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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
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

03/01, 2009, and ending

02/28, 2010

G Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ 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

A Employer identification number

41-6012063

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

Room/suite

30 E. SEVENTH ST, SUITE 2000

B Telephone number (see page 10 of the instructions)

(651) 228-0935

City or town, state, and ZIP code

ST PAUL, MN 55101-4930

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 foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) \$ 7,755,382.

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)	52,588.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments	56.	56.		ATCH 1
4 Dividends and interest from securities	129,968.	132,582.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-335,846.			
b Gross sales price for all assets on line 6a	757,744.			
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)	5,000.	76,630.		ATCH 3
12 Total. Add lines 1 through 11	-148,234.	209,268.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	40,272.	20,136.	0.	20,136.
c Other professional fees (attach schedule)				
17 Interest	157.	1,559.		
18 Taxes (attach schedule) (see page 14 of the instructions)	5,000.	2,638.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	2,925.	35,336.		2,925.
24 Total operating and administrative expenses. Add lines 13 through 23	48,354.	59,669.	0.	23,061.
25 Contributions, gifts, grants paid	362,400.			358,980.
26 Total expenses and disbursements. Add lines 24 and 25	410,754.	59,669.	0.	382,041.
27 Subtract line 26 from line 12	-558,988.			
a Excess of revenue over expenses and disbursements		149,599.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			-0-	

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

JSA ** ATCH 6

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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	40,704.	5,852.	5,852.
	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 16 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) **	199,277.	198,133.	203,939.
	b Investments - corporate stock (attach schedule) ATCH 9	5,299,849.	4,854,830.	4,486,575.
	c Investments - corporate bonds (attach schedule) ATCH 10	1,469,377.	1,267,953.	1,347,009.
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 11		1,521,390.	1,412,171.	1,712,007.
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)		8,530,597.	7,738,939.	7,755,382.
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"/> 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. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	8,530,597.	7,738,939.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances (see page 17 of the instructions)	8,530,597.	7,738,939.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,530,597.	7,738,939.		

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	8,530,597.
2 Enter amount from Part I, line 27a	2	-558,988.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 12	3	1,549.
4 Add lines 1, 2, and 3	4	7,973,158.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 13	5	234,219.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,738,939.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-373,683.
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	

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))
2008	457,135.	7,368,164.	0.062042
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

2 Total of line 1, column (d)	2	0.221648
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	0.044330
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,020,352.
5 Multiply line 4 by line 3	5	311,212.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,496.
7 Add lines 5 and 6	7	312,708.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	382,041.

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 or determination 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	1,496.
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	1,496.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,496.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,000.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,000.	
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	3,504.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	3,504.	Refunded

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?		
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 2009 or the taxable year beginning in 2009 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 NONE				
14	The books are in care of FIDUCIARY COUNSELLING, INC. Telephone no 651-228-0935			
	Located at 30 E. SEVENTH ST, STE 2000, ST PAUL, MN ZIP + 4 55101-4930			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			15

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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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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**

X

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**

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

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
ATTACHMENT 14		0.	0.	0.

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 ☐

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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	

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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	6,464,324.
b	Average of monthly cash balances	1b	94,927.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	568,010.
d	Total (add lines 1a, b, and c)	1d	7,127,261.
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	0.
3	Subtract line 2 from line 1d	3	7,127,261.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	106,909.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,020,352.
6	Minimum investment return. Enter 5% of line 5	6	351,018.

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	351,018.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,496.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,496.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	349,522.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	349,522.
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	349,522.

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	382,041.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	382,041.
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	1,496.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	380,545.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				349,522.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			362,041.	
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 382,041.			362,041.	
a Applied to 2008, but not more than line 2a				
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 2009 distributable amount				20,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				329,522.
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	0.			

Form 990-PF (2009)

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 2009, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 28 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

2 Information Regarding Contributions, Grants, Gifts, Loans, Scholarships, 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:

ATTACHMENT 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>	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 <i>Paid during the year</i> SEE ATTACHED				362,400.
Total.			▶ 3a	362,400.
b <i>Approved for future payment</i>				
Total.			▶ 3b	

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	56.
4 Dividends and interest from securities			14	129,968.
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	-335,846.
9 Net income or (loss) from special events . . .				
10 Gross profit or (loss) from sales of inventory . .				
11 Other revenue a _____				
b TAX REFUNDS			01	5,000.
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)				-200,822.
13 Total. Add line 12, columns (b), (d), and (e)				-200,822.

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

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

[illegible]

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

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?		Yes	No
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		

<p>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.</p>			
<p><i>Jan J. Minkoff</i> Signature of officer or trustee</p>		<p>1/12/11 Date</p>	
		<p>SECRETARY/TREASURER Title</p>	
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's signature <i>[Signature]</i></p>		<p>Date 1/11/2011</p>
	<p>Check if self-employed <input type="checkbox"/></p>		<p>Preparer's identifying number (See Signature on page 30 of the instructions) P00633314</p>
<p>Firm's name (or yours if self-employed), address, and ZIP code</p>		<p>FIDUCIARY COUNSELLING, INC. 30 E. 7TH STREET, SUITE 2000 SAINT PAUL, MN 55101-4930</p>	
		<p>EIN ▶ 41-0445819</p>	
		<p>Phone no 651-228-0935</p>	

Form **990-PF** (2009)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2009

Name of the organization

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

Employer identification number

41-6012063

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 an organization 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 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

Employer identification number
41-6012063**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	1969 IRR TRUST #2 SMWS 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 29,761.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	1969 IRR TRUST #3 SMWS 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 22,827.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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)	
11,340.		BARON ASSET FUND 15,789.					12/20/2007 -4,449.	02/02/2010
4,843.		BARON ASSET FUND 6,292.					11/20/2006 -1,449.	02/02/2010
817.		BARON ASSET FUND 1,023.					01/03/2000 -206.	02/02/2010
25,000.		CLEARWATER SMALL CAP FUND 32,230.					12/31/2003 -7,230.	02/02/2010
129,368.		EUROPEAN INVESTORS GLBL PROP 265,015.					06/01/2007 -135,647.	06/11/2009
182,617.		EUROPEAN INVESTORS GLBL PROP 368,321.					05/16/2007 -185,704.	06/11/2009
2,985.		EUROPEAN INVESTORS GLBL PROP 5,257.					05/16/2007 -2,272.	08/31/2009
4,985.		EATON VANCE T-M EMERGING MKTS 5,369.					05/15/2007 -384.	02/02/2010
6,168.		AMERICAN EUROPACIFIC GR CL F2 8,662.					12/13/2007 -2,494.	02/02/2010
13,817.		AMERICAN EUROPACIFIC GR CL F2 19,403.					12/13/2007 -5,586.	02/02/2010
10,127.		OAKMARK SELECT FD 15,961.					09/27/2006 -5,834.	08/31/2009
19,873.		OAKMARK SELECT FD 30,861.					04/18/2006 -10,988.	08/31/2009

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)	
20,000.		OAKMARK SELECT FD 28,427.					04/18/2006 -8,427.	02/02/2010
3,363.		LOOMIS SAYLES BOND INSTL 3,331.					07/28/2009 32.	07/30/2009
3,211.		LOOMIS SAYLES BOND INSTL 3,065.					06/23/2009 146.	07/30/2009
3,325.		LOOMIS SAYLES BOND INSTL 3,048.					05/27/2009 277.	07/30/2009
3,316.		LOOMIS SAYLES BOND INSTL 2,874.					04/28/2009 442.	07/30/2009
3,727.		LOOMIS SAYLES BOND INSTL 3,211.					01/27/2009 516.	07/30/2009
3,527.		LOOMIS SAYLES BOND INSTL 2,984.					02/24/2009 543.	07/30/2009
24,516.		LOOMIS SAYLES BOND INSTL 20,625.					11/04/2008 3,891.	07/30/2009
3,320.		LOOMIS SAYLES BOND INSTL 3,308.					08/25/2009 12.	08/31/2009
72,665.		LOOMIS SAYLES BOND INSTL 59,609.					11/04/2008 13,056.	08/31/2009
2,938.		LOOMIS SAYLES BOND INSTL 2,933.					01/26/2010 5.	02/02/2010
2,722.		LOOMIS SAYLES BOND INSTL 2,675.					12/11/2009 47.	02/02/2010

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)	
2,826.		LOOMIS SAYLES BOND INSTL 2,772.					11/24/2009 54.	02/02/2010
2,894.		LOOMIS SAYLES BOND INSTL 2,807.					10/27/2009 87.	02/02/2010
2,707.		LOOMIS SAYLES BOND INSTL 2,589.					09/22/2009 118.	02/02/2010
30,897.		LOOMIS SAYLES BOND INSTL 23,543.					11/04/2008 7,354.	02/02/2010
1,507.		PIMCO EMERGING MARKETS BOND FD 1,861.					08/29/2008 -354.	07/30/2009
6,478.		PIMCO EMERGING MARKETS BOND FD 7,467.					10/09/2007 -989.	07/30/2009
17,985.		PIMCO EMERGING MARKETS BOND FD 20,288.					10/09/2007 -2,303.	08/31/2009
14,985.		PIMCO EMERGING MARKETS BOND FD 16,131.					10/09/2007 -1,146.	02/02/2010
44,985.		PIMCO ALL ASSET INST CLASS 50,320.					11/10/2005 -5,335.	08/31/2009
19,985.		PIMCO ALL ASSET INST CLASS 22,193.					11/10/2005 -2,208.	02/02/2010
6,985.		PIMCO DEV LOCAL MKTS FD INST 7,790.					04/18/2006 -805.	07/30/2009
13,985.		PIMCO DEV LOCAL MKTS FD INST 15,331.					04/18/2006 -1,346.	08/31/2009

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)	
7,985.		PIMCO DEV LOCAL MKTS FD INST 8,425.					04/18/2006 -440.	02/02/2010
1,365.		VANGUARD PRIMECAP CORE FD 1,406.					09/27/2006 -41.	02/02/2010
3,439.		VANGUARD PRIMECAP CORE FD 3,528.					12/30/2009 -89.	02/02/2010
15,181.		VANGUARD PRIMECAP CORE FD 15,524.					04/18/2006 -343.	02/02/2010
3,719.		VANGUARD INFLATION INSTL 3,664.					12/23/2009 55.	02/02/2010
1,266.		VANGUARD INFLATION INSTL 1,246.					11/18/2003 20.	02/02/2010
		WASH SALES					VAR 1,379.	VAR
		LTCGD					VAR 22,189.	VAR
		STCL THRU SIT OPP BOND FD					-9,560.	
		LTCL THRU SIT OPP BOND FD					-29,524.	
		STCG THRU CPOF I					270.	
		LTCG THRU CPOF I					3,315.	

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)	
		SEC. 1231 THRU CPOF I					14.	
		STCG THRU CPOF II					2,162.	
		LTCL THRU CPOF II					-5,520.	
		SEC. 1231 THRU CPOF II					-128.	
		STCG THRU CPOF III					1,230.	
		LTCL THRU CPOF III					-107.	
		SEC. 1256 STCG					VAR 4.	VAR
		SEC. 1256 LTCL					VAR 7.	VAR
TOTAL GAIN (LOSS)							<u>-373,683.</u>	

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, 2009 THROUGH FEBRUARY 28, 2010

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	\$1,000.00
Americans United for the Separation of Church & State Washington, DC	N/A	Public Charity	Operating Support	\$2,000.00
American University in Cairo New York, NY	N/A	Public Charity	Operating Support	\$2,000.00
The Art Complex Museum Duxbury, MA	N/A	Private Foundation	Operating Support	\$10,000.00
Courage Center Golden Valley, MN	N/A	Public Charity	Operating Support	\$1,000.00
Dodge Nature Center W. St. Paul, MN	N/A	Public Charity	Operating Support	\$2,000.00
Forest History Society Durham, NC	N/A	Public Charity	Operating Support	\$52,000.00

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, 2009 THROUGH FEBRUARY 28, 2010

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
Freshwater Society Excelsior, MN	N/A	Public Charity	Operating Support	\$1,000.00
Global Population Education Inc. Basye, VA	N/A	Public Charity	Operating Support	\$2,000.00
Greater Twin Cities United Way Minneapolis, MN	N/A	Public Charity	Operating Support	\$2,000.00
Heartland Symphony Orchestra Little Falls, MN	N/A	Public Charity	Operating Support	\$2,000.00
Hill Museum & Manuscript Library Collegeville, MN	N/A	Public Charity	Operating Support	\$10,000.00
Home For Life Stillwater, MN	N/A	Public Charity	Operating Support	\$2,000.00

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, 2009 THROUGH FEBRUARY 28, 2010

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
Landmark Center St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
Land Stewardship Project White Bear Lake, MN	N/A	Public Charity	Operating Support	\$1,000.00
Lindbergh Foundation Anoka, MN	N/A	Public Charity	Operating Support	\$10,000.00
Metropolitan Opera Association New York, NY	N/A	Public Charity	Operating Support	\$4,500.00
Minneapolis Institute of Arts Minneapolis, MN	N/A	Public Charity	Operating Support	\$2,000.00
Minnesota Historical Society St. Paul, MN	N/A	Public Charity	Operating Support	\$95,080.00
Minnesota Land Trust St. Paul, 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, 2009 THROUGH FEBRUARY 28, 2010

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
Minnesota Landscape Arboretum Foundation Chaska, MN	N/A	Public Charity	Operating Support	\$1,000.00
Minnesota NARAL Foundation St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
MN Orchestral Association Minneapolis, MN	N/A	Public Charity	Operating Support	\$4,000.00
Minnesota Public Radio, Inc. St. Paul, MN	N/A	Public Charity	Operating Support	\$35,400.00
Montana State University Foundation Bozeman, MT	N/A	Public Charity	Operating Support	\$15,000.00
Morrison County Animal Humane Society Little Falls, MN	N/A	Public Charity	Operating Support	\$10,000.00
Morrison County Historical Society Little Falls, MN	N/A	Public Charity	Operating Support	\$20,000.00

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, 2009 THROUGH FEBRUARY 28, 2010

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
Music Forward Brooklyn, NY	N/A	Public Charity	Operating Support	\$10,000.00
Orway Center for the Performing Arts St. Paul, MN	N/A	Public Charity	Operating Support	\$2,000.00
Planned Parenthood of MN St. Paul, MN	N/A	Public Charity	Operating Support	\$25,000.00
Population Action Intl. Washington, D.C.	N/A	Public Charity	Operating Support	\$2,000.00
Population Institute Washington, D.C.	N/A	Public Charity	Operating Support	\$2,000.00
Public Art Saint Paul St. Paul, MN	N/A	Public Charity	Operating Support	\$2,000.00
Randall Presbyterian Church Randall, 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, 2009 THROUGH FEBRUARY 28, 2010

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	\$2,500.00
St. Paul Foundation St. Paul, MN	N/A	Public Charity	Operating Support	\$2,000.00
St. Paul Riverfront Corp. St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
Scandia Valley Fire Department Cushing, MN	N/A	Public Charity	Operating Support	\$2,000.00
Scandia Valley First Response Team Cushing, MN	N/A	Public Charity	Operating Support	\$2,000.00
Schubert Club St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
Science Museum of Minnesota St. Paul, MN	N/A	Public Charity	Operating Support	\$2,000.00

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, 2009 THROUGH FEBRUARY 28, 2010

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	\$3,000.00
Weyerhaeuser Family Foundation St. Paul, MN	N/A	Private Foundation	Operating Support	\$3,420.00
Winding Brook Charity Association Inc. Naples, FL	N/A	Public Charity	Operating Support	\$10,000.00
TOTAL CASH CONTRIBUTIONS				<u>\$362,400.00</u>

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY FCASH	56.	56.
TOTAL	<u>56.</u>	<u>56.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY INVESTMENTS	129,965.	132,579.
ROCK ISLAND COMPANY	3.	3.
TOTAL	<u>129,968.</u>	<u>132,582.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX REFUND- 2008		
CPOF, #45-0463589		
ORDINARY INCOME/LOSS	5,000.	
RENTAL		284.
OTHER RENTAL		3.
INTEREST		-8.
DIVIDENDS		3,310.
ROYALTY		1,679.
OTHER PORTFOLIO INCOME/LOSS		2.
CANCELLATION OF DEBT		256.
OTHER INCOME/LOSS		365.
CPOF II #20-2825162		-20.
ORDINARY INCOME/LOSS		
RENTAL		-1,765.
OTHER RENTAL INCOME/LOSS		-75.
TAXABLE INTEREST		-48.
ORDINARY DIVIDENDS		3,540.
ROYALTIES		4,917.
OTHER INCOME		43.
CANCELLATION OF DEBT		667.
OTHER INCOME		77.
CPOF III #26-2251284		20.
ORDINARY INCOME/LOSS		
TAXABLE INTEREST		4.
ORDINARY DIVIDENDS		920.
ROYALTIES		784.
OTHER INCOME/LOSS		1.
OTHER INCOME/LOSS		-19.
SIT OPPORTUNITY BOND FUND LLC 41-1966452		156.
INTEREST		
DIVIDENDS		1,653.
		59,884.
TOTALS	5,000.	76,630.

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
* ACCOUNTING AND TAX SERVICE	40,272.	20,136.		20,136.
* ALLOCATED 50% TO INVESTMENT INCOME & 50% TO DISBURSEMENTS FOR CHARITABLE PURPOSES				
TOTALS	<u>40,272.</u>	<u>20,136.</u>	<u>0.</u>	<u>20,136.</u>

ATTACHMENT 5FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLEARWATER PRIVATE OPP FD		514.
#45-0463589		
CLEARWATER PRIVATE OPP FD II		947.
#20-2825162		
CLEARWATER PRIVATE OPP FD III		98.
#26-2251284		
FIDELITY MARGIN INTEREST EXP	157.	
TOTALS	<u>157.</u>	<u>1,559.</u>

FORM 990PE, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2009 FEDERAL EXCISE TAXES	5,000.	
FOREIGN TAXES		2,595.
FOREIGN TAX THRU CPOF		28.
FOREIGN TAX THRU CPOF II		14.
FOREIGN TAX THRU CPOF III		1.
TOTALS	5,000.	2,638.

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

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD INFLATION INSTL	199,277.	198,133.	203,939.
US OBLIGATIONS TOTAL	<u>199,277.</u>	<u>198,133.</u>	<u>203,939.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OAKMARK SELECT FD	643,172.	569,292.	434,086.
SELECTED AMERICAN SHARES CL D	474,666.	479,005.	422,487.
SOURCE CAPITAL INC	328,035.	328,036.	370,475.
VANGUARD PRIMECAP CORE FD	455,754.	438,823.	433,034.
BARON ASSET FUND	411,976.	393,632.	373,873.
CLEARWATER SMALL CAP FUND	576,023.	557,793.	530,985.
DODGE & COX INTL STOCK FUND	210,186.	212,591.	170,086.
AMERICAN EUROPACIFIC GR CL F	259,935.	239,242.	353,533.
LAUDUS ROSENBERG INTL SMALL	237,106.	240,781.	132,326.
MSDW INSTITUTIONAL INTL EQUITY	209,309.	214,291.	181,365.
TEMPLETON INST FOREIGN SM COS	146,444.	147,956.	178,639.
EATON VANCE T-M EMERGING MKTS	165,476.	161,688.	150,302.
ROCK ISLAND COMPANY	500.	500.	680.
EUROPEAN INVESTORS GLBL PROP	1,181,267.	548,312.	375,001.
THIRD AVENUE REAL ESTATE	0.	322,888.	379,703.
TOTALS	5,299,849.	4,854,830.	4,486,575.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LOOMS SAYLES BOND INSTL	499,697.	395,414.	521,179.
PIMCO EMERGING MARKETS BOND FD	245,178.	214,590.	208,011.
PIMCO ALL ASSET INST CLASS	483,492.	442,827.	411,810.
PIMCO DEV LOCAL MKTS FD INST	241,010.	215,122.	206,009.
TOTALS	<u>1,469,377.</u>	<u>1,267,953.</u>	<u>1,347,009.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SIT OPP BOND FUND LLC	740,026.	618,584.	868,007.
CLEARWATER PRIVATE OPPORT FD	421,349.	361,556.	394,500.
CLEARWATER PRIVATE OPP FD II	310,015.	337,904.	353,000.
CLEARWATER PRIVATE OPP FD III	50,000.	94,127.	96,500.
TOTALS	<u>1,521,390.</u>	<u>1,412,171.</u>	<u>1,712,007.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENTS

DISALLOWED LOSSES DUE TO WASH SALES

1,549.

TOTAL

1,549.

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENTS

CLEARWATER PRIVATE OPPORTUNITY FUND

69,793.

CLEARWATER PRIVATE OPP FUND II

37,111.

CLEARWATER PRIVATE OPP FUND III

5,873.

SIT OPPORTUNITY BOND FUND

121,442.

TOTAL

234,219.

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
*MEMBERSHIP FEE-MN COUNCIL ON FOUNDATIONS	2,900.		2,900.
*MISC STATE FILING FEES	25.		25.
THRU CLEARWATER PRIV OPP FD			
#45-0463589			
SEC. 59 E (2) DEDUCTION		155.	
PORTFOLIO DEDUCTIONS		9,503.	
OTHER PORTFOLIO DEDUCTIONS		1,318.	
OTHER DEDUCTIONS		129.	
THRU CLEARWATER PRIV OPP FD II			
ROYALTY DEDUCTIONS		60.	
SEC. 59 E (2) DEDUCTION		83.	
PORTFOLIO DEDUCTIONS		13,657.	
OTHER PORTFOLIO DEDUCTIONS		145.	
OTHER DEDUCTIONS		40.	
THRU CLEARWATER PRI OPP FD III			
PORTFOLIO DEDUCTIONS		6,859.	
PORTFOLIO DEDUCTIONS		33.	
OTHER DEDUCTIONS		43.	
SIT OPPORTUNITY BOND FUND LLC			
41-1966452			
PORTFOLIO DEDUCTIONS		3,311.	
*100% ALLOCATED TO DISBURSE- MENT FOR CHARITABLE PURPOSES			
TOTALS	2,925.	35,336.	2,925.

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

41-6012063

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

ATTACHMENT 14

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 1.00	0.	0.	0.
ROBERT J. SIVERTSEN 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	VICE PRES/DIRECTOR 1.00	0.	0.	0.
JOSEPH S. MICALLEF 332 MINNESOTA STREET, STE 3090 ST. PAUL, MN 55101	SECR/TREAS/DIRECTOR 1.00	0.	0.	0.
CHARLES W. ROSENBERY, II 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	DIR/AST SECR/AST TRS 1.00	0.	0.	0.
ELISE R. DONOHUE 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 15

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

2009 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: 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:

2007 Annual report was received after May 15, 2008,

2008 Annual report was received after May 15, 2009,

2009 Annual report, none as of December 31, 2009 Annual report of the grantee will be made available after May 15, 2010

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:

2008 Annual report was received after May 15, 2009,
2009 Annual report, none as of December 31, 2009. Annual report of the grantee will be made available after May 15, 2010.

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:

2008 Annual report was received after May 15, 2009,
2009 Annual report, none as of December 31, 2009. Annual report of the grantee will be made available after May 15, 2010.

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: 12/4/2009

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:

2009 Annual report, none as of December 31, 2009. Annual report of the grantee will be made available after May 15, 2010.

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: 2/22/2010

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:

2009 Annual report, none as of December 31, 2009 Annual report of the grantee will be made available after May 15, 2010.

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: 12/4/2009

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:

2009 Annual report, none as of December 31, 2009. Annual report of the grantee will be made available after May 15, 2010

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: 2/22/2010

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:

2009 Annual report, none as of December 31, 2009. Annual report of the grantee will be made available after May 15, 2010

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.

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

2009Attachment
Sequence No **27**

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 2009 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)
	ATTACHMENT 16						-114.

- 3 Gain, if any, from Form 4684, line 43

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

-114.

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

(114)

- 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 35 and 42a

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

-114.

- 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 39, 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** (2009)

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, mining exploration costs, and depletion (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 37 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 (2009)

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PAGE 44

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

2009Attachment
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	1	
2 Add the amounts on line 1 in columns (b) and (c)	2 (1)	12
3 Net gain or (loss) Combine line 2, columns (b) and (c)	3	11
4 Form 1099-B adjustments See instructions and attach schedule	4	
5 Combine lines 3 and 4	5	11
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	11
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	4
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	7

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				

For Paperwork Reduction Act Notice, see page 4.

Form **6781** (2009)

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 2010**, 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, 2009**, and ending **02/28, 2010**.

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	\$	1,681.
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	\$	5,000.
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)