Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2008

For calendar year 2008, or tax year beginning 07/01 **, 2008, and ending** 06/30 , 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
F & ML WEYERHAEUSER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
30 EAST SEVENTH STREET, SUITE 2000

City or town, state, and ZIP code
ST. PAUL,, MN 55101-4930

A Employer identification number
41-6029036

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: [X] 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)* ▶ $ 14,653,562.

J Accounting method: [X] 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	641,344.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,698.	2,698.		STMT 1
	4 Dividends and interest from securities	353,890.	368,769.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,227,674.			
	b Gross sales price for all assets on line 6a 3,193,911.				
	7 Capital gain net income (from Part IV, line 2)				
	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)	222,605.	119,644.		STMT 4
	12 **Total.** Add lines 1 through 11	-7,137.	491,111.		
Operating and Administrative Expenses	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 5	71,183.	34,091.	NONE	35,592.
	c Other professional fees (attach schedule)				
	17 Interest STMT 6		4,714.		
	18 Taxes (attach schedule) (see page 14 of the instructions) * *	679.	16,264.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,600.			4,600.
	22 Printing and publications	167.			167.
	23 Other expenses (attach schedule) STMT 9	25.	64,108.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	76,654.	119,177.	NONE	40,384.
	25 Contributions, gifts, grants paid	823,500.			823,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	900,154.	119,177.	NONE	863,884.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-907,291.			
	b **Net investment income** (if negative, enter -0-)		371,934.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	415,539.	37,550.	37,550.
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)**	527,915.	395,227.	397,753.
b	Investments - corporate stock (attach schedule) STMT 11	10,697,344.	10,550,539.	8,705,041.
c	Investments - corporate bonds (attach schedule) STMT 12	4,776,243.	4,002,209.	3,819,718.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 13	1,793,111.	1,963,866.	1,693,500.
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)	18,210,152.	16,949,391.	14,653,562.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	18,210,152.	16,949,391.	
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)	18,210,152.	16,949,391.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	18,210,152.	16,949,391.	

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	18,210,152.
2	Enter amount from Part I, line 27a	2	-907,291.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	1.
4	Add lines 1, 2, and 3	4	17,302,862.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	353,471.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,949,391.

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
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	-1,044,972.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	-62,269.

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	873,637.	18,247,405.	0.047877
2006	735,481.	17,646,308.	0.041679
2005	396,644.	15,930,245.	0.024899
2004	194,667.	14,114,070.	0.013792
2003	229,255.	12,351,850.	0.018560

2 **Total** of line 1, column (d)	2	0.146807
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	0.029361
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	13,588,321.
5 Multiply line 4 by line 3	5	398,967.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,719.
7 Add lines 5 and 6	7	402,686.
8 Enter qualifying distributions from Part XII, line 4	8	863,884.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b	1	3,719.
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	3,719.
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	3,719.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 15,000.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	15,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	11,281.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 11,281. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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 ▶ N/A

14 The books are in care of ▶ FIDUCIARY COUNSELLING INC. Telephone no. ▶ 651-228-0935

Located at ▶ 332 MN ST. STE 2100 ST.PAUL MN ZIP + 4 ▶ 55101-1308

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here N/A ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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.

				Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?			1b	N/A	
	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 2008?			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?	☐ Yes	☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)			2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
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.)*			3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?			4b		X

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

5a *During the year did the foundation pay or incur any amount to:*			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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**	N/A
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**	No: X
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**	No: X

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 16		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

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
SEE STATEMENT 17		71,033.
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 NOT APPLICABLE	
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 ▶	

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	12,362,016.
b	Average of monthly cash balances	1b	295,488.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,137,746.
d	**Total** (add lines 1a, b, and c)	1d	13,795,250.
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	13,795,250.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	206,929.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,588,321.
6	**Minimum investment return.** Enter 5% of line 5	6	679,416.

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	679,416.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	3,719.		
b	Income tax for 2008. (This does not include the tax from Part VI)	2b	915.		
c	Add lines 2a and 2b			2c	4,634.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	674,782.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	674,782.
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	674,782.

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	863,884.
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	863,884.
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	3,719.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	860,165.

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				674,782.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			822,671.	
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: ▶ $ 863,884.				
a Applied to 2007, but not more than line 2a			822,671.	
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				41,213.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
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				633,569.
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

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

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

NONE

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.

THIS FOUNDATION DOES NOT OWN 10% OR MORE OF THE STOCK OR
OTHER INTEREST IN ANY CORPORATION OR OTHER 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 18

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

SEE SCHEDULE ATTACHED

c Any submission deadlines:

SEE SCHEDULE ATTACHED

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

SEE SCHEDULE ATTACHED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED				823,500.
Total ▶ 3a				823,500.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,698.	
4 Dividends and interest from securities			14	353,890.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,227,674.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b SEE STATEMENT 19				222,605.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-648,481.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -648,481.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Catherine A. Moley 3-20-10 PRESIDENT

Signature of officer or trustee / Date / Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 3/19/2010	Check if self-employed ☐	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

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, and 990-PF.**

OMB No. 1545-0047

2008

Name of the organization

F & ML WEYERHAEUSER FOUNDATION

Employer identification number

41-6029036

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule. (Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions)

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year) . . . . ▶ $ ____________

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization F & ML WEYERHAEUSER FOUNDATION

Employer identification number 41-6029036

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARGARET W HARMON CHARITABLE UNITRUST 30 EAST SEVENTH STREET, SUITE 2000 SAINT PAUL, MN 55101	$ 641,344.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY FCASH	2,698.	2,698.
TOTAL	2,698.	2,698.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY INVESTMENTS	339,444.	338,730.
CORAL'S 2007 MOMENTUM FUND	8,671.	8,671.
FIDELITY SHORT TERM CAPITAL GAIN DIST	5,775.	5,775.
LESS: NON-TAXABLE DIVIDEND		-714.
PLUS: FOREIGN TAX DIVIDENDS		16,307.
TOTAL	353,890.	368,769.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUNDS	10,987.	
CPOF, EIN #45-0463589		
ORDINARY INCOME/LOSS		293.
RENTAL INCOME/LOSS		
NET RENTAL INCOME/LOSS		9.
TAXABLE INTEREST		3,883.
ORDINARY DIVIDENDS		4,055.
ROYALTIES		6.
OTHER INCOME		267.
INVOLUNTARY CONVERSION		2.
OTHER INCOME		-13.
THRU CHURCHILL EQ & ESOP CAPITAL, EIN:41-1958020	211,618.	
ORDINARY INCOME/LOSS		
INTEREST		1,538.
THRU CPOF II, EIN 20-2825162		
ORDINARY INCOME		-373.
NET RENTAL		-11.
OTHER RENTAL		-103.
INTEREST		3,388.
DIVIDENDS		1,470.
ROYALTIES		56.
OTHER PORTFOLIO		549.
CANCELLATION OF DEBT		5.
OTHER INCOME		172.
THRU CORAL MOMENTUM FUND, EIN 37-1431579		
INTEREST		2,841.
DIVIDEND		126.
THRU CORAL'S 2007 FD EIN 20-5260256		
INTEREST		281.
DIVIDEND		40.
THRU SPELL CAPITAL III, EIN 20-3715769		

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST			794.
THRU SIT OPPORTUNITY BOND FD LLC			
EIN 41-1966452			
INTEREST			3,112.
DIVIDENDS			97,010.
OTHER INCOME			15.
THRU CPOF III, EIN 26-2251284			
ORDINARY INCOME			-49.
INTEREST			243.
DIVIDENDS			62.
OTHER PORTFOLIO			-15.
OTHER INCOME			-9.
	TOTALS	222,605.	119,644.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
*ACCOUNTING AND TAX SERVICES	71,033.	34,016.		35,517.
*AUDIT FEES	150.	75.		75.
*50% ALLOCATED TO INVESTMENT INCOME AND 50% ALLOCATED TO EXEMPT PURPOSES				
TOTALS	71,183.	34,091.	NONE	35,592.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THRU CHURCHILL EQ & ESOP CAP		924.
THRU CLEARWATER PRIV OPP FD		1,086.
THRU CPOF II		849.
THRU SPELL CAPITAL FD III		1,534.
THRU CPOF III		321.
TOTALS		4,714.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAXES WITHHELD	454.	
COLORADO UBTI TAX PAID	225.	
FOREIGN TAX PAID		16,037.
CLEARWATER PRIV OPPR FD		211.
CPOF II		12.
CPOF III		4.
TOTALS	679.	16,264.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
*MN STATE FILING FEES	25.		25.
THRU CLEARWTR PRVT OPP FD			
EIN:45-0463589			
SEC. 59 E(2)		320.	
PORTFOLIO DEDUCTIONS		9,989.	
OTHER PORTFOLIO DEDUCTIONS		1,470.	
OTHER DEDUCTIONS		161.	
THRU CHURCHILL EQ & ESOP CAP			
EIN: 41-1958020			
PORTFOLIO DEDUCTIONS		327.	
THRU CORAL'S MOMENTUM FUND			
EIN:37-1431579			
PORTFOLIO DEDUCTIONS		12,818.	
THRU CPOF II			
EIN: 20-2825162			
ROYALTY DEDUCTIONS		2.	
SEC. 59 E(2)		161.	
PORTFOLIO DEDUCTIONS		13,225.	
OTHER PORTFOLIO DEDUCTIONS		144.	
OTHER DEDUCTIONS		94.	
THRU CORAL'S 2007 MOMENTUM FD			
EIN: 20-5260256			
PORTFOLIO DEDUCTIONS		10,263.	
THRU SPELL CAPITAL FD III			
EIN: 20-3715769			
PORTFOLIO DEDUCTIONS		5,561.	
THRU SIT OPP BOND FD, LLC			
EIN 41-1966452			
PORTFOLIO DEDUCTIONS		5,519.	
THRU CPOF III			
EIN:26-2251284			
PORTFOLIO DEDUCTIONS		4,024.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER PORTFOLIO DEDUCTIONS		8.	
OTHER DEDUCTIONS		22.	
*100% ALLOCATED TO DISBURSEMENTS FOR CHARITABLE PURPOSES			
TOTALS	25.	64,108.	25.

F & ML WEYERHAEUSER FOUNDATION 41-6029036

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD INFLATION-PROTECTION	395,227.	397,753.
US OBLIGATIONS TOTAL	395,227.	397,753.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OAKMARK SELECT FUND	1,106,081.	732,736.
SELECTED AMERICAN SHARES CL D	1,049,233.	709,870.
VANGUARD PRIMECAP FUND	954,227.	716,774.
CLEARWATER SMALL CAP FUND	2,227,137.	1,698,225.
DODGE & COX INTL STOCK FUND	562,742.	428,969.
AMERICAN EUROPACIFIC GR CL F1	NONE	NONE
AMERICAN EUROPACIFIC GR CL F2	618,994.	854,594.
LAUDUS ROSENBERG INTL SMALL	636,987.	307,903.
LAUDUS ROSENBERG INTL DISCVRY	104,089.	121,875.
MSDW INST INTL EQUITY	551,271.	431,646.
TEMPLETON INST FOREIGN SM COS	370,583.	436,629.
EATON VANCE T-M EMERGING MKTS	1,023,019.	978,304.
EUROPEAN INVESTORS GLBL PROP	788,176.	639,940.
THIRD AVENUE REAL ESTATE	558,000.	647,576.
TOTALS	10,550,539.	8,705,041.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LOOMIS SAYLES BOND INSTL	1,122,639.	1,001,202.
PIMCO TOTAL RETURN FD INST	NONE	NONE
PIMCO EMERGING MARKETS BOND FD	450,339.	395,702.
PIMCO ALL ASSET INST CLASS	930,248.	797,827.
PIMCO DEV LOCAL MKTS FD INST	445,257.	401,516.
SIT OPP BOND FUND LLC	1,053,726.	1,223,471.
TOTALS	4,002,209.	3,819,718.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHURCHILL EQUITY & ESOP CAP II	350,637.	298,800.
CLEARWATER PRIVATE OPPORT FUND	431,350.	358,500.
CLEARWATER PRIVATE OPP FD II	330,016.	279,500.
CLEARWATER PRIVATE OPP FD III	75,000.	70,500.
CORAL'S MOMENTUM FUND LP	275,282.	203,000.
CORAL'S 2007 MOMENTUM FUND	175,916.	157,600.
SPELL CAPITAL PARTNERS III	325,665.	325,600.
TOTALS	1,963,866.	1,693,500.

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

DESCRIPTION		AMOUNT
ROUNDING		1.
	TOTAL	1.

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

DESCRIPTION		AMOUNT
PARTNERSHIP BASIS ADJUSTMENTS		
CHURCHILL EQTY & ESOP CAP II		20,650.
CORAL'S MOMENTUM FUND, LP		106,826.
CORAL'S 2007 MOMENTUM FUND		12,789.
SIT OPPORTUNITY FUND LLC		206,869.
SPELL CAPITAL PARTNERS FD III		6,337.
	TOTAL	353,471.

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
CATHERINE W MORLEY 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	PRESIDENT/DIRECTOR 5.	NONE	NONE	NONE
AMY STRIED 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	VICE PRES/SECRETARY/DIRECTOR 1.	NONE	NONE	NONE
JULIA L.W. HEIDMANN 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	ASST. TREASURER/DIRECTOR 1.	NONE	NONE	NONE
THOMAS F RASMUSSEN 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	VICE PRES/TREASURER/DIRECTOR 1.	NONE	NONE	NONE
DANIEL J WEYERHAEUSER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	ASST. SECRECTARY/DIRECTOR 1.	NONE	NONE	NONE
ELLEN R. MIDDLETON 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	DIRECTOR 1.	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

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

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FIDUCIARY COUNSELLING, INC 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	ACCOUNTING & TAX	71,033.
TOTAL COMPENSATION		71,033.

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

SEE ATTACHED

THE FREDERICK & MARGARET L. WEYERHAEUSER FOUNDATION

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

41-6029036

2008 Form 990-PF, Return of Private Foundation

Part XV, line 2, Supplementary Information

Grant criteria and other information

Written requests for grants should be addressed to Catherine W. Morley, President, The Frederick & Margaret L. Weyerhaeuser Foundation, 30 East Seventh St, Suite 2000, St. Paul, MN 55101-4930. Telephone (651) 228-0935.

Applicants 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.

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

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
EXCISE TAX REFUNDS			01	10,987.	
PARTNERSHIP DISTRIBUTIONS			01	211,618.	
TOTALS				222,605.	

Form **4797**

Department of the Treasury Internal Revenue Service (99)

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.

OMB No 1545-0184

2008

Attachment Sequence No 27

Name(s) shown on return: F & ML WEYERHAEUSER FOUNDATION

Identifying number: 41-6029036

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						829.

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	829.

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)

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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		

Supplement to Form 4797 Part I Detail

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
THRU CPOF I						829.
Totals						829.

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

2008

Attachment Sequence No 82

Name(s) shown on tax return: F & ML WEYERHAEUSER FOUNDATION

Identifying number: 41-6029036

Check all applicable boxes (see instructions). A ☐ Mixed straddle election   B ☐ Straddle-by-straddle identification election   C ☐ Mixed straddle account 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		13
	THRU CPOF II		14

2	Add the amounts on line 1 in columns (b) and (c)	2 (0)	27
3	Net gain or (loss) Combine line 2, columns (b) and (c)	3	27
4	Form 1099-B adjustments See instructions and attach schedule	4	
5	Combine lines 3 and 4	5	27
	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	27
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	11
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					

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)	
		DODGE & COX INTL STOCK FUND					12/28/2007	06/05/2009
6,436.		11,465.					-5,029.	
		DODGE & COX INTL STOCK FUND					12/28/2007	06/05/2009
8,028.		14,301.					-6,273.	
		DODGE & COX INTL STOCK FUND					04/18/2006	06/05/2009
39,521.		60,733.					-21,212.	
		EUROPEAN INVESTORS GLBL PROP					03/01/2007	04/08/2009
534,985.		1,366,553.					-831,568.	
		EUROPEAN INVESTORS GLBL PROP					03/01/2007	06/05/2009
57,042.		111,862.					-54,820.	
		EUROPEAN INVESTORS GLBL PROP					03/15/2007	06/05/2009
57,943.		111,760.					-53,817.	
		EATON VANCE T-M EMERGING MKTS					02/28/2007	05/21/2009
64,276.		80,821.					-16,545.	
		AMERICAN EUROPACIFIC GR CL F2					12/13/2007	06/05/2009
7,828.		12,731.					-4,903.	
		AMERICAN EUROPACIFIC GR CL F2					12/13/2007	06/05/2009
13,998.		22,764.					-8,766.	
		AMERICAN EUROPACIFIC GR CL F2					12/27/2006	06/05/2009
1,947.		2,787.					-840.	
		AMERICAN EUROPACIFIC GR CL F2					12/03/2008	06/05/2009
49,212.		42,030.					7,182.	

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)	
		OAKMARK SELECT FD					08/13/2007	04/20/2009
25,000.		49,537.					-24,537.	
		OAKMARK SELECT FD					08/13/2007	06/05/2009
76,000.		130,112.					-54,112.	
		LAUDUS ROSENBERG INTL DISCVRY					06/04/2008	06/05/2009
9,985.		16,448.					-6,463.	
		LOOMIS SAYLES BOND INSTL					09/03/2008	12/03/2008
189,985.		261,642.					-71,657.	
		LOOMIS SAYLES BOND INSTL					09/03/2008	06/05/2009
12,985.		15,114.					-2,129.	
		PIMCO TOTAL RETURN FD INST					06/30/2008	08/29/2008
2,291.		2,285.					6.	
		PIMCO TOTAL RETURN FD INST					07/31/2008	08/29/2008
2,259.		2,246.					13.	
		PIMCO TOTAL RETURN FD INST					12/29/2006	08/29/2008
646.		629.					17.	
		PIMCO TOTAL RETURN FD INST					08/31/2007	08/29/2008
2,849.		2,761.					88.	
		PIMCO TOTAL RETURN FD INST					01/31/2007	08/29/2008
2,139.		2,071.					68.	
		PIMCO TOTAL RETURN FD INST					04/18/2006	08/29/2008
497,827.		481,501.					16,326.	

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					04/28/2006	08/29/2008
2,268.		2,192.					76.	
		PIMCO TOTAL RETURN FD INST					07/31/2006	08/29/2008
5,624.		5,434.					190.	
		PIMCO TOTAL RETURN FD INST					07/31/2007	08/29/2008
2,389.		2,295.					94.	
		PIMCO TOTAL RETURN FD INST					05/31/2006	08/29/2008
5,819.		5,585.					234.	
		PIMCO TOTAL RETURN FD INST					05/31/2007	08/29/2008
2,604.		2,497.					107.	
		PIMCO TOTAL RETURN FD INST					06/30/2006	08/29/2008
6,385.		6,098.					287.	
		PIMCO TOTAL RETURN FD INST					06/29/2007	08/29/2008
2,509.		2,392.					117.	
		PIMCO TOTAL RETURN FD INST					08/29/2008	12/03/2008
2,222.		2,315.					-93.	
		PIMCO TOTAL RETURN FD INST					11/28/2008	12/03/2008
9.		9.						
		PIMCO TOTAL RETURN FD INST					09/30/2008	12/03/2008
9.		9.						
		PIMCO TOTAL RETURN FD INST					10/31/2008	12/03/2008
11.		10.					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					04/18/2006	12/03/2008
17,003.		23,554.					-6,551.	
		PIMCO EMERGING MARKETS BOND FD					12/29/2006	12/03/2008
267.		369.					-102.	
		PIMCO EMERGING MARKETS BOND FD					02/28/2007	12/03/2008
308.		426.					-118.	
		PIMCO EMERGING MARKETS BOND FD					11/30/2007	12/03/2008
2,160.		2,986.					-826.	
		PIMCO EMERGING MARKETS BOND FD					09/28/2007	12/03/2008
287.		397.					-110.	
		PIMCO EMERGING MARKETS BOND FD					10/05/2007	12/03/2008
99,960.		137,936.					-37,976.	
		PIMCO ALL ASSET INST CLASS					12/05/2005	08/29/2008
788,985.		827,758.					-38,773.	
		PIMCO ALL ASSET INST CLASS					12/05/2005	12/03/2008
174,985.		235,565.					-60,580.	
		PIMCO DEV LOCAL MKTS FD INST					07/31/2008	12/03/2008
1,319.		1,776.					-457.	
		PIMCO DEV LOCAL MKTS FD INST					06/30/2008	12/03/2008
1,249.		1,652.					-403.	
		PIMCO DEV LOCAL MKTS FD INST					08/29/2008	12/03/2008
1,721.		2,219.					-498.	

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					12/12/2007	12/03/2008
5,726.		7,359.					-1,633.	
		PIMCO DEV LOCAL MKTS FD INST					12/12/2007	12/03/2008
2,795.		3,592.					-797.	
		PIMCO DEV LOCAL MKTS FD INST					04/18/2006	12/03/2008
103,175.		131,981.					-28,806.	
		SELECTED AMERICAN SHARES CL D					12/05/2007	06/05/2009
4,985.		7,801.					-2,816.	
		TEMPLETON INST FOREIGN SM COS					12/19/2007	06/05/2009
4,000.		6,915.					-2,915.	
		TEMPLETON INST FOREIGN SM COS					12/19/2007	06/05/2009
61,191.		105,784.					-44,593.	
		TEMPLETON INST FOREIGN SM COS					12/19/2007	06/05/2009
4,720.		8,159.					-3,439.	
		TEMPLETON INST FOREIGN SM COS					09/04/2008	06/05/2009
929.		1,362.					-433.	
		TEMPLETON INST FOREIGN SM COS					09/04/2008	06/05/2009
5,145.		7,542.					-2,397.	
		VANGUARD PRIMECAP CORE FD					12/05/2007	06/05/2009
4,416.		6,079.					-1,663.	
		VANGUARD PRIMECAP CORE FD					08/13/2007	06/05/2009
24,569.		32,801.					-8,232.	

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)	
		VANGUARD INFLATION INSTL					06/26/2008	12/03/2008
9,282.		10,270.					-988.	
		VANGUARD INFLATION INSTL					06/24/2005	12/03/2008
43,714.		48,270.					-4,556.	
		VANGUARD INFLATION INSTL					06/24/2005	12/03/2008
7,327.		8,089.					-762.	
		VANGUARD INFLATION INSTL					09/23/2005	12/03/2008
3,937.		4,309.					-372.	
		VANGUARD INFLATION INSTL					09/24/2004	12/03/2008
4,544.		4,965.					-421.	
		VANGUARD INFLATION INSTL					06/20/2003	12/03/2008
3,571.		3,883.					-312.	
		VANGUARD INFLATION INSTL					06/23/2004	12/03/2008
47,130.		51,015.					-3,885.	
		VANGUARD INFLATION INSTL					03/06/2003	12/03/2008
71,480.		77,361.					-5,881.	
		LTCGD						
							171,577.	
		STCL THRU SIT OPP BOND FD						
							-2,556.	
		LTCL THRU SIT OPP BOND FD						
							-6,550.	

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)	
		LTCL THRU CORAL'S MOMENTUM FD						
							-18,307.	
		LTCG THRU CHURCHILL						
							146,259.	
		STCG THRU CPOF I						
							409.	
		LTCG THRU CPOF I						
							30,813.	
		SEC. 1231 THRU CPOF I						
							829.	
		STCG THRU CPOF II						
							1,724.	
		LTCG THRU CPOF II						
							3,982.	
		SEC. 1231 THRU CPOF II						
							14.	
		STCL THRU CPOF III						
							-83.	
		SEC. 1256 STCG						
							11.	
		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)	
		WASH SALE						
							10,678.	
		WASH SALE						
							1,743.	
		WASH SALE						
							3,232.	
		WASH SALE						
							7,795.	
		WASH SALE						
							2,660.	
		WASH SALE						
							35.	
TOTAL GAIN(LOSS)							-1044972.	

Form **8868** (Rev April 2009)

Department of the Treasury Internal Revenue Service

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 From 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: F & ML WEYERHAEUSER FOUNDATION	Employer identification number: 41-6029036
	Number, street, and room or suite no If a P O box, see instructions: 30 EAST SEVENTH STREET, 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).

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ FIDUCIARY COUNSELLING INC.

Telephone No. ▶ 651 228-0935 FAX No. ▶ 651 228-0776

- 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 02/15 ,2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning 07/01 , 2008 , and ending 06/30 , 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	$ 3,732.
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	$ 15,000.
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 4-2009)

JSA
8F8054 3 000