMERGING MKTS					12/24/2007	08/08/2008
2,709.		3,214.					-505.	
		EATON VANCE T-M EMERGING MKTS					05/15/2007	08/08/2008
12,302.		12,361.					-59.	
		LOOMIS SAYLES BOND INSTL					11/04/2008	01/23/2009
121,985.		119,442.					2,543.	
		PIMCO TOTAL RETURN FD INST					02/29/2008	08/08/2008
1,428.		1,480.					-52.	
		WASH SALE					02/29/2008	08/08/2008
							52.	
		PIMCO TOTAL RETURN FD INST					03/31/2008	08/08/2008
1,168.		1,203.					-35.	
		WASH SALE					03/31/2008	08/08/2008
							33.	

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)	
		PIMCO TOTAL RETURN FD INST					04/30/2008	08/08/2008
1,281.		1,320.					-39.	
		PIMCO TOTAL RETURN FD INST					05/30/2008	08/08/2008
1,343.		1,366.					-23.	
		PIMCO TOTAL RETURN FD INST					06/30/2008	08/08/2008
1,320.		1,325.					-5.	
		PIMCO TOTAL RETURN FD INST					07/31/2008	08/08/2008
1,311.		1,312.					-1.	
		PIMCO TOTAL RETURN FD INST					04/18/2006	08/08/2008
46,135.		44,928.					1,207.	
		PIMCO TOTAL RETURN FD INST					08/29/2008	11/03/2008
1,140.		1,192.					-52.	
		PIMCO TOTAL RETURN FD INST					04/18/2006	11/03/2008
224,993.		227,660.					-2,667.	
		WASH SALE					04/18/2006	11/03/2008
							15.	
		PIMCO TOTAL RETURN FD INST					04/28/2006	11/03/2008
1,289.		1,303.					-14.	
		PIMCO TOTAL RETURN FD INST					07/31/2006	11/03/2008
3,195.		3,230.					-35.	
		PIMCO TOTAL RETURN FD INST					08/07/2007	11/03/2008
6,945.		7,015.					-70.	

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)	
		PIMCO TOTAL RETURN FD INST					09/30/2008	11/03/2008
994.		1,003.					-9.	
		PIMCO TOTAL RETURN FD INST					07/31/2007	11/03/2008
1,220.		1,226.					-6.	
		PIMCO TOTAL RETURN FD INST					05/31/2006	11/03/2008
3,306.		3,319.					-13.	
		PIMCO TOTAL RETURN FD INST					05/31/2007	11/03/2008
1,330.		1,334.					-4.	
		PIMCO TOTAL RETURN FD INST					06/30/2006	11/03/2008
3,628.		3,625.					3.	
		PIMCO TOTAL RETURN FD INST					06/29/2007	11/03/2008
1,282.		1,278.					4.	
		PIMCO TOTAL RETURN FD INST					11/28/2008	01/23/2009
46.		47.					-1.	
		PIMCO TOTAL RETURN FD INST					10/31/2008	01/23/2009
1,162.		1,170.					-8.	
		PIMCO TOTAL RETURN FD INST					12/31/2008	01/23/2009
6.		6.						
		PIMCO TOTAL RETURN FD INST					12/10/2008	01/23/2009
38.		38.						
		PIMCO TOTAL RETURN FD INST					12/10/2008	01/23/2009
22.		21.					1.	

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)	
		PIMCO EMERGING MARKETS BOND FD					11/30/2006	08/08/2008
153.		171.					-18.	
		PIMCO EMERGING MARKETS BOND FD					10/31/2006	08/08/2008
150.		166.					-16.	
		PIMCO EMERGING MARKETS BOND FD					08/31/2006	08/08/2008
159.		174.					-15.	
		PIMCO EMERGING MARKETS BOND FD					09/29/2006	08/08/2008
159.		174.					-15.	
		PIMCO EMERGING MARKETS BOND FD					04/30/2007	08/08/2008
161.		175.					-14.	
		PIMCO EMERGING MARKETS BOND FD					05/31/2007	08/08/2008
171.		185.					-14.	
		PIMCO EMERGING MARKETS BOND FD					10/31/2007	08/08/2008
1,071.		1,157.					-86.	
		PIMCO EMERGING MARKETS BOND FD					03/30/2007	08/08/2008
170.		184.					-14.	
		PIMCO EMERGING MARKETS BOND FD					04/28/2006	08/08/2008
60.		64.					-4.	
		PIMCO EMERGING MARKETS BOND FD					07/31/2006	08/08/2008
149.		160.					-11.	
		PIMCO EMERGING MARKETS BOND FD					12/13/2006	08/08/2008
637.		683.					-46.	

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)	
999.		PIMCO EMERGING MARKETS BOND FD 1,072.					12/13/2006 -73.	08/08/2008
32,680.		PIMCO EMERGING MARKETS BOND FD 35,015.					04/18/2006 -2,335.	08/08/2008
		WASH SALE					04/18/2006 244.	08/08/2008
173.		PIMCO EMERGING MARKETS BOND FD 186.					12/29/2006 -13.	08/08/2008
174.		PIMCO EMERGING MARKETS BOND FD 186.					02/28/2007 -12.	08/08/2008
23,920.		PIMCO EMERGING MARKETS BOND FD 25,574.					10/09/2007 -1,654.	08/08/2008
29,985.		PIMCO EMERGING MARKETS BOND FD 39,348.					10/09/2007 -9,363.	01/23/2009
		WASH SALE					10/09/2007 944.	01/23/2009
164,485.		PIMCO ALL ASSET INST CLASS 171,120.					11/10/2005 -6,635.	08/08/2008
341,985.		PIMCO ALL ASSET INST CLASS 445,422.					11/10/2005 -103,437.	11/03/2008
35,985.		PIMCO ALL ASSET INST CLASS 47,999.					11/10/2005 -12,014.	01/23/2009

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)	
		PIMCO DEV LOCAL MKTS FD INST					05/30/2008	07/10/2008
1,027.		1,028.					-1.	
		WASH SALE					05/30/2008	07/10/2008
							1.	
		PIMCO DEV LOCAL MKTS FD INST					06/30/2008	07/10/2008
1,004.		998.					6.	
		PIMCO DEV LOCAL MKTS FD INST					04/30/2008	07/10/2008
1,022.		1,012.					10.	
		PIMCO DEV LOCAL MKTS FD INST					02/29/2008	07/10/2008
1,179.		1,158.					21.	
		PIMCO DEV LOCAL MKTS FD INST					03/31/2008	07/10/2008
1,024.		1,004.					20.	
		PIMCO DEV LOCAL MKTS FD INST					12/12/2007	07/10/2008
4,730.		4,565.					165.	
		PIMCO DEV LOCAL MKTS FD INST					07/31/2008	08/08/2008
1,029.		1,058.					-29.	
		WASH SALE					07/31/2008	08/08/2008
							29.	
		PIMCO DEV LOCAL MKTS FD INST					12/12/2007	08/08/2008
13,877.		13,611.					266.	
		PIMCO DEV LOCAL MKTS FD INST					12/12/2007	08/08/2008
2,007.		1,968.					39.	

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)	
51,072.		PIMCO DEV LOCAL MKTS FD INST 49,862.					04/18/2006 1,210.	08/08/2008
858.		PIMCO DEV LOCAL MKTS FD INST 1,129.					08/29/2008 -271.	01/23/2009
7,127.		PIMCO DEV LOCAL MKTS FD INST 9,313.					04/18/2006 -2,186.	01/23/2009
		WASH SALE 331.					04/18/2006 331.	01/23/2009
2,316.		VANGUARD PRIMECAP CORE FD 2,351.					12/17/2007 -35.	08/08/2008
6,314.		VANGUARD PRIMECAP CORE FD 6,408.					12/17/2007 -94.	08/08/2008
4,110.		VANGUARD PRIMECAP CORE FD 4,171.					12/17/2007 -61.	08/08/2008
11,244.		VANGUARD PRIMECAP CORE FD 10,877.					09/27/2006 367.	08/08/2008
7,187.		VANGUARD INFLATION INSTL 7,341.					03/25/2004 -154.	08/08/2008
3,936.		VANGUARD INFLATION INSTL 3,999.					03/27/2008 -63.	08/08/2008
576.		VANGUARD INFLATION INSTL 583.					03/26/2004 -7.	08/08/2008

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)	
6,042.		VANGUARD INFLATION INSTL 6,044.					06/26/2008 -2.	08/08/2008
820.		VANGUARD INFLATION INSTL 819.					12/23/2004 1.	08/08/2008
2,016.		VANGUARD INFLATION INSTL 2,014.					12/23/2004 2.	08/08/2008
83.		VANGUARD INFLATION INSTL 83.					12/23/2004	08/08/2008
5,139.		VANGUARD INFLATION INSTL 5,129.					06/24/2005 10.	08/08/2008
12,090.		VANGUARD INFLATION INSTL 12,015.					09/28/2005 75.	08/08/2008
25,096.		VANGUARD INFLATION INSTL 24,911.					11/18/2003 185.	08/08/2008
51,985.		VANGUARD INFLATION INSTL 56,352.					11/18/2003 -4,367.	01/23/2009
		LONG TERM CAPITAL GAIN DISTRIBUTION					108,035.	
		STCL THRU SIT OPPORTUNITY BOND FD					-1,500.	
		LTCL THRU SIT OPPORTUNITY BOND FD					-3,845.	

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)	
		STCG THRU CPOF I					411.	
		LTCG THRU CPOF I					30,813.	
		SEC. 1231 THRU CPOF I					828.	
		STCG THRU CPOF II					1,725.	
		LTCG THRU CPOF II					3,983.	
		SEC. 1231 THRU CPOF II					14.	
		STCL THRU CPOF III					-82.	
		LTCG THRU CPOF III					1.	
		SEC. 1256 STCG					10.	
		SEC. 1256 LTCG					16.	

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)	
TOTAL GAIN (LOSS)							----- -4,134. =====	

IDENTIFICATION NO. 41-6012063

56000

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

30 East 7th Street, Suite 2000
St. Paul, MN 55101-4930

SCHEDULE OF CASH CONTRIBUTIONS PAID MARCH 1, 2008 THROUGH FEBRUARY 28, 2009

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO ANY

RECIPIENT NAME & ADDRESS	FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
American Civil Liberties Union of Minnesota St. Paul, MN	N/A	Public Charity	Operating Support	\$500.00
Americans United for the Separation of Church & State Washington, DC	N/A	Public Charity	Operating Support	\$1,000.00
American University in Cairo New York, NY	N/A	Public Charity	Operating Support	\$1,000.00
The Art Complex Museum Duxbury, MA	N/A	Private Foundation	Operating Support	\$5,000.00
Courage Center Golden Valley, MN	N/A	Public Charity	Operating Support	\$500.00
Dodge Nature Center W. St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
Forest History Society Durham, NC	N/A	Public Charity	Operating Support	\$1,000.00

IDENTIFICATION NO. 41-6012063

56000

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30 East 7th Street, Suite 2000
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SCHEDULE OF CASH CONTRIBUTIONS PAID MARCH 1, 2008 THROUGH FEBRUARY 28, 2009

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO ANY

RECIPIENT <u>NAME & ADDRESS</u>	FOUNDATION MANAGER OR <u>SUBSTANTIAL CONTRIBUTOR</u>	FOUNDATION STATUS <u>OF RECIPIENT</u>	PURPOSE OF GRANT <u>OR CONTRIBUTION</u>	<u>AMOUNT</u>
Franciscan Health Community St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
Freshwater Society Excelsior, MN	N/A	Public Charity	Operating Support	\$500.00
Global Population Education Inc. Basye, VA	N/A	Public Charity	Operating Support	\$1,000.00
Greater Twin Cities United Way Minneapolis, MN	N/A	Public Charity	Operating Support	\$1,000.00
Heartland Symphony Orchestra Little Falls, MN	N/A	Public Charity	Operating Support	\$1,000.00
Hill Museum & Manuscript Library Collegeville, MN	N/A	Public Charity	Operating Support	\$5,000.00
Home For Life Stillwater, MN	N/A	Public Charity	Operating Support	\$1,000.00

IDENTIFICATION NO. 41-6012063

56000

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

30 East 7th Street, Suite 2000
St. Paul, MN 55101-4930

SCHEDULE OF CASH CONTRIBUTIONS PAID MARCH 1, 2008 THROUGH FEBRUARY 28, 2009

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO ANY

RECIPIENT NAME & ADDRESS	FOUNDATIONAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Landmark Center St. Paul, MN	N/A	Public Charity	Operating Support	\$500.00
Land Stewardship Project White Bear Lake, MN	N/A	Public Charity	Operating Support	\$500.00
Lindbergh Foundation Anoka, MN	N/A	Public Charity	Operating Support	\$5,000.00
Metropolitan Opera Association New York, NY	N/A	Public Charity	Operating Support	\$2,250.00
Minneapolis Institute of Arts Minneapolis, MN	N/A	Public Charity	Operating Support	\$1,000.00
Minnesota Historical Society St. Paul, MN	N/A	Public Charity	Operating Support	\$37,000.00
Minnesota Land Trust St. Paul, MN	N/A	Public Charity	Operating Support	\$500.00

IDENTIFICATION NO. 41-6012063

56000

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

30 East 7th Street, Suite 2000
St. Paul, MN 55101-4930

SCHEDULE OF CASH CONTRIBUTIONS PAID MARCH 1, 2008 THROUGH FEBRUARY 28, 2009

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO ANY

RECIPIENT NAME & ADDRESS	FOUNDATIONAL CONTRIBUTOR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Minnesota Landscape Arboretum Foundation Chaska, MN	N/A	Public Charity	Operating Support	\$500.00
Minnesota NARAL Foundation St. Paul, MN	N/A	Public Charity	Operating Support	\$500.00
MN Orchestral Association Minneapolis, MN	N/A	Public Charity	Operating Support	\$2,000.00
Minnesota Public Radio, Inc. St. Paul, MN	N/A	Public Charity	Operating Support	\$70,800.00
Montana State University Bozeman, MT	N/A	Public Charity	Operating Support	\$5,000.00
Morrison County Animal Humane Society Little Falls, MN	N/A	Public Charity	Operating Support	\$11,000.00
Morrison County Historical Society Little Falls, MN	N/A	Public Charity	Operating Support	\$10,000.00

IDENTIFICATION NO. 41-6012063

56000

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

30 East 7th Street, Suite 2000
St. Paul, MN 55101-4930

SCHEDULE OF CASH CONTRIBUTIONS PAID MARCH 1, 2008 THROUGH FEBRUARY 28, 2009

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO ANY

RECIPIENT NAME & ADDRESS	FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Nature Conservancy-MN chapter Mpls. MN	N/A	Public Charity	Operating Support	\$10,000.00
Ordway Center for the Performing Arts St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
Planned Parenthood of MN St. Paul, MN	N/A	Public Charity	Operating Support	\$150,000.00
Population Action Intl. Washington, D.C.	N/A	Public Charity	Operating Support	\$1,000.00
Population Institute Washington, D.C.	N/A	Public Charity	Operating Support	\$1,000.00
Public Art Saint Paul St. Paul, MN	N/A	Public Charity	Operating Support	\$2,000.00
Ramsey County Historical Society St. Paul, MN	N/A	Public Charity	Operating Support	\$5,000.00

IDENTIFICATION NO. 41-6012063

56000

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

30 East 7th Street, Suite 2000
St. Paul, MN 55101-4930

SCHEDULE OF CASH CONTRIBUTIONS PAID MARCH 1, 2008 THROUGH FEBRUARY 28, 2009

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO ANY

RECIPIENT NAME & ADDRESS	FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
St. Paul Chamber Orchestra St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
St. Paul Foundation St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
Scandia Valley Fire Department Cushing, MN	N/A	Public Charity	Operating Support	\$3,000.00
Scandia Valley First Response Team Cushing, MN	N/A	Public Charity	Operating Support	\$3,000.00
Schubert Club St. Paul, MN	N/A	Public Charity	Operating Support	\$80,000.00
Science Museum of Minnesota St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
Sweet Grass County St. Paul, MN	N/A	Public Charity	Operating Support	\$5,000.00

IDENTIFICATION NO. 41-6012063

56000

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

30 East 7th Street, Suite 2000
St. Paul, MN 55101-4930

SCHEDULE OF CASH CONTRIBUTIONS PAID MARCH 1, 2008 THROUGH FEBRUARY 28, 2009

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO ANY

RECIPIENT NAME & ADDRESS	FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
-----------------------------	--	-----------------------------------	-------------------------------------	--------

University of MN Foundation
Minneapolis, MN

N/A

Public Charity

Operating Support

\$6,500.00

Weyerhaeuser Family Foundation
St. Paul, MN

N/A

Private Foundation

Operating Support

\$1,710.00

TOTAL CASH CONTRIBUTIONS

\$439,260.00

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY FCASH	1,424.	1,424.
TOTAL	1,424.	1,424.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY INVESTMENTS	171,074.	178,257.
ROCK ISLAND COMPANY	11.	11.
STCGD	2,682.	
TOTAL	173,767.	178,268.

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL EXCISE TAX REFUND- 2007	5,000.	
CPOF, #45-0463589		
ORDINARY INCOME/LOSS		293.
RENTAL		3.
OTHER RENTAL		8.
GUARANTEED PAYMENTS		1.
INTEREST		3,883.
DIVIDENDS		4,056.
ROYALTY		6.
OTHER PORTFOLIO INCOME/LOSS		272.
INVOLUNTARY CONVERSION		2.
OTHER INCOME/LOSS		-19.
CPOF II #20-2825162		
ORDINARY INCOME/LOSS		-375.
NET RENTAL INCOME/LOSS		-11.
OTHER RENTAL INCOME/LOSS		-102.
TAXABLE INTEREST		3,388.
ORDINARY DIVIDENDS		1,469.
ROYALTIES		55.
OTHER INCOME		549.
CANCELLATION OF DEBT		5.
OTHER INCOME		172.
CPOF III #26-2251284		
ORDINARY INCOME/LOSS		-51.
TAXABLE INTEREST		242.
ORDINARY DIVIDENDS		62.
OTHER INCOME/LOSS		-15.
OTHER INCOME/LOSS		-9.
SIT OPPORTUNITY BOND FUND LLC 41-1966452		
INTEREST		1,827.
DIVIDENDS		56,949.
TOTALS	5,000.	72,660.
	=====	=====
	56000	29

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
* ACCOUNTING AND TAX SERVICE	39,920.	19,960.		19,960.
* AUDIT FEES	150.	75.		75.
* ALLOCATED 50% TO INVESTMENT INCOME & 50% TO DISBURSEMENTS FOR CHARITABLE PURPOSES				
TOTALS	40,070.	20,035.	NONE	20,035.

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

FORM 990PF, PART I - INTEREST EXPENSE
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----

CLEARWATER PRIVATE OPP FD		1,085.
#45-0463589		
CLEARWATER PRIVATE OPP FD II		850.
#20-2825162		
CLEARWATER PRIVATE OPP FD III		320.
#26-2251284		
	-----	-----
TOTALS	=====	=====
		2,255.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
2007 FEDERAL EXCISE TAXES	8,000.	
2008 FEDERAL EXCISE TAXES	6,500.	
FOREIGN TAXES		4,500.
FOREIGN TAX THRU CPOF		212.
FOREIGN TAX THRU CPOF II		13.
FOREIGN TAX THRU CPOF III		5.
	-----	-----
TOTALS	14,500.	4,730.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
*MEMBERSHIP FEE-MN COUNCIL ON FOUNDATIONS	1,450.		1,450.
*MISC STATE FILING FEES	25.		25.
THRU CLEARWATER PRIV OPP FD			
#45-0463589			
SEC. 59 E (2) DEDUCTION		320.	
PORTFOLIO DEDUCTIONS		9,988.	
OTHER PORTFOLIO DEDUCTIONS		1,470.	
OTHER DEDUCTIONS		162.	
THRU CLEARWATER PRIV OPP FD II			
ROYALTY DEDUCTIONS		3.	
SEC. 59 E (2) DEDUCTION		161.	
PORTFOLIO DEDUCTIONS		13,225.	
OTHER PORTFOLIO DEDUCTIONS		143.	
OTHER DEDUCTIONS		94.	
THRU CLEARWATER PRI OPP FD III			
PORTFOLIO DEDUCTIONS		4,024.	
PORTFOLIO DEDUCTIONS		8.	
OTHER DEDUCTIONS		22.	
SIT OPPORTUNITY BOND FUND LLC			
41-1966452			
PORTFOLIO DEDUCTIONS		3,240.	
*100% ALLOCATED TO DISBURSE- MENT FOR CHARITABLE PURPOSES			
TOTALS	1,475.	32,860.	1,475.
	=====	=====	=====

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VANGUARD INFLATION INSTL	304,003.	199,277.	186,369.
US OBLIGATIONS TOTAL	304,003.	199,277.	186,369.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
OAKMARK SELECT FD	577,105.	643,172.	271,196.
SELECTED AMERICAN SHARES CL D	461,371.	474,666.	254,321.
SOURCE CAPITAL INC	328,035.	328,035.	213,692.
VANGUARD PRIMECAP CORE FD	475,228.	455,754.	291,266.
BARON ASSET FUND	395,906.	411,976.	244,710.
CLEARWATER SMALL CAP FUND	609,200.	576,023.	313,925.
DODGE & COX INTL STOCK FUND	197,773.	210,186.	94,792.
AMERICAN EUROPACIFIC GR CL F	239,265.	259,935.	243,323.
LAUDUS ROSENBERG INTL SMALL	233,898.	237,106.	87,105.
MSDW INSTITUTIONAL INTL EQUITY	190,101.	209,309.	126,756.
TEMPLETON INST FOREIGN SM COS	125,615.	146,444.	96,294.
EATON VANCE T-M EMERGING MKTS	181,598.	165,476.	80,133.
ROCK ISLAND COMPANY	500.	500.	529.
EUROPEAN INVESTORS GBL PROP	1,062,184.	1,181,267.	412,699.
TOTALS	5,077,779.	5,299,849.	2,730,741.

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
LOOMS SAYLES BOND INSTL	NONE	499,697.	491,566.
PIMCO TOTAL RETURN FD INST	296,399.	NONE	NONE
PIMCO EMERGING MARKETS BOND FD	328,633.	245,178.	185,655.
PIMCO ALL ASSET INST CLASS	1,105,055.	483,517.	353,106.
PIMCO DEV LOCAL MKTS FD INST	313,173.	241,010.	178,941.
-----	-----	-----	---
TOTALS	2,043,260.	1,469,402.	1,209,268.
	=====	=====	=====

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SIT OPP BOND FUND LLC	728,993.	740,026.	609,730.
CLEARWATER PRIVATE OPPORT FD	385,956.	421,349.	420,000.
CLEARWATER PRIVATE OPP FD II	216,067.	310,015.	315,500.
CLEARWATER PRIVATE OPP FD III	NONE	50,000.	44,500.
TOTALS	1,331,016.	1,521,390.	1,389,730.

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

DESCRIPTION -----	AMOUNT -----
PRIOR PERIOD ADJUSTMENTS	
CLEARWATER PRIVATE OPPORTUNITY FUND	60,394.
CLEARWATER PRIVATE OPP FUND II	8,949.
SIT OPPORTUNITY BOND FUND	11,033.
ROUNDING	

TOTAL	80,376.
	=====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	1.

TOTAL	1.
	=====

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LUCY ROSENBERY JONES 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	PRESIDENT/DIRECTOR 1.	NONE	NONE	NONE
ROBERT J. SIVERTSEN 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	VICE PRES/DIRECTOR 1.	NONE	NONE	NONE
JOSEPH S. MICALLEF 332 MINNESOTA STREET, STE 3090 ST. PAUL, MN 55101	SECR/TREAS/DIRECTOR 1.	NONE	NONE	NONE
CHARLES W. ROSENBERY, II 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	DIR/AST SECR/AST TRS 1.	NONE	NONE	NONE
ELISE R. DONOHUE 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR 1.	NONE	NONE	NONE
GRAND TOTALS		NONE	NONE	NONE

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

SCHEDULE ATTACHED

THE CHARLES A. WEYERHAEUSER MEMORIAL FOUNDATION

30 E. Seventh Street, Suite 2000
St Paul, MN 55101-4930

41-6012063

2008 ANNUAL RETURN

Form 990-PF, Part XV, Line-2, Supplementary Information

Grant Criteria and other information

Written requests for grants should be addressed to Lucy Rosenberry Jones, President, The Charles A. Weyerhaeuser Memorial Foundation, 30 E. Seventh Street, Suite 2000, St. Paul, MN 55101-4930. Telephone: (612) 228-0935.

Applications need not be submitted in any particular form. Proposals are considered throughout the year, and a letter advising of the decision of the Directors will be sent to the applicant as promptly as possible.

Charles A Weyerhaeuser Memorial Foundation
41-6012063

Part VII-B, Question 5(c), Taxes on Taxable Expenditure Information with respect to grants subject to expenditure responsibility.

Grantee: The Weyerhaeuser Family Foundation
30 East Seventh Street, Suite 2000
St Paul, MN 55101-4930

Amount of Grant: \$ 1,710.00

Date paid: 9/25/2006

Purpose:

For capital endowment and general support of the Weyerhaeuser Family Foundation provided neither the grant nor the income there from is used for any purpose other than those described in IRC Section 170(c)(B) The Weyerhaeuser Family Foundation is a private, grant-making foundation that does not conduct any programs of its own.

Amount of grant expended by grantee.

Since this grant was made for capital endowment and general support, the expenditure responsibility agreement did not provide that the principal and income, if any, from the grant funds would have to be expended for any particular purpose or within any specific period of time

Date of report from grantee:

None as of December 31, 2008. Annual report of the grantee will be made available after May 15, 2009.

Whether grantee has diverted any portion of the funds:

To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant. To the knowledge of the grantor, neither the principal nor the income from the grant funds has been used for any purpose which would result in tax under IRC Section 4945(d).

Dates and results of any verification required of grantee's reports:

No verifications have been undertaken.

Charles A Weyerhaeuser Memorial Foundation
41-6012063

Part VII-B, Question 5(c), Taxes on Taxable Expenditure Information with respect to grants subject to expenditure responsibility.

Grantee: The Weyerhaeuser Family Foundation
30 East Seventh Street, Suite 2000
St. Paul, MN 55101-4930

Amount of Grant: \$ 1,710.00

Date paid: 7/12/2007

Purpose:

For capital endowment and general support of the Weyerhaeuser Family Foundation provided neither the grant nor the income there from is used for any purpose other than those described in IRC Section 170(c)(B) The Weyerhaeuser Family Foundation is a private, grant-making foundation that does not conduct any programs of its own.

Amount of grant expended by grantee:

Since this grant was made for capital endowment and general support, the expenditure responsibility agreement did not provide that the principal and income, if any, from the grant funds would have to be expended for any particular purpose or within any specific period of time.

Date of report from grantee:

None as of December 31, 2008. Annual report of the grantee will be made available after May 15, 2009

Whether grantee has diverted any portion of the funds:

To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant. To the knowledge of the grantor, neither the principal nor the income from the grant funds has been used for any purpose which would result in tax under IRC Section 4945(d).

Dates and results of any verification required of grantee's reports:

No verifications have been undertaken.

Charles A Weyerhaeuser Memorial Foundation
41-6012063

Part VII-B, Question 5(c), Taxes on Taxable Expenditure Information with respect to grants subject to expenditure responsibility.

Grantee: The Weyerhaeuser Family Foundation
30 East Seventh Street, Suite 2000
St. Paul, MN 55101-4930

Amount of Grant: \$ 1,710.00

Date paid: 10/15/2008

Purpose:

For capital endowment and general support of the Weyerhaeuser Family Foundation provided neither the grant nor the income there from is used for any purpose other than those described in IRC Section 170(c)(B). The Weyerhaeuser Family Foundation is a private, grant-making foundation that does not conduct any programs of its own.

Amount of grant expended by grantee:

Since this grant was made for capital endowment and general support, the expenditure responsibility agreement did not provide that the principal and income, if any, from the grant funds would have to be expended for any particular purpose or within any specific period of time.

Date of report from grantee:

None as of December 31, 2008 Annual report of the grantee will be made available after May 15, 2009

Whether grantee has diverted any portion of the funds:

To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant. To the knowledge of the grantor, neither the principal nor the income from the grant funds has been used for any purpose which would result in tax under IRC Section 4945(d).

Dates and results of any verification required of grantee's reports:

No verifications have been undertaken.

Charles A Weyerhaeuser Memorial Foundation
41-6012063

Part VII-B, Question 5(c), Taxes on Taxable Expenditure Information with respect to grants subject to expenditure responsibility.

Grantee: Art Complex, Inc
189 Alden Street, PO Box 2814
Duxbury, MA 02331

Amount of Grant: \$ 5,000.00

Date paid: 10/15/2008

Purpose:

For capital endowment and general support of the Art Complex, Inc provided neither the grant nor the income there from is used for any purpose other than those described in IRC Section 170(c)(B). The Art Complex, Inc. is a private, grant-making foundation that does not conduct any programs of its own.

Amount of grant expended by grantee:

Since this grant was made for capital endowment and general support, the expenditure responsibility agreement did not provide that the principal and income, if any, from the grant funds would have to be expended for any particular purpose or within any specific period of time.

Date of report from grantee:

None as of December 31, 2008 Annual report of the grantee will be made available after May 15, 2009.

Whether grantee has diverted any portion of the funds:

To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant. To the knowledge of the grantor, neither the principal nor the income from the grant funds has been used for any purpose which would result in tax under IRC Section 4945(d).

Dates and results of any verification required of grantee's reports:

No verifications have been undertaken.

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return. ▶ See separate instructions.

Name(s) shown on return

Identifying number

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

41-6012063

1 Enter the gross proceeds from sales or exchanges reported to you for 2008 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions)

1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
	SEE STATEMENT 1						842.

3 Gain, if any, from Form 4684, line 45

3

4 Section 1231 gain from installment sales from Form 6252, line 26 or 37

4

5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824

5

6 Gain, if any, from line 32, from other than casualty or theft

6

7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows

7

842.

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions)

8

9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)

9

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)

11 Loss, if any, from line 7

11

12 Gain, if any, from line 7 or amount from line 8, if applicable

12

13 Gain, if any, from line 31

13

14 Net gain or (loss) from Form 4684, lines 37 and 44a

14

15 Ordinary gain from installment sales from Form 6252, line 25 or 36

15

16 Ordinary gain or (loss) from like-kind exchanges from Form 8824

16

17 Combine lines 10 through 16

17

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below.

a If the loss on line 11 includes a loss from Form 4684, line 41, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions

18a

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14

18b

For Paperwork Reduction Act Notice, see separate instructions.

Form **4797** (2008)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property		(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)
A			
B			
C			
D			

These columns relate to the properties on lines 19A through 19D. ▶		Property A	Property B	Property C	Property D
20	Gross sales price (Note: See line 1 before completing)	20			
21	Cost or other basis plus expense of sale	21			
22	Depreciation (or depletion) allowed or allowable	22			
23	Adjusted basis Subtract line 22 from line 21	23			
24	Total gain Subtract line 23 from line 20	24			
25	If section 1245 property:				
a	Depreciation allowed or allowable from line 22	25a			
b	Enter the smaller of line 24 or 25a	25b			
26	If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291				
a	Additional depreciation after 1975 (see instructions)	26a			
b	Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b			
c	Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c			
d	Additional depreciation after 1969 and before 1976	26d			
e	Enter the smaller of line 26c or 26d	26e			
f	Section 291 amount (corporations only)	26f			
g	Add lines 26b, 26e, and 26f	26g			
27	If section 1252 property. Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)				
a	Soil, water, and land clearing expenses	27a			
b	Line 27a multiplied by applicable percentage (see instructions)	27b			
c	Enter the smaller of line 24 or 27b	27c			
28	If section 1254 property:				
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, and mining exploration costs (see instructions)	28a			
b	Enter the smaller of line 24 or 28a	28b			
29	If section 1255 property:				
a	Applicable percentage of payments excluded from income under section 126 (see instructions)	29a			
b	Enter the smaller of line 24 or 29a (see instructions)	29b			

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30	Total gains for all properties Add property columns A through D, line 24	30	
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31	
32	Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 39 Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation (see instructions)	34	
35 Recapture amount. Subtract line 34 from line 33 See the instructions for where to report	35	

Form 4797 (2008)

[illegible]

Form **6781**Department of the Treasury
Internal Revenue Service**Gains and Losses From Section 1256
Contracts and Straddles**

▶ Attach to your tax return.

OMB No 1545-0644

2008Attachment
Sequence No **82**

Name(s) shown on tax return

CHARLES A. WEYERHAEUSER MEMORIAL FOUNDATION

Identifying number

41-6012063

Check all applicable boxes (see instructions)

A ☐ Mixed straddle election**C** ☐ Mixed straddle account election**B** ☐ Straddle-by-straddle identification election**D** ☐ Net section 1256 contracts loss election**Part I Section 1256 Contracts Marked to Market**

(a) Identification of account	(b) (Loss)	(c) Gain
1 THRU CPOF I		12
THRU CPOF II		14
2 Add the amounts on line 1 in columns (b) and (c)	2 (0)	26
3 Net gain or (loss). Combine line 2, columns (b) and (c)	3	26
4 Form 1099-B adjustments See instructions and attach schedule	4	
5 Combine lines 3 and 4	5	26
Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions		
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number	6	
7 Combine lines 5 and 6	7	26
8 Short-term capital gain or (loss). Multiply line 7 by 40% (.40). Enter here and include on the appropriate line of Schedule D (see instructions)	8	10
9 Long-term capital gain or (loss). Multiply line 7 by 60% (.60). Enter here and include on the appropriate line of Schedule D (see instructions)	9	16

Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components.**Section A—Losses From Straddles**

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss. If column (e) is more than (d), enter difference. Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference. Otherwise, enter -0-
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)							11a ()
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)							11b ()

Section B—Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain. If column (d) is more than (e), enter difference. Otherwise, enter -0-
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13a
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13b

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference. Otherwise, enter -0-
14				

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

OMB No 1545-1709

► File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

**Type or
print**

File by the
due date for
filing your
return See
instructions

Name of Exempt Organization

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

Employer identification number

41-6012063

Number, street, and room or suite no. If a P.O. box, see instructions

30 E. SEVENTH ST, SUITE 2000

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

ST PAUL, MN 55101-4930**Check type of return to be filed** (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **FIDUCIARY COUNSELLING, INC.**

Telephone No ► **651 228-0935**

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **10/15, 2009**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year _____ or
 ► ☒ tax year beginning **03/01, 2008**, and ending **02/28, 2009**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 2,107.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 13,505.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

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

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

Form **8868** (Rev 4-2008)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION	41-6012063
	Number, street, and room or suite no. If a P O box, see instructions	For IRS use only
	30 E. SEVENTH ST, SUITE 2000	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ST PAUL, MN 55101-4930	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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

- The books are in the care of **FIDUCIARY COUNSELLING, INC.**
Telephone No. **651 228-0935** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **01/15/2010**
- For calendar year _____, or other tax year beginning **03/01/2008**, and ending **02/28/2009**
- If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **TAXPAYER OWNS SEVERAL PARTNERSHIP INTERESTS. THE SCHEDULE K-1S HAVE RECENTLY ARRIVED AND CAUSE ADDITIONAL WORK AND COMPLEXITY. THEREFORE, THE TAXPAYER REQUESTS AN ADDITIONAL EXTENSION.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	2,107.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	13,505.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	

Signature and Verification

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

Signature Megan J. Daviny Title Attorney Date 10-15-09

Form 8868 (Rev 4-2009)

FIDUCIARY COUNSELLING, INC.
30 E. 7TH STREET, SUITE 2000
SAINT PAUL, MN 55101-4930