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

2009

For calendar year 2009, or tax year beginning 07/01 **, 2009, and ending** 06/30, **20**10

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] 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) ▶ $ 16,318,246.

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)	144,603.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15.	15.		ATCH 1
	4 Dividends and interest from securities	285,262.	287,890.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-504,359.			
	b Gross sales price for all assets on line 6a 3,389,889.				
	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)	10,283.	134,493.		ATCH 3
	12 Total. Add lines 1 through 11	-64,196.	422,398.		
Operating and Administrative Expenses	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) ATCH 4	72,095.	34,548.	0.	36,047.
	c Other professional fees (attach schedule)				
	17 Interest ATTACHMENT 5		5,432.		
	18 Taxes (attach schedule) (see page 14 of the instructions) **	2,119.	7,675.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,357.			6,357.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	25.	69,975.		25.
	24 Total operating and administrative expenses Add lines 13 through 23	80,596.	117,630.	0.	42,429.
	25 Contributions, gifts, grants paid	768,801.			768,801.
	26 Total expenses and disbursements Add lines 24 and 25	849,397.	117,630.	0.	811,230.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-913,593.			
	b Net investment income (if negative, enter -0-)		304,768.		
	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	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	37,550.	154,198.	154,198.
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) **	395,227.	485,442.	515,776.
b	Investments - corporate stock (attach schedule) ATCH 9	10,550,539.	8,483,657.	8,786,649.
c	Investments - corporate bonds (attach schedule) ATCH 10	4,002,209.	4,186,603.	4,184,263.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 11	1,963,866.	2,982,312.	2,677,360.
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)	16,949,391.	16,292,212.	16,318,246.
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	16,949,391.	16,292,212.	
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)	16,949,391.	16,292,212.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,949,391.	16,292,212.	

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	16,949,391.
2	Enter amount from Part I, line 27a	2	-913,593.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 12	3	477,380.
4	Add lines 1, 2, and 3	4	16,513,178.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 13	5	220,966.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,292,212.

**ATCH 8

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** -620,513.

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	860,165.	13,588,321.	0.063302
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

2	**Total** of line 1, column (d)	2	0.191549
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	0.038310
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,749,057.
5	Multiply line 4 by line 3	5	603,346.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,048.
7	Add lines 5 and 6	7	606,394.
8	Enter qualifying distributions from Part XII, line 4	8	811,230.

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 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 ▶ [X] and enter 1% of Part I, line 27b	1	3,048.
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	3,048.
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	3,048.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 11,281.		
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	11,281.
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	8,233.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 8,233. **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? *If "Yes," attach a detailed description of the activities*	2		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*	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? *If "Yes," attach the statement required by General Instruction T*	5		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?	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 2009 or the taxable year beginning in 2009 (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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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. 7TH STREET, SUITE 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? ☐ 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** | | |

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 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? ☐ 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** | | |

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 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** | | 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 2009? | **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	[X] 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	[X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes	[X] 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	[X] 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	[X] No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?			**5b**	
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	Yes	[X] 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	[X] 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	[X] 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 ▶

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
ATTACHMENT 15		72,095.

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	14,141,663.
b	Average of monthly cash balances	1b	162,175.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,685,052.
d	**Total** (add lines 1a, b, and c)	1d	15,988,890.
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	15,988,890.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	239,833.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,749,057.
6	**Minimum investment return.** Enter 5% of line 5	6	787,453.

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	787,453.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,048.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,048.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	784,405.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	784,405.
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	784,405.

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	811,230.
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	811,230.
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	3,048.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	808,182.

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				784,405.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			633,569.	
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 ▶ $ 811,230.				
a Applied to 2008, but not more than line 2a			633,569.	
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				177,661.
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:**				
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				606,744.
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.				

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)

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

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

SEE ATTACHED

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

ATTACHMENT 16

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				768,801.
Total			▶ 3a	768,801.
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	15.	
4 Dividends and interest from securities			14	285,262.	
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	-504,359.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 17				10,283.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-208,799.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 -208,799.

(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 29 of the instructions)
	NOT APPLICABLE

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

(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 R Morley — 5-14-11 — PRESIDENT

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature: Paula Kvaleski	Date 5/13/11	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00632843	
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, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization	Employer identification number
F & ML WEYERHAEUSER FOUNDATION	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 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 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	$ 144,603.	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 **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

2009

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 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 18						-43.

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	-43.

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	(43)
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	-43.
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)

JSA

9X2610 1 000

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		

F & ML WEYERHAEUSER FOUNDATION
Supplement to Form 4797 Part I Detail

41-6029036
ATTACHMENT 18

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						14.
THRU CPOF II						-127.
THRU MS AIP 7TH						70.
Totals						-43.

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

2009

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		12
	THRU MS AIP 7TH STREET	1,308	
2	Add the amounts on line 1 in columns (b) and (c)	(1,308)	12

3	Net gain or (loss) Combine line 2, columns (b) and (c)	3	-1,296
4	Form 1099-B adjustments See instructions and attach schedule	4	
5	Combine lines 3 and 4	5	-1,296
	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	-1,296
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	-518
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	-778

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)

JSA

9X5200 1 000

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	Name of Exempt Organization	Employer identification number
	F & ML WEYERHAEUSER FOUNDATION	41-6029036
File by the due date for filing your return See instructions	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, 2011, 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, 2009, and ending 06/30, 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	$ 3,199.
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	$ 11,281.
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)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

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

Type or print	Name of exempt organization	Employer identification number
	F & ML WEYERHAEUSER FOUNDATION	41-6029036
File by the extended due date for filing your return See instructions	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	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ FIDUCIARY COUNSELLING INC.
  Telephone No ▶ 651 228-0935 FAX No. ▶ 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 is for

4 I request an additional 3-month extension of time until 05/15 , 20 11

5 For calendar year ______ , or other tax year beginning 07/01 , 20 09 , and ending 06/30 , 20 10

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension SEE ATTACHED

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 3,199.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 11,281.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification

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

FIDUCIARY COUNSELLING, INC.
Signature ▶ Title ▶ Attorney Date ▶ 2/8/11
30 E. 7TH STREET, SUITE 2000
SAINT PAUL, MN 55101-4930

Form **8868** (Rev 1-2011)

F & ML Weyerhaeuser Foundation 41-6029036

Due to the taxpayer's fiscal year end the taxpayer's return includes information reported on both a 2009 and 2010 1099 from Fidelity. The taxpayer has not yet received their 2010 1099 from Fidelity. So the taxpayer requests an additional extension of time in order to file a complete and accurate return.

Identification No. 41-6029036 76000

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2009 - JUNE 30, 2010

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Admission Possible St Paul, MN	Public Charity	Operating support	$ 10,000.00
American University in Cairo New York, NY	Public Charity	Operating support	$ 25,000.00
The Baylor School Chattanooga, TN	Public Charity	Operating support	$ 5,000.00
Beaufort County Hospital Foundation Washington, NC	Public Charity	Operating support	$ 5,000.00
Big Brothers Big Sisters of Orange County Tustin, CA	Public Charity	Operating support	$ 7,500.00
The Blake School Hopkins, MN	Public Charity	Operating support	$ 2,500 00
Boston Women's Health Book Collective d/b/a Our Bodies Ourselves Cambridge, MA	Public Charity	Operating support	$ 1,000 00

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2009 - JUNE 30, 2010

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Cambridge Ellis School Cambridge, MA	Public Charity	Operating support	$ 2,500 00
Carolina Pregnancy Center Washington, NC	Public Charity	Operating support	$ 5,000.00
Centerstone Community Mental Health Centers, Inc. Nashville, TN	Public Charity	Operating support	$ 40,000.00
Charlottesville Albemarle Community Foundation Charlottesville, VA	Public Charity	Operating support	$ 3,000 00
Chelsea Day School New York, NY	Public Charity	Operating support	$ 1,500.00
Colgate University Hamilton, NY	Public Charity	Operating support	$ 5,000 00
Conservation Corps Maplewood, MN	Public Charity	Operating support	$ 29,000 00

Identification No. 41-6029036 76000

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2009 - JUNE 30, 2010

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Cordillera Foundation Denver, CO	Public Charity	Operating support	$ 6,000.00
Dakota County Technical College Foundation Rosemount, MN	Public Charity	Operating support	$ 20,000.00
David Lynch Foundation for Consciousness-Based Education and World City Maharishi Vedic, IA	Public Charity	Operating support	$ 5,000.00
Down Syndrome Research and Treatment Foundation Menlo Park, CA	Public Charity	Operating support	$ 10,000.00
Forest History Society Durham, NC	Public Charity	Operating support	$ 1,000 00
Friends of Kenya Wildlife Trust Norwalk, CT	Public Charity	Operating support	$ 2,500.00
Gillette Children's Hospital St Paul, MN	Public Charity	Operating support	$ 144,801.28

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2009 - JUNE 30, 2010

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Grace Church School New York, NY	Public Charity	Operating support	$ 15,000.00
Greater St. Louis Area Fellowship of Christian Athletes St Louis, MO	Public Charity	Operating support	$ 15,000.00
Habitat for Humanity International Americus, GA	Public Charity	Operating support	$ 8,000.00
Hands on Childrens Museum Olympia, WA	Public Charity	Operating support	$ 2,500.00
Harris Center for Conservation Education Hancock, NH	Public Charity	Operating support	$ 32,500 00
Hazelden Foundation Center City, MN	Public Charity	Operating support	$ 45,000 00
HH Franklin Club, Inc Cazenovia, NY	Public Charity	Operating support	$ 9,000.00

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2009 - JUNE 30, 2010

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
King Street Youth Center Burlington, VT	Public Charity	Operating support	$ 1,000 00
Lakeland Evangelical Free Church Gurnee, IL	Public Charity	Operating support	$ 20,000.00
Leukemia & Lymphoma Society, Inc White Plains, NY	Public Charity	Operating support	$ 17,500.00
Leukemia and Lymphoma Society Golden Valley, MN	Public Charity	Operating support	$ 3,000.00
Lighthouse Christian Home Kalispell, MT	Public Charity	Operating support	$ 10,000.00
Macalester College St. Paul, MN	Public Charity	Operating support	$ 9,000.00
Marymount Manhattan College New York, NY	Public Charity	Operating support	$ 2,000.00

Identification No. 41-6029036 76000

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2009 - JUNE 30, 2010

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Milton Academy Milton, MA	Public Charity	Operating support	$ 2,000.00
Minneapolis Institute of Arts Minneapolis, MN	Public Charity	Operating support	$ 10,000.00
Mind Body Solutions Minnetonka, MN	Public Charity	Operating support	$ 7,500.00
Minnesota Historical Society St Paul, MN	Public Charity	Operating support	$ 2,000.00
Minnesota Zoo Foundation Apple Valley, MN	Public Charity	Operating support	$ 5,000.00
Missouri State University Foundation Springfield, MO	Public Charity	Operating support	$ 10,000.00
Mona Foundation Kirkland, WA	Public Charity	Operating support	$ 4,000 00

Identification No. 41-6029036 76000

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2009 - JUNE 30, 2010

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Multiple Myeloma Research Foundation Norwalk, CT	Public Charity	Operating support	$ 1,500.00
Na-Way-ee Center School Minneapolis, MN	Public Charity	Operating support	$ 15,000.00
New England Forestry Foundation Groton, MA	Public Charity	Operating support	$ 6,000.00
Ocean Park Community Center Santa Monica, CA	Public Charity	Operating support	$ 25,000.00
Orphan Foundation of America Sterling, VA	Public Charity	Operating support	$ 2,000.00
Parent Teacher Student Organization McLane School Olympia, WA	Public Charity	Operating support	$ 2,500 00
Providence St Peter Foundation Olympia, WA	Public Charity	Operating support	$ 2,500 00

Identification No. 41-6029036 76000

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2009 - JUNE 30, 2010

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Purpose of God Annex Outreach Center Washington, NC	Public Charity	Operating support	$ 10,000.00
Rainforest Alliance New York, NY	Public Charity	Operating support	$ 7,500.00
Reporters Without Borders USA Washington, DC	Public Charity	Operating support	$ 5,000 00
Rural Renewable Energy Alliance Backus, MN	Public Charity	Operating support	$ 2,000.00
St. Paul's School Brooklandville, MD	Public Charity	Operating support	$ 20,000.00
San Francisco Zoological Society San Francisco, CA	Public Charity	Operating support	$ 10,000 00
Shady Hill School Cambridge, MA	Public Charity	Operating support	$ 6,000 00

Identification No. 41-6029036 76000

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2009 - JUNE 30, 2010

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Sobriety High Foundation St Paul, MN	Public Charity	Operating support	$ 2,000.00
South Puget Sound Community College Foundation Olympia, WA	Public Charity	Operating support	$ 15,000 00
St Paul Youth Services St Paul, MN	Public Charity	Operating support	$ 10,000.00
Teen Mother Choices International Gurnee, IL	Public Charity	Operating support	$ 5,000.00
Together! Lacey, WA	Public Charity	Operating support	$ 2,500 00
Twin Cities Public Television St Paul, MN	Public Charity	Operating support	$ 5,000 00
United Way of Beaufort County Washington, NC	Public Charity	Operating support	$ 5,000.00

Identification No. 41-6029036 76000

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2009 - JUNE 30, 2010

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Valley Grove Preservation Society Nerstrand, MN	Public Charity	Operating support	$ 2,500 00
White Bear Center for the Arts White Bear Lake, MN	Public Charity	Operating support	$ 3,000.00
World Bicycle Relief Chicago, IL	Public Charity	Operating support	$ 5,000 00
Y.O.G.A. for Youth Los Angeles, CA	Public Charity	Operating support	$ 2,500 00
Yale School of Forestry and Environmental Studies New Haven, CT	Public Charity	Operating support	$ 35,000.00
TOTAL CASH CONTRIBUTIONS			$ 768,801.28

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CLEARWATER SMALL CAP FUND					12/29/2006	10/16/2009
145,506.		194,957.					-49,451.	
		CLEARWATER SMALL CAP FUND					12/29/2006	10/16/2009
37,516.		50,266.					-12,750.	
		CLEARWATER SMALL CAP FUND					12/31/2003	10/16/2009
27,771.		36,493.					-8,722.	
		CLEARWATER SMALL CAP FUND					12/31/2003	10/16/2009
32,207.		42,322.					-10,115.	
		CLEARWATER SMALL CAP FUND					12/31/2003	10/30/2009
58,782.		83,204.					-24,422.	
		CLEARWATER SMALL CAP FUND					01/03/2006	10/30/2009
53,218.		74,260.					-21,042.	
		CLEARWATER SMALL CAP FUND					01/03/2006	12/22/2009
36,000.		45,305.					-9,305.	
		CLEARWATER SMALL CAP FUND					01/03/2006	06/07/2010
98,545.		122,820.					-24,275.	
		CLEARWATER SMALL CAP FUND					01/03/2006	06/07/2010
33,526.		41,785.					-8,259.	
		CLEARWATER SMALL CAP FUND					12/31/2007	06/07/2010
82,929.		95,331.					-12,402.	
		DODGE & COX INTL STOCK FUND					04/18/2006	10/16/2009
78,985.		95,940.					-16,955.	
		DODGE & COX INTL STOCK FUND					04/18/2006	12/22/2009
9,985.		12,630.					-2,645.	

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)	
		EUROPEAN INVESTORS GLBL PROP					03/15/2007	10/30/2009
19,985.		31,830.					-11,845.	
		EUROPEAN INVESTORS GLBL PROP					03/15/2007	12/22/2009
32,985.		50,714.					-17,729.	
		EATON VANCE T-M EMERGING MKTS					02/28/2007	08/31/2009
41,160.		44,277.					-3,117.	
		EATON VANCE T-M EMERGING MKTS					02/28/2007	10/16/2009
129,360.		122,855.					6,505.	
		EATON VANCE T-M EMERGING MKTS					02/28/2007	10/30/2009
17,150.		17,333.					-183.	
		EATON VANCE T-M EMERGING MKTS					02/28/2007	12/22/2009
29,400.		28,390.					1,010.	
		AMERICAN EUROPACIFIC GR CL F2					12/03/2008	10/16/2009
90,704.		63,985.					26,719.	
		AMERICAN EUROPACIFIC GR CL F2					12/24/2008	10/16/2009
6,281.		4,359.					1,922.	
		AMERICAN EUROPACIFIC GR CL F2					12/24/2008	10/30/2009
21,485.		15,706.					5,779.	
		AMERICAN EUROPACIFIC GR CL F2					12/24/2008	12/22/2009
23,985.		16,809.					7,176.	
		OAKMARK SELECT FD					08/13/2007	10/16/2009
140,000.		191,234.					-51,234.	
		OAKMARK SELECT FD					08/13/2007	10/30/2009
13,500.		19,582.					-6,082.	

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	12/22/2009
48,500.		64,333.					-15,833.	
		LAUDUS ROSENBERG INTL SMALL					04/18/2006	12/22/2009
2,485.		4,819.					-2,334.	
		LAUDUS ROSENBERG INTL SMALL					04/18/2006	05/07/2010
239,506.		476,321.					-236,815.	
		LAUDUS ROSENBERG INTL SMALL					12/15/2006	05/07/2010
4,904.		9,422.					-4,518.	
		LAUDUS ROSENBERG INTL SMALL					12/15/2006	05/07/2010
12,292.		23,614.					-11,322.	
		LAUDUS ROSENBERG INTL SMALL					12/15/2006	05/07/2010
14,881.		28,589.					-13,708.	
		LAUDUS ROSENBERG INTL SMALL					12/17/2007	05/07/2010
12,619.		19,977.					-7,358.	
		LAUDUS ROSENBERG INTL SMALL					12/17/2007	05/07/2010
31,323.		49,590.					-18,267.	
		LAUDUS ROSENBERG INTL SMALL					12/17/2007	05/07/2010
11,604.		18,372.					-6,768.	
		LAUDUS ROSENBERG INTL SMALL					12/17/2009	05/07/2010
9,614.		9,870.					-256.	
		LAUDUS ROSENBERG INTL SMALL					12/17/2008	05/07/2010
10,143.		8,616.					1,527.	
		LAUDUS ROSENBERG INTL DISCVRY					06/04/2008	10/16/2009
4,159.		5,567.					-1,408.	

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)	
		LAUDUS ROSENBERG INTL DISCVRY					12/17/2008	10/16/2009
3,440.		2,507.					933.	
		LAUDUS ROSENBERG INTL DISCVRY					12/03/2008	10/16/2009
41,386.		27,797.					13,589.	
		LAUDUS ROSENBERG INTL DISCVRY					12/03/2008	10/30/2009
6,485.		4,661.					1,824.	
		LAUDUS ROSENBERG INTL DISCVRY					12/17/2009	05/07/2010
1,543.		1,556.					-13.	
		LAUDUS ROSENBERG INTL DISCVRY					12/03/2008	05/07/2010
89,339.		63,557.					25,782.	
		LOOMIS SAYLES BOND INSTL					09/03/2008	10/30/2009
21,985.		22,997.					-1,012.	
		LOOMIS SAYLES BOND INSTL					09/03/2008	12/22/2009
39,985.		41,046.					-1,061.	
		LOOMIS SAYLES BOND INSTL					04/27/2010	06/07/2010
5,843.		6,080.					-237.	
		LOOMIS SAYLES BOND INSTL					03/23/2010	06/07/2010
5,373.		5,538.					-165.	
		LOOMIS SAYLES BOND INSTL					09/03/2008	06/07/2010
83,769.		85,010.					-1,241.	
		MORGAN STANLEY INST INTL EQUTY					12/21/2006	10/16/2009
24,486.		37,951.					-13,465.	
		MORGAN STANLEY INST INTL EQUTY					12/20/2007	10/16/2009
1,499.		2,100.					-601.	

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)	
		MORGAN STANLEY INST INTL EQUTY					12/20/2007	10/30/2009
3,897.		5,649.					-1,752.	
		MORGAN STANLEY INST INTL EQUTY					12/20/2007	10/30/2009
17,088.		24,770.					-7,682.	
		PIMCO EMERGING MARKETS BOND FD					12/10/2008	12/22/2009
4,770.		6,589.					-1,819.	
		PIMCO EMERGING MARKETS BOND FD					12/31/2008	12/22/2009
2,715.		3,392.					-677.	
		PIMCO EMERGING MARKETS BOND FD					12/31/2008	06/07/2010
81.		99.					-18.	
		PIMCO EMERGING MARKETS BOND FD					10/05/2007	06/07/2010
44,904.		46,964.					-2,060.	
		PIMCO ALL ASSET INST CLASS					12/05/2005	12/22/2009
12,985.		14,437.					-1,452.	
		PIMCO ALL ASSET INST CLASS					12/05/2005	06/07/2010
79,985.		90,276.					-10,291.	
		PIMCO DEV LOCAL MKTS FD INST					04/18/2006	06/07/2010
33,985.		37,798.					-3,813.	
		SELECTED AMERICAN SHARES CL D					12/05/2007	10/16/2009
17,610.		23,220.					-5,610.	
		SELECTED AMERICAN SHARES CL D					12/03/2007	10/16/2009
9,552.		12,516.					-2,964.	
		SELECTED AMERICAN SHARES CL D					08/13/2007	10/16/2009
51,823.		66,815.					-14,992.	

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)	
		SELECTED AMERICAN SHARES CL D					08/13/2007	10/30/2009
28,985.		39,336.					-10,351.	
		SELECTED AMERICAN SHARES CL D					08/13/2007	12/22/2009
30,485.		38,808.					-8,323.	
		SIT OPP BOND FUND LLC 12/1/06					12/01/2006	05/28/2010
720,000.		671,905.					48,095.	
		TEMPLETON INST FOREIGN SM COS					09/04/2008	10/16/2009
3,045.		3,425.					-380.	
		TEMPLETON INST FOREIGN SM COS					09/03/2009	10/16/2009
509.		454.					55.	
		TEMPLETON INST FOREIGN SM COS					10/18/2002	10/16/2009
80,432.		55,177.					25,255.	
		TEMPLETON INST FOREIGN SM COS					10/18/2002	10/30/2009
16,985.		12,178.					4,807.	
		TEMPLETON INST FOREIGN SM COS					12/17/2009	12/22/2009
3,463.		3,489.					-26.	
		TEMPLETON INST FOREIGN SM COS					10/18/2002	12/22/2009
9,522.		6,606.					2,916.	
		THIRD AVENUE REAL ESTATE					06/05/2009	10/30/2009
14,000.		11,935.					2,065.	
		THIRD AVENUE REAL ESTATE					06/05/2009	12/22/2009
13,216.		11,065.					2,151.	
		THIRD AVENUE REAL ESTATE					04/09/2009	12/22/2009
11,784.		8,322.					3,462.	

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 PRIMECAP CORE FD					08/13/2007	10/16/2009
70,985.		80,893.					-9,908.	
		VANGUARD PRIMECAP CORE FD					08/13/2007	10/30/2009
24,985.		29,996.					-5,011.	
		VANGUARD PRIMECAP CORE FD					08/13/2007	12/22/2009
49,985.		54,498.					-4,513.	
		VANGUARD INFLATION INSTL					05/28/2010	06/07/2010
43,985.		43,709.					276.	
		WASH SALE ADJUSTMENT						
							32,351.	
		STCG THRU CPOF I						
							270.	
		LTCG THRU CPOF I						
							3,313.	
		SEC. 1231 THRU CPOF I						
							14.	
		LTCG THRU CHURCHILL EQUITY & ESOP II						
							47,084.	
		STCG THRU CPOF II						
							2,164.	
		LTCL THRU CPOF II						
							-5,520.	
		SEC. 1231 THRU CPOF II						
							-127.	

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 CORALS MOMENTUM					-115,156.	
		STCG THRU CPOF III					1,230.	
		LTCL THRU CPOF III					-108.	
		STCL THRU SIT OPP BOND FUND					-16,285.	
		LTCL THRU SIT OPP BOND FUND					-50,293.	
		STCG THRU MS AIP 7TH					10,187.	
		LTCL THRU MS AIP 7TH					-965.	
		SEC. 1231 THRU MS AIP 7TH					70.	
		SEC. 1256 STCL					-518.	
		SEC. 1256 LTCL					-778.	
		STCG THPU MS AIP LINE 11F					11,295.	
		LTGL THRU MS AIP LINE 11F					-2,032.	
TOTAL GAIN(LOSS)							-620,513.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY FCASH	15.	15.
TOTAL	15.	15.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY INVESTMENTS		285,262.	287,890.
	TOTAL	285,262.	287,890.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBTI TAX REFUNDS	116.	
CPOF, EIN #45-0463589		
ORDINARY INCOME/LOSS		285.
RENTAL INCOME/LOSS		1.
NET RENTAL INCOME/LOSS		-9.
TAXABLE INTEREST		3,309.
ORDINARY DIVIDENDS		1,679.
ROYALTIES		3.
OTHER PORTFOLIO INCOME		256.
CANCELLATION OF DEBT		365.
OTHER INCOME		-19.
THRU CHURCHILL EQ & ESOP CAPITAL, EIN:41-1958020		
ORDINARY INCOME/LOSS	10,167.	
THRU CPOF II, EIN 20-2825162		
ORDINARY INCOME		-1,766.
NET RENTAL		-76.
OTHER RENTAL		-49.
INTEREST		3,539.
DIVIDENDS		4,917.
ROYALTIES		43.
OTHER PORTFOLIO		668.
CANCELLATION OF DEBT		76.
OTHER INCOME		19.
THRU CORAL MOMENTUM FUND, EIN 37-1431579		
INTEREST		109.
THRU CORAL'S 2007 FD EIN 20-5260256		
INTEREST		120.
THRU SPELL CAPITAL III, EIN 20-3715769		
INTEREST		1.
THRU SIT OPPORTUNITY BOND FD LLC EIN 41-1966452		

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST		2,816.
DIVIDENDS		102,010.
THRU CPOF III, EIN 26-2251284		
ORDINARY INCOME		6.
INTEREST		919.
DIVIDENDS		785.
ROYALTIES		1.
OTHER PORTFOLIO		-19.
OTHER INCOME		156.
THRU MS AIP 7TH STREET, EIN 20-3506141		
ORDINARY INCOME		-4,110.
RENTAL INCOME		129.
OTHER NET RENTAL		182.
GUARANTEED PAYMENTS		4.
INTEREST		3,099.
DIVIDENDS		814.
ROYALTIES		16.
OTHER PORTFOLIO INCOME		705.
OTHER INCOME		13,509.
TOTALS	10,283.	134,493.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
*ACCOUNTING AND TAX SERVICES *50% ALLOCATED TO INVESTMENT INCOME AND 50% ALLOCATED TO EXEMPT PURPOSES	72,095.	34,548.		36,047.
TOTALS	72,095.	34,548.	0.	36,047.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THRU CHURCHILL EQ & ESOP CAP		469.
THRU CLEARWATER PRIV OPP FD		514.
THRU CPOF II		947.
THRU SPELL CAPITAL FD III		83.
THRU CPOF III		98.
THRU MS AIP 7TH STREET		3,321.
TOTALS		5,432.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL UBTI	2,050.	
TAXES WITHHELD	69.	
FOREIGN TAX PAID		7,570.
CLEARWATER PRIV OPPR FD		29.
CPOF II		14.
CPOF III		1.
MS AIP 7TH STREET		61.
TOTALS	2,119.	7,675.

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)		155.	
PORTFOLIO DEDUCTIONS		9,503.	
OTHER PORTFOLIO DEDUCTIONS		1,350.	
OTHER DEDUCTIONS		95.	
THRU CHURCHILL EQ & ESOP CAP			
EIN: 41-1958020			
PORTFOLIO DEDUCTIONS		373.	
THRU CORAL'S MOMENTUM FUND			
EIN:37-1431579			
PORTFOLIO DEDUCTIONS		12,794.	
THRU CPOF II			
EIN: 20-2825162			
ROYALTY DEDUCTIONS		60.	
SEC. 59 E(2)		83.	
PORTFOLIO DEDUCTIONS		13,657.	
OTHER PORTFOLIO DEDUCTIONS		145.	
OTHER DEDUCTIONS		40.	
THRU CORAL'S 2007 MOMENTUM FD			
EIN: 20-5260256			
PORTFOLIO DEDUCTIONS		10,434.	
THRU SPELL CAPITAL FD III			
EIN: 20-3715769			
PORTFOLIO DEDUCTIONS		4,544.	
THRU SIT OPP BOND FD, LLC			
EIN 41-1966452			
PORTFOLIO DEDUCTIONS		5,641.	
THRU CPOF III, 26-2251284			
PORTFOLIO DEDUCTIONS		6,859.	
OTHER PORTFOLIO DEDUCTIONS		33.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER DEDUCTIONS		42.	
THRU MS AIP 7TH, 20-3506141			
ROYALTY DEDUCTIONS		9.	
SEC. 59(E)(2)		5.	
2% PORTFOLIO DEDUCTIONS		3,114.	
OTHER DEDUCTIONS		1,039.	
*100% ALLOCATED TO DISBURSE-MENTS FOR CHARITABLE PURPOSES			
TOTALS	25.	69,975.	25.

F & ML WEYERHAEUSER FOUNDATION 41-6029036

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

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD INFLATION-PROTECTION	485,442.	515,776.
US OBLIGATIONS TOTAL	485,442.	515,776.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OAKMARK SELECT FUND	833,268.	712,293.
SELECTED AMERICAN SHARES CL D	876,411.	689,412.
VANGUARD PRIMECAP FUND	795,057.	683,377.
CLEARWATER SMALL CAP FUND	1,440,393.	1,531,757.
DODGE & COX INTL STOCK FUND	496,495.	443,641.
AMERICAN EUROPACIFIC GR CL F2	620,173.	896,591.
LAUDUS ROSENBERG INTL SMALL	0.	0.
LAUDUS ROSENBERG INTL DISCVRY	0.	0.
MSDW INST INTL EQUITY	528,197.	440,890.
TEMPLETON INST FOREIGN SM COS	773,927.	887,809.
EATON VANCE T-M EMERGING MKTS	828,452.	1,005,519.
EUROPEAN INVESTORS GLBL PROP	746,681.	755,971.
THIRD AVENUE REAL ESTATE	544,603.	739,389.
TOTALS	8,483,657.	8,786,649.

F & ML WEYERHAEUSER FOUNDATION 41-6029036

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LOOMIS SAYLES BOND INSTL	1,270,695.	1,284,001.
PIMCO EMERGING MARKETS BOND FD	521,699.	520,935.
PIMCO ALL ASSET INST CLASS	1,102,783.	1,033,844.
PIMCO DEV LOCAL MKTS FD INST	544,780.	518,128.
SIT OPP BOND FUND LLC	746,646.	827,355.
TOTALS	4,186,603.	4,184,263.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHURCHILL EQUITY & ESOP CAP II	342,294.	326,400.
CLEARWATER PRIVATE OPPORT FUND	400,500.	407,500.
CLEARWATER PRIVATE OPP FD II	356,735.	358,500.
CLEARWATER PRIVATE OPP FD III	128,810.	127,500.
CORAL'S MOMENTUM FUND LP	161,238.	163,000.
CORAL'S 2007 MOMENTUM FUND	210,044.	244,000.
SPELL CAPITAL PARTNERS III	349,037.	12,400.
MORGAN STANLEY 7TH STREET	1,033,654.	1,038,060.
TOTALS	2,982,312.	2,677,360.

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

DESCRIPTION	AMOUNT
PARTNESHIP BASIS ADJUSTMENTS	
CPOF I	38,947.
CPOF III	9,682.
CORAL'S 2007 MOMENTUM FUND	4,128.
MORGAN STANLEY 7TH STREET	33,654.
SIT OPP BOND FUND LLC	364,825.
PRIOR PERIOD ADJUSTMENTS	26,144.
TOTAL	477,380.

FORM 990PF, PART XV - INFORMATION REGARDING MANAGERS OWNING 10% STOCK

THE FOUNDATION DOES NOT OWN 10% OR MORE OF THE STOCK OR INTERST IN ANY CORPORATION OR OTHER ENTITY.

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

DESCRIPTION	AMOUNT
PARTNERSHIP BASIS ADJUSTMENTS	
CHURCHILL EQTY & ESOP CAP II	8,343.
CPOF II	18,281.
CORAL'S MOMENTUM FUND, LP	114,044.
SPELL CAPITAL PARTNERS FD III	4,628.
PRIOR PERIOD ADJUSTMENTS	
CPOF	69,797.
CPOF III	5,872.
ROUNDING	1.
TOTAL	220,966.

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
CATHERINE W MORLEY 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
AMY STRIED 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	VICE PRES/SECRETARY/DIRECTOR 1.00	0.	0.	0.
JULIA L.W. HEIDMANN 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	ASST. TREASURER/DIRECTOR 1.00	0.	0.	0.
THOMAS F RASMUSSEN 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	VICE PRES/TREASURER/DIRECTOR 1.00	0.	0.	0.
DANIEL J WEYERHAEUSER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	ASST. SECRECTARY/DIRECTOR 1.00	0.	0.	0.
ELLEN R. MIDDLETON 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FIDUCIARY COUNSELLING, INC 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	ACCOUNTING & TAX	72,095.
TOTAL COMPENSATION		72,095.

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

SEE ATTACHED

F & ML WEYERHAEUSER FOUNDATION 41-6029036

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

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
EXCISE TAX REFUNDS			01	116.	
PARTNERSHIP DISTRIBUTIONS			01	10,167.	
TOTALS				10,283.	

THE FREDERICK & MARGARET L WEYERHAEUSER FOUNDATION

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

41-6029036

2009 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.

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