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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

2010

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

For calendar year 2010, or tax year beginning

03/01, 2010, and ending

02/28, 2011

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

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

B Telephone number (see page 10 of the instructions)

30 E. SEVENTH ST, SUITE 2000

(651) 228-0935

City or town, state, and ZIP code

ST PAUL, MN 55101-4930

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

J Accounting method: ☒ Cash ☐ Accrual

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

☐ Other (specify)

16) \$ 8,856,034.

(Part I, column (d) must be on cash basis)

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 ☐**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

Operating and Administrative Expenses

1	Contributions, gifts, grants, etc., received (attach schedule)	2,342.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	165,087.	169,466.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	20,336.			
b	Gross sales price for all assets on line 6a	1,858,379.			
7	Capital gain net income (from Part IV, line 2)		12,383.		
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)	10,084.	71,701.		ATCH 2
12	Total. Add lines 1 through 11	197,849.	253,550.		
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)	39,081.	18,041.	0.	19,540.
c	Other professional fees (attach schedule)				
17	Interest. ATTACHMENT 4		1,125.		
18	Taxes (attach schedule) (see page 14 of the instructions)	5,504.	2,910.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	1,475.	49,164.		1,475.
24	Total operating and administrative expenses. Add lines 13 through 23	46,060.	71,240.	0.	21,015.
25	Contributions, gifts, grants paid	320,507.			319,507.
26	Total expenses and disbursements. Add lines 24 and 25	366,567.	71,240.	0.	340,522.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-168,718.			
b	Net investment income (if negative, enter -0-)		182,310.		
c	Adjusted net income (if negative, enter -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	5,852.	202,335.	202,335.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule). *	198,133.	465,254.	477,531.
	b	Investments - corporate stock (attach schedule) ATCH 8	5,297,657.	4,454,467.	5,169,776.
	c	Investments - corporate bonds (attach schedule) ATCH 9	825,126.	1,786,427.	1,945,392.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	1,412,171.	943,545.	1,061,000.
	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)	7,738,939.	7,852,028.	8,856,034.	
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)		0.		
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. ▶ <input checked="" type="checkbox"/> X				
	27	Capital stock, trust principal, or current funds	7,738,939.	7,852,028.	
	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)	7,738,939.	7,852,028.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,738,939.	7,852,028.	

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	7,738,939.
2	Enter amount from Part I, line 27a	2	-168,718.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	281,807.
4	Add lines 1, 2, and 3	4	7,852,028.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,852,028.

**ATCH 7

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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) FMV 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	12,383.	
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.

(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))
2009	380,545.	7,020,352.	0.054206
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
2 Total of line 1, column (d)			2 0.239458
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 0.047892
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 8,095,953.
5 Multiply line 4 by line 3			5 387,731.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,823.
7 Add lines 5 and 6			7 389,554.
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			8 340,522.

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 <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 type="checkbox"/> and enter 1% of Part I, line 27b	1	3,646.
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	3,646.
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	3,646.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	5,504.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,100.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	7,604.
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	3,958.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 3,958. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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		
1c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
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) <input type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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

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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 <input type="checkbox"/> NONE				
14	The books are in care of <input type="checkbox"/> FIDUCIARY COUNSELLING, INC. Telephone no <input type="checkbox"/> 651-228-0935			
	Located at <input type="checkbox"/> 30 E. SEVENTH ST, STE 2000, ST PAUL, MN ZIP + 4 <input type="checkbox"/> 55101-4930			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/> 15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>			X

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 22 of the instructions)? <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 2010? <input type="checkbox"/> 1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years <input type="checkbox"/>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) <input type="checkbox"/> 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 <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010) <input type="checkbox"/> 3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? <input type="checkbox"/> 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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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 12		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 24 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	7,468,635.
b	Average of monthly cash balances	1b	0.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	750,607.
d	Total (add lines 1a, b, and c)	1d	8,219,242.
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	8,219,242.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	123,289.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,095,953.
6	Minimum investment return. Enter 5% of line 5	6	404,798.

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	404,798.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,646.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,646.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	401,152.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	401,152.
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	401,152.

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	340,522.
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	340,522.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	340,522.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				401,152.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			329,522.	
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 340,522.				
a Applied to 2009, but not more than line 2a			329,522.	
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 2010 distributable amount				11,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				390,152.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	0.			

Form 990-PF (2010)

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 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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)(ii)					
(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

ATTACHMENT 13**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 14

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**

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				320,507.
Total			▶ 3a	320,507.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2010)

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				
4 Dividends and interest from securities			14	165,087.
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	20,336.
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	10,084.
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)				195,507.
13 Total. Add line 12, columns (b), (d), and (e)				195,507.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				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)	
17,000.		ARTISAN INTL VALUE FUND 15,361.				10/05/2010 1,639.	02/08/2011
74,621.		BARON ASSET FUND 88,256.				01/03/2000 -13,635.	05/27/2010
20,680.		BARON ASSET FUND 24,407.				11/22/2005 -3,727.	05/27/2010
54,699.		BARON ASSET FUND 63,277.				11/26/1999 -8,578.	05/27/2010
19,226.		CLEARWATER SMALL CAP FUND 22,566.				12/31/2003 -3,340.	05/27/2010
8,216.		CLEARWATER SMALL CAP FUND 9,643.				12/31/2003 -1,427.	05/27/2010
57,532.		CLEARWATER SMALL CAP FUND 66,569.				01/03/2006 -9,037.	05/27/2010
9,918.		CLEARWATER SMALL CAP FUND 11,476.				01/03/2006 -1,558.	05/27/2010
66,767.		CLEARWATER SMALL CAP FUND 71,232.				12/31/2007 -4,465.	05/27/2010
15,634.		CLEARWATER SMALL CAP FUND 16,679.				12/31/2007 -1,045.	05/27/2010
55,212.		CLEARWATER SMALL CAP FUND 54,983.				11/22/1999 229.	05/27/2010
27,495.		CLEARWATER SMALL CAP FUND 26,273.				12/29/1999 1,222.	05/27/2010

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)	
3,767.		CLEARWATER SMALL CAP FUND 1,980.					12/31/2008 1,787.	02/08/2011
98,988.		CLEARWATER SMALL CAP FUND 60,811.					12/28/2000 38,177.	02/08/2011
1,244.		CLEARWATER SMALL CAP FUND 811.					08/31/2009 433.	02/08/2011
13,204.		DODGE & COX INTL STOCK FUND 7,491.					12/22/2008 5,713.	02/08/2011
7,781.		DODGE & COX INTL STOCK FUND 4,414.					12/22/2008 3,367.	02/08/2011
29,985.		EUROPEAN INVESTORS GLBL PROP 43,885.					05/16/2007 -13,900.	09/10/2010
7,985.		EUROPEAN INVESTORS GLBL PROP 4,628.					12/29/2008 3,357.	02/08/2011
11,783.		EV PARAMETRIC TM EMERGING MKTS 11,750.					05/15/2007 33.	09/10/2010
5,312.		EV PARAMETRIC TM EMERGING MKTS 2,703.					12/30/2008 2,609.	02/08/2011
9,468.		EV PARAMETRIC TM EMERGING MKTS 7,814.					05/27/2010 1,654.	02/08/2011
5,918.		AMERICAN EUROPACIFIC GR CL F2 3,206.					12/20/2002 2,712.	02/08/2011
23,067.		AMERICAN EUROPACIFIC GR CL F2 12,645.					11/07/2002 10,422.	02/08/2011

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)	
192,000.		OAKMARK SELECT FD 257,943.					04/18/2006 -65,943.	05/27/2010
9,403.		OAKMARK SELECT FD 5,066.					12/18/2008 4,337.	02/08/2011
59,597.		OAKMARK SELECT FD 47,988.					08/08/2008 11,609.	02/08/2011
89,566.		LAUDUS ROSENBERG INTL SMALL 176,623.					04/18/2006 -87,057.	05/27/2010
1,960.		LAUDUS ROSENBERG INTL SMALL 3,751.					12/15/2006 -1,791.	05/27/2010
4,912.		LAUDUS ROSENBERG INTL SMALL 9,402.					12/15/2006 -4,490.	05/27/2010
5,946.		LAUDUS ROSENBERG INTL SMALL 11,383.					12/15/2006 -5,437.	05/27/2010
11,703.		LAUDUS ROSENBERG INTL SMALL 18,462.					12/17/2007 -6,759.	05/27/2010
4,336.		LAUDUS ROSENBERG INTL SMALL 6,840.					12/17/2007 -2,504.	05/27/2010
4,715.		LAUDUS ROSENBERG INTL SMALL 7,437.					12/17/2007 -2,722.	05/27/2010
3,592.		LAUDUS ROSENBERG INTL SMALL 3,675.					12/17/2009 -83.	05/27/2010
1,976.		LAUDUS ROSENBERG INTL SMALL 1,978.					05/14/2010 -2.	05/27/2010

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)	
3,790.		LAUDUS ROSENBERG INTL SMALL 3,208.					12/17/2008 582.	05/27/2010
308.		LOOMIS SAYLES BOND INSTL 204.					12/12/2008 104.	02/09/2011
9,136.		LOOMIS SAYLES BOND INSTL 6,060.					12/12/2008 3,076.	02/09/2011
11,970.		LOOMIS SAYLES BOND INSTL 7,940.					12/12/2008 4,030.	02/09/2011
7,020.		LOOMIS SAYLES BOND INSTL 4,724.					11/25/2008 2,296.	02/09/2011
4,539.		LOOMIS SAYLES BOND INSTL 3,192.					03/24/2009 1,347.	02/09/2011
72,013.		LOOMIS SAYLES BOND INSTL 51,105.					11/04/2008 20,908.	02/09/2011
2,836.		MORGAN STANLEY INST INTL EQUITY 4,516.					12/21/2006 -1,680.	10/04/2010
1,015.		MORGAN STANLEY INST INTL EQUITY 1,616.					12/21/2006 -601.	10/04/2010
2,037.		MORGAN STANLEY INST INTL EQUITY 2,933.					12/20/2007 -896.	10/04/2010
20,209.		MORGAN STANLEY INST INTL EQUITY 29,094.					12/20/2007 -8,885.	10/04/2010
3,216.		MORGAN STANLEY INST INTL EQUITY 4,630.					12/20/2007 -1,414.	10/04/2010

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)	
120,768.		MORGAN STANLEY INST INTL EQUITY 140,446.					11/07/2002 -19,678.	10/04/2010
5,601.		MORGAN STANLEY INST INTL EQUITY 6,318.					12/26/2002 -717.	10/04/2010
487.		MORGAN STANLEY INST INTL EQUITY 549.					12/26/2002 -62.	10/04/2010
5,021.		MORGAN STANLEY INST INTL EQUITY 4,983.					12/18/2009 38.	10/04/2010
6,012.		MORGAN STANLEY INST INTL EQUITY 4,954.					12/19/2008 1,058.	10/04/2010
17,296.		MORGAN STANLEY INST INTL EQUITY 14,254.					12/19/2008 3,042.	10/04/2010
5,237.		SELECTED AMERICAN SHARES CL D 6,868.					12/03/2007 -1,631.	05/27/2010
3,650.		SELECTED AMERICAN SHARES CL D 4,486.					12/01/2006 -836.	05/27/2010
145,098.		SELECTED AMERICAN SHARES CL D 166,964.					04/18/2006 -21,866.	05/27/2010
9,029.		SELECTED AMERICAN SHARES CL D 5,390.					12/01/2008 3,639.	02/08/2011
40,903.		SELECTED AMERICAN SHARES CL D 35,015.					09/10/2010 5,888.	02/08/2011
5,066.		SELECTED AMERICAN SHARES CL D 4,339.					12/01/2009 727.	02/08/2011

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)	
5,464.		SELECTED AMERICAN SHARES CL D 5,038.					12/01/2010 426.	02/08/2011
8,205.		SELECTED AMERICAN SHARES CL D 8,013.					08/08/2008 192.	02/08/2011
4,318.		SELECTED AMERICAN SHARES CL D 4,239.					04/18/2006 79.	02/08/2011
23,366.		TEMPLETON INST FOREIGN SM COS 11,349.					12/19/2008 12,017.	02/08/2011
1,114.		TEMPLETON INST FOREIGN SM COS 541.					12/19/2008 573.	02/08/2011
9,436.		TEMPLETON INST FOREIGN SM COS 4,583.					12/19/2008 4,853.	02/08/2011
8,069.		TEMPLETON INST FOREIGN SM COS 4,597.					11/07/2002 3,472.	02/08/2011
33,985.		THIRD AVENUE REAL ESTATE 23,963.					06/11/2009 10,022.	02/08/2011
15,985.		TOUCHSTONE EMERGING MARKETS 14,528.					05/27/2010 1,457.	09/10/2010
6,985.		TOUCHSTONE EMERGING MARKETS 6,009.					05/27/2010 976.	02/08/2011
167,985.		VANGUARD PRIMECAP CORE FD 171,380.					04/18/2006 -3,395.	05/27/2010
7,240.		VANGUARD PRIMECAP CORE FD 4,333.					12/26/2008 2,907.	02/08/2011

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

Kind of Property		Description				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)	
28,745.		VANGUARD PRIMECAP CORE FD				04/18/2006	02/08/2011
		24,412.				4,333.	
		LTCGD				25,005.	
		STCG THRU SIT OPP BOND FUND				30,715.	
		LTCG THRU SIT OPP BOND FUND				40,411.	
17.		GAIN ON DISPOSITION OF SIT OPP BOND FUND				12/01/2006	10/15/2010
						17.	
		STCG THRU CPOF I				1,773.	
		LTCG THRU CPOF I				23,371.	
		SEC. 1231 THRU CPOF I				1,778.	
		STCG THRU CPOF II				886.	
		LTCG THRU CPOF II				6,382.	
		SEC. 1231 THRU CPOF II				240.	
		STCG THRU CPOF III				472.	

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

Kind of Property		Description				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)	
		LTCG THRU CPOF III				3,047.	
		SEC. 1231 THRU CPOF III				81.	
		SEC. 1256 STCG				10.	
		SEC. 1256 LTCG				14.	
TOTAL GAIN (LOSS)						<u>12,383.</u>	

ATTACHMENT 1

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	164,700.	169,438.
ROCK ISLAND COMPANY	5.	5.
IRS	23.	23.
STCGD	359.	
TOTAL	<u>165,087.</u>	<u>169,466.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX REFUND- 2009		
CPOF, #45-0463589		
ORDINARY INCOME/LOSS	10,084.	
RENTAL		-294.
OTHER RENTAL		-5.
INTEREST		-30.
DIVIDENDS		3,603.
ROYALTY		6,429.
OTHER PORTFOLIO INCOME/LOSS		45.
CANCELLATION OF DEBT		205.
OTHER INCOME/LOSS		216.
LESS: UBTI		362.
CPOF II #20-2825162		-331.
ORDINARY INCOME/LOSS		-1,435.
RENTAL		-3.
OTHER RENTAL INCOME/LOSS		-94.
TAXABLE INTEREST		3,354.
ORDINARY DIVIDENDS		7,755.
ROYALTIES		50.
OTHER INCOME		724.
CANCELLATION OF DEBT		15.
OTHER INCOME		-82.
LESS: UBTI		1,081.
CPOF III #26-2251284		
ORDINARY INCOME/LOSS		2,678.
OTHER RENTAL		60.
TAXABLE INTEREST		1,349.
ORDINARY DIVIDENDS		585.
ROYALTIES		48.
OTHER INCOME/LOSS		86.
CANCELLATION OF DEBT		1.
OTHER INCOME/LOSS		858.

ATTACHMENT 2 (CONT'D)

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LESS: UBTI		-2,768.
SIT OPPORTUNITY BOND FUND LLC 41-1966452		512.
INTEREST		46,727.
DIVIDENDS		
TOTALS	<u>10,084.</u>	<u>71,701.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
* ACCOUNTING AND TAX SERVICE				
*AUDIT FEES	38,931.	17,966.		19,465.
* ALLOCATED 50% TO INVESTMENT INCOME & 50% TO DISBURSEMENTS FOR CHARITABLE PURPOSES	150.	75.		75.
TOTALS	<u>39,081.</u>	<u>18,041.</u>	<u>0.</u>	<u>19,540.</u>

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CLEARWATER PRIVATE OPP FD		612.
#45-0463589		
CLEARWATER PRIVATE OPP FD II		454.
#20-2825162		
CLEARWATER PRIVATE OPP FD III		59.
#26-2251284		
TOTALS		<u>1,125.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2010 FEDERAL EXCISE TAXES	5,504.	
FOREIGN TAXES		2,739.
FOREIGN TAX THRU CPOF		155.
FOREIGN TAX THRU CPOF II		13.
FOREIGN TAX THRU CPOF III		3.
TOTALS	5,504.	2,910.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
*MEMBERSHIP FEE-MN COUNCIL ON FOUNDATIONS	1,450.		1,450.
*MISC STATE FILING FEES	25.		25.
THRU CLEARWATER PRIV OPP FD #45-0463589			
SEC. 59 E (2) DEDUCTION		131.	
PORTFOLIO DEDUCTIONS		10,552.	
OTHER PORTFOLIO DEDUCTIONS		87.	
OTHER DEDUCTIONS		121.	
THRU CLEARWATER PRIV OPP FD II			
ROYALTY DEDUCTIONS		5.	
SEC. 59 E (2) DEDUCTION		49.	
PORTFOLIO DEDUCTIONS		13,039.	
OTHER PORTFOLIO DEDUCTIONS		68.	
OTHER DEDUCTIONS		1,349.	
THRU CLEARWATER PRI OPP FD III			
ROYALTY DEDUCTIONS		46.	
SEC. 59(E) (2)		2.	
PORTFOLIO DEDUCTIONS		8,074.	
PORTFOLIO DEDUCTIONS		92.	
OTHER DEDUCTIONS		62.	
SIT OPPORTUNITY BOND FUND LLC			
41-1966452			
PORTFOLIO DEDUCTIONS		15,487.	
*100% ALLOCATED TO DISBURSE- MENT FOR CHARITABLE PURPOSES			
TOTALS	<u>1,475.</u>	<u>49,164.</u>	<u>1,475.</u>

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

41-6012063

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

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VANGUARD INFLATION INSTL	198,133.	465,254.	477,531.
US OBLIGATIONS TOTAL	198,133.	465,254.	477,531.

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

41-6012063

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OAKMARK SELECT FD	569,292.	299,983.	296,185.
SELECTED AMERICAN SHARES CL D	479,005.	278,707.	284,389.
SOURCE CAPITAL INC	328,036.	328,035.	488,040.
VANGUARD PRIMECAP CORE FD	438,823.	241,835.	287,032.
BARON ASSET FUND	393,632.	234,740.	310,689.
CLEARWATER SMALL CAP FUND	557,793.	246,118.	336,136.
ARTISAN INTL VALUE FUND	0.	171,729.	190,420.
DODGE & COX INTL STOCK FUND	212,591.	203,452.	188,550.
AMERICAN EUROPACIFIC GR CL F	239,242.	230,015.	394,530.
LAUDUS ROSENBERG INTL SMALL	240,781.	0.	0.
MSDW INSTITUTIONAL INTL EQUITY	214,291.	0.	0.
TEMPLETON INST FOREIGN SM COS	147,956.	290,481.	387,547.
EATON VANCE T-M EMERGING MKTS	161,688.	189,470.	211,503.
TOUCHSTONE EMERGING MARKETS	0.	182,452.	208,472.
ROCK ISLAND COMPANY	500.	500.	744.
EUROPEAN INVESTORS GBL PROP	548,312.	516,444.	449,084.
THIRD AVENUE REAL ESTATE	322,888.	316,497.	442,569.
HUSSMAN STRATEGIC GROWTH	0.	245,531.	222,958.
PIMCO ALL ASSET INST CLASS	442,827.	478,478.	470,928.
TOTALS	<u>5,297,657.</u>	<u>4,454,467.</u>	<u>5,169,776.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LOOMS SAYLES BOND INSTL	395,414.	848,695.	994,890.
PIMCO EMERGING MARKETS BOND FD	214,590.	471,263.	472,432.
PIMCO DEV LOCAL MKTS FD INST	215,122.	466,469.	478,070.
TOTALS	<u>825,126.</u>	<u>1,786,427.</u>	<u>1,945,392.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SIT OPP BOND FUND LLC	618,584.	0.	0.
CLEARWATER PRIVATE OPPORT FD	361,556.	383,004.	437,000.
CLEARWATER PRIVATE OPP FD II	337,904.	381,733.	438,500.
CLEARWATER PRIVATE OPP FD III	94,127.	178,808.	185,500.
TOTALS	<u>1,412,171.</u>	<u>943,545.</u>	<u>1,061,000.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENTS	
FOR DISALLOWED LOSSES DUE TO WASH SALES	166.
PARTNERSHIP BASIS ADJUSTMENTS	
CLEARWATER PRIVATE OPPORTUNITY FUND	38,948.
CLEARWATER PRIVATE OPP FUND II	18,829.
CLEARWATER PRIVATE OPP FUND III	9,681.
SIT OPPORTUNITY BOND FUND	214,168.
OTHER	15.
TOTAL	<u>281,807.</u>

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

41-6012063

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

ATTACHMENT 12

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 13

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

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

ATTACHMENT 14

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

2010 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.

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, 2010 THROUGH FEBRUARY 28, 2011

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
Allina Hospice Foundation St Paul, MN	N/A	Public Charity	Operating Support	1,000.00
American Civil Liberties Union of Minnesota St. Paul, MN	N/A	Public Charity	Operating Support	\$500.00
American University in Cairo New York, NY	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	\$1,000.00
Animal Sanctuary of St Croix Valley Stillwater, MN	N/A	Public Charity	Operating Support	\$1,000.00
Compatible Technology St. Paul, MN	N/A	Public Charity	Operating Support	\$5,000.00
Courage Center Golden Valley, 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, 2010 THROUGH FEBRUARY 28, 2011

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
Dodge Nature Center W. St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
Forest History Society Durham, NC	N/A	Public Charity	Operating Support	\$1,000.00
Global Population Education Inc. Basye, VA	N/A	Public Charity	Operating Support	\$1,000.00
Greater Twin Cities United Way Minneapolis, MN	N/A	Public Charity	Operating Support	\$1,000.00
Heartland Symphony Orchestra Little Falls, MN	N/A	Public Charity	Operating Support	\$1,000.00
Hill Museum & Manuscript Library Collegeville, MN	N/A	Public Charity	Operating Support	\$5,000.00
Land Stewardship Project White Bear Lake, 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, 2010 THROUGH FEBRUARY 28, 2011

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	\$500.00
Lindbergh Foundation Anoka, MN	N/A	Public Charity	Operating Support	\$5,000.00
Metropolitan Opera Association New York, NY	N/A	Public Charity	Operating Support	\$2,250.00
Minneapolis Institute of Arts Minneapolis, MN	N/A	Public Charity	Operating Support	\$1,000.00
Minnesota Historical Society St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
Minnesota Historical Society St. Paul, MN	N/A	Public Charity	Operating Support	\$11,000.00

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, 2010 THROUGH FEBRUARY 28, 2011

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO ANY

RECIPIENT <u>NAME & ADDRESS</u>	FOUNDATION MANAGER OR <u>SUBSTANTIAL CONTRIBUTOR</u>	FOUNDATION STATUS <u>OF RECIPIENT</u>	PURPOSE OF GRANT <u>OR CONTRIBUTION</u>	<u>AMOUNT</u>
Minnesota Historical Society St. Paul, MN	N/A	Public Charity	Operating Support	\$25,000.00
Minnesota Land Trust St. Paul, MN	N/A	Public Charity	Operating Support	\$500.00
Minnesota Landscape Arboretum Foundation Chaska, MN	N/A	Public Charity	Operating Support	\$500.00
Minnesota NARAL Foundation St. Paul, MN	N/A	Public Charity	Operating Support	\$500.00
MN Orchestral Association Minneapolis, MN	N/A	Public Charity	Operating Support	\$2,000.00
Minnesota Public Radio, Inc. St. Paul, MN	N/A	Public Charity	Operating Support	\$35,400.00
Montana State University Foundation Bozeman, MT	N/A	Public Charity	Operating Support	\$5,000.00

IDENTIFICATION NO 41-6012063

\$6000

CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION

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

SCHEDULE OF CASH CONTRIBUTIONS PAID MARCH 1, 2010 THROUGH FEBRUARY 28, 2011

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
Montana State University Foundation Bozeman, MT	N/A	Public Charity	Operating Support	\$5,000.00
Morrison County Animal Humane Society Little Falls, MN	N/A	Public Charity	Operating Support	\$10,000.00
Morrison County Historical Society Little Falls, MN	N/A	Public Charity	Operating Support	\$10,000.00
Music Forward Brooklyn, NY	N/A	Public Charity	Operating Support	\$10,000.00
Nature Conservancy - Minnesota Chapter Minneapolis, MN	N/A	Public Charity	Operating Support	\$33,857.00
Nature Conservancy - Minnesota Chapter Minneapolis, MN	N/A	Public Charity	Operating Support	\$46,000.00
Oakland Cemetery Association 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, 2010 THROUGH FEBRUARY 28, 2011

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO ANY

RECIPIENT NAME & ADDRESS	IF RECIPIENT IS AN INDIVIDUAL, SHOW ANY RELATIONSHIP TO ANY		FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR				
Ordway Center for the Performing Arts St. Paul, MN	N/A		Public Charity	Operating Support	\$1,000.00
Phillips Eye Institute Foundation Minneapolis, MN	N/A		Public Charity	Operating Support	\$5,000 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	\$1,000.00
Population Institute Washington, D.C.	N/A		Public Charity	Operating Support	\$1,000.00
Public Art Saint Paul St Paul, MN	N/A		Public Charity	Operating Support	\$1,000.00
Ramsey County Historical Society St. Paul, MN	N/A		Public Charity	Operating Support	\$25,000 00

IDENTIFICATION NO 41-6012063

56000

CHARLES A WEVERHAEUSER MEMORIAL FOUNDATION

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

SCHEDULE OF CASH CONTRIBUTIONS PAID MARCH 1, 2010 THROUGH FEBRUARY 28, 2011

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO ANY

RECIPIENT NAME & ADDRESS	FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
St. Paul Chamber Orchestra St Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
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	\$1,000.00
St. Paul Riverfront Corporation St. Paul, MN	N/A	Public Charity	Operating Support	\$1,000.00
University of MN Foundation Minneapolis, 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, 2010 THROUGH FEBRUARY 28, 2011

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

\$1,000.00

University of MN Foundation
Minneapolis, MN

N/A

Public Charity

Operating Support

\$25,000.00

Weyerhaeuser Family Foundation
St. Paul, MN

N/A

Private Foundation

Operating Support

\$1,000.00

TOTAL CASH CONTRIBUTIONS

\$320,507.00

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 was received after May 15, 2010.

2010 Annual report was received after May 15, 2011.

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).

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 was received after May 15, 2010.

2010 Annual report was received after May 15, 2011.

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 was received after May 15, 2010.
2010 Annual report was received after May 15, 2011.

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).

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 was received after May 15, 2010
2010 Annual report was received after May 15, 2011.

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.

2010 Annual report was received after May 15, 2011.

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).

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.

2010 Annual report was received after May 15, 2011

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: \$ 1,000.00

Date paid: 2/22/2011

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:

2010 Annual report was received after May 15, 2011
2011 Annual report will be received after May 15, 2012.

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

Gains and Losses From Section 1256 Contracts and Straddles

► Attach to your tax return.

OMB No 1545-0644

2010

Attachment
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		11
THRU CPOF II		6
THRU CPOF III		7
2 Add the amounts on line 1 in columns (b) and (c)	2 ()	24
3 Net gain or (loss). Combine line 2, columns (b) and (c)	3	24
4 Form 1099-B adjustments. See instructions and attach schedule	4	
5 Combine lines 3 and 4	5	24
<i>Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions</i>		
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	24
8 Short-term capital gain or (loss). Multiply line 7 by 40% (40). Enter here and include on the appropriate line of Schedule D (see instructions).	8	10
9 Long-term capital gain or (loss). Multiply line 7 by 60% (60). Enter here and include on the appropriate line of Schedule D (see instructions).	9	14

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** (2010)

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

2010Attachment
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 2010 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 1						2,099.

3 Gain, if any, from Form 4684, line 42

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

2,099.

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

114.

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

1,985.

Part II Ordinary Gains and Losses (see instructions)

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

11 Loss, if any, from line 7

11

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

12

114.

13 Gain, if any, from line 31

13

14 Net gain or (loss) from Form 4684, lines 34 and 41a

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 38, 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 (2010)

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 36 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 (2010)

ATTACHMENT 1

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