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

2010

For calendar year 2010, or tax year beginning 07/01 , 2010, and ending 06/30, 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: F & ML WEYERHAEUSER FOUNDATION

A Employer identification number: 41-6029036

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

Room/suite

B Telephone number (see page 10 of the instructions): (651) 228-0935

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

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 19,635,127.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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).)*

	Line	Description	(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)	0.			
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	383,686.	391,460.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	109,721.			
	b	Gross sales price for all assets on line 6a 1,228,892.				
	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)	9,335.	148,465.		ATCH 2
	12	**Total.** Add lines 1 through 11	502,742.	539,925.		
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 3	71,066.	34,033.	0.	35,533.
	c	Other professional fees (attach schedule)				
	17	Interest ATTACHMENT 4		19,442.		
	18	Taxes (attach schedule) (see page 14 of the instructions) **	12,335.	8,376.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,726.			2,726.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	25.	103,739.		25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	86,152.	165,590.	0.	38,284.
	25	Contributions, gifts, grants paid	772,990.			772,990.
	26	**Total expenses and disbursements.** Add lines 24 and 25	859,142.	165,590.	0.	811,274.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-356,400.			
	b	**Net investment income** (if negative, enter -0-)		374,335.		
	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	154,198.	359,236.	359,236.
	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) **	485,442.	699,648.	750,292.
	b	Investments - corporate stock (attach schedule) ATCH 8	9,586,440.	8,632,006.	11,502,382.
	c	Investments - corporate bonds (attach schedule) ATCH 9	2,337,174.	3,184,686.	3,440,157.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	3,728,958.	2,885,793.	3,583,060.
	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)	16,292,212.	15,761,369.	19,635,127.
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. ▶ X			
	27	Capital stock, trust principal, or current funds	16,292,212.	15,761,369.	
	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)	16,292,212.	15,761,369.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,292,212.	15,761,369.	

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	16,292,212.
2	Enter amount from Part I, line 27a	2	-356,400.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	36,011.
4	Add lines 1, 2, and 3	4	15,971,823.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 12	5	210,454.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,761,369.

**ATCH 7

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** -86,271.

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))
2009	808,182.	15,749,057.	0.051316
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

2	**Total** of line 1, column (d)	2	0.229073
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	0.045815
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	18,061,495.
5	Multiply line 4 by line 3	5	827,487.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,743.
7	Add lines 5 and 6	7	831,230.
8	Enter qualifying distributions from Part XII, line 4	8	811,274.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	7,487.
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	7,487.
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	7,487.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 11,233.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	13,733.
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	6,246.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 6,246. **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 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

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 ▶ fnwfoundation.org

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

			Yes	No
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		X
	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 ▶			

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 22 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 2010?	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? ☐ 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 22 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 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.)*	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 2010?	4b		X

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

				Yes	No
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 13		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 14		70,916.

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 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 ▶	

Form **990-PF** (2010)

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	15,432,899.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 25 of the instructions)	1c	2,903,644.
d	**Total** (add lines 1a, b, and c)	1d	18,336,543.
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	18,336,543.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	275,048.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,061,495.
6	**Minimum investment return.** Enter 5% of line 5	6	903,075.

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	903,075.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	7,487.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	1,194.		
c	Add lines 2a and 2b			2c	8,681.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	894,394.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	894,394.
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	894,394.

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	811,274.
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	811,274.
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	811,274.

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				894,394.
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			606,744.	
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 ▶ $ 811,274.				
a	Applied to 2009, but not more than line 2a			606,744.	
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				204,530.
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				689,864.
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.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

ATTACHMENT 15

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				772,990.
Total . . . . ▶ 3a				772,990.
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					
4 Dividends and interest from securities			14	383,686.	
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	109,721.	
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	9,335.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				502,742.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 502,742.

(See worksheet in line 13 instructions on page 29 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)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Catherine Williams 15-9-12 President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Heather White	Heather White	5-8-12		P00448399

Firm's name ▶ FIDUCIARY COUNSELLING, INC. Firm's EIN ▶ 41-0445819

Firm's address ▶ 30 E. 7TH STREET, SUITE 2000 SAINT PAUL, MN 55101-4930 Phone no. 651-228-0935

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					12/31/2007	12/07/2010
79,000.		72,642.					6,358.	
		CLEARWATER SMALL CAP FUND					12/28/2010	02/22/2011
1,691.		1,597.					94.	
		CLEARWATER SMALL CAP FUND					12/31/2007	02/22/2011
115,004.		96,687.					18,317.	
		CLEARWATER SMALL CAP FUND					12/31/2007	02/22/2011
47,305.		39,770.					7,535.	
		DODGE & COX INTL STOCK FUND					04/18/2006	10/26/2010
47,985.		54,456.					-6,471.	
		DODGE & COX INTL STOCK FUND					04/18/2006	12/07/2010
9,985.		11,214.					-1,229.	
		DODGE & COX INTL STOCK FUND					04/18/2006	02/22/2011
16,985.		18,634.					-1,649.	
		EUROPEAN INVESTORS GLBL PROP					03/15/2007	10/26/2010
70,448.		98,676.					-28,228.	
		EUROPEAN INVESTORS GLBL PROP					12/05/2007	10/26/2010
19,537.		23,227.					-3,690.	
		EUROPEAN INVESTORS GLBL PROP					12/05/2007	12/07/2010
5,985.		7,229.					-1,244.	
		EUROPEAN INVESTORS GLBL PROP					12/05/2007	06/01/2011
36,985.		41,288.					-4,303.	
		EV PARAMETRIC TM EMERGING MKTS					12/30/2009	10/26/2010
12,131.		10,274.					1,857.	

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

Kind of Property: Gross sale price less expenses of sale	Kind of Property: Depreciation allowed/ allowable	Description	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired	Gain or (loss)	Date sold
9,893.		EV PARAMETRIC TM EMERGING MKTS	8,015.					06/08/2010	1,878.	10/26/2010
84,064.		EV PARAMETRIC TM EMERGING MKTS	66,830.					02/28/2007	17,234.	10/26/2010
43,120.		EV PARAMETRIC TM EMERGING MKTS	33,990.					02/28/2007	9,130.	12/07/2010
18,248.		AMERICAN EUROPACIFIC GR CL F2	17,023.					12/28/2009	1,225.	10/26/2010
64,737.		AMERICAN EUROPACIFIC GR CL F2	52,551.					06/08/2010	12,186.	10/26/2010
15,985.		AMERICAN EUROPACIFIC GR CL F2	12,936.					06/08/2010	3,049.	12/07/2010
16,608.		AMERICAN EUROPACIFIC GR CL F2	16,228.					12/28/2010	380.	02/22/2011
12,377.		AMERICAN EUROPACIFIC GR CL F2	9,871.					06/08/2010	2,506.	02/22/2011
35,000.		OAKMARK SELECT FD	41,214.					08/13/2007	-6,214.	12/07/2010
60,000.		OAKMARK SELECT FD	65,310.					08/13/2007	-5,310.	02/22/2011
9,985.		MORGAN STANLEY INST INTL EQUTY	13,994.					12/20/2007	-4,009.	10/26/2010
13,985.		MORGAN STANLEY INST INTL EQUTY	19,416.					12/20/2007	-5,431.	12/07/2010

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)	
		MORGAN STANLEY INST INTL EQUTY					12/20/2007	02/22/2011
14,284.		21,531.					-7,247.	
		MORGAN STANLEY INST INTL EQUTY					12/20/2007	02/22/2011
9,344.		12,235.					-2,891.	
		MORGAN STANLEY INST INTL EQUTY					10/16/2002	02/22/2011
3,357.		3,442.					-85.	
		SELECTED AMERICAN SHARES CL D					08/13/2007	12/07/2010
20,985.		24,624.					-3,639.	
		SELECTED AMERICAN SHARES CL D					08/13/2007	02/22/2011
35,985.		39,988.					-4,003.	
		TEMPLETON INST FOREIGN SM COS					09/03/2010	10/26/2010
1,150.		1,037.					113.	
		TEMPLETON INST FOREIGN SM COS					05/10/2010	10/26/2010
59,835.		53,225.					6,610.	
		TEMPLETON INST FOREIGN SM COS					05/10/2010	12/07/2010
38,985.		34,075.					4,910.	
		TEMPLETON INST FOREIGN SM COS					12/29/2010	02/22/2011
6,781.		6,723.					58.	
		TEMPLETON INST FOREIGN SM COS					05/10/2010	02/22/2011
20,204.		17,210.					2,994.	
		THIRD AVENUE REAL ESTATE					12/22/2009	10/26/2010
11,330.		9,911.					1,419.	
		THIRD AVENUE REAL ESTATE					06/08/2010	10/26/2010
9,464.		8,015.					1,449.	

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)	
		THIRD AVENUE REAL ESTATE					04/09/2009	10/26/2010
4,190.		2,589.					1,601.	
		THIRD AVENUE REAL ESTATE					04/09/2009	12/07/2010
35,000.		21,196.					13,804.	
		THIRD AVENUE REAL ESTATE					12/21/2010	06/01/2011
29,985.		28,019.					1,966.	
		VANGUARD PRIMECAP CORE FD					08/13/2007	12/07/2010
37,985.		37,465.					520.	
		VANGUARD PRIMECAP CORE FD					12/28/2010	02/22/2011
8,627.		8,281.					346.	
		VANGUARD PRIMECAP CORE FD					08/13/2007	02/22/2011
34,358.		31,994.					2,364.	
		THRU SIT OPP BOND FD						
							34,536.	
		THRU SIT OPP BOND FD						
							15,621.	
		GAIN ON DISPOSITION OF SIT OPP BOND FD					VAR	VAR
							15.	
		THRU CHURCHILL EQ & ESOP II						
							-26,902.	
		THRU CHURCHILL EQ & ESOP II						
							-33,324.	
		THRU CORALS MOMENTUM FD						
							-23,469.	

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)	
		THRU SPELL CAPITAL PARTNERS						
							-131,189.	
		THRU CORALS 2007 MOMENTUM FD						
							-23,702.	
		STCG THRU CPOF I						
							1,774.	
		LTCG THRU CPOF I						
							23,371.	
		SEC. 1231 THRU CPOF I						
							1,776.	
		STCG THRU CPOF II						
							886.	
		LTCG THRU CPOF II						
							6,379.	
		SEC. 1231 THRU CPOF II						
							241.	
		STCG THRU CPOF III						
							474.	
		LTCG THRU CPOF III						
							3,047.	
		SEC. 1231 THRU CPOF III						
							81.	
		STCG THRU MS 7TH ST						
							6,968.	

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)	
		LTCG THRU MS 7TH ST					12,645.	
		SEC. 1231 THRU MS 7TH ST					13.	
		WASH SALE					5,216.	
		SEC. 1256 STCG					717.	
		SEC. 1256 LTCG					1,076.	
		LTCGD					2.	
		WASH SALES					3,217.	
TOTAL GAIN(LOSS)							-86,271.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY INVESTMENTS	383,650.	391,460.
STCGD	36.	
TOTAL	383,686.	391,460.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUNDS	8,233.	
UBTI TAX REFUNDS	1,102.	
CPOF, EIN #45-0463589		
ORDINARY INCOME/LOSS		-293.
RENTAL INCOME/LOSS		-4.
NET RENTAL INCOME/LOSS		-31.
TAXABLE INTEREST		3,603.
ORDINARY DIVIDENDS		6,430.
ROYALTIES		44.
OTHER PORTFOLIO INCOME		205.
CANCELLATION OF DEBT		217.
OTHER INCOME		362.
THRU CHURCHILL EQ & ESOP CAPITAL, EIN:41-1958020		
ORDINARY INCOME/LOSS		1,095.
INTEREST INCOME		439.
DIVIDEND INCOME		1,605.
THRU CPOF II, EIN 20-2825162		
ORDINARY INCOME		-1,434.
NET RENTAL		-3.
OTHER RENTAL		-93.
INTEREST		3,353.
DIVIDENDS		7,757.
ROYALTIES		50.
OTHER PORTFOLIO		722.
CANCELLATION OF DEBT		16.
OTHER INCOME		-80.
THRU CORAL MOMENTUM FUND, EIN 37-1431579		
INTEREST		36.
THRU CORAL'S 2007 FD EIN 20-5260256		
INTEREST		125.
THRU SIT OPPORTUNITY BOND FD LLC		

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EIN 41-1966452		
INTEREST		656.
DIVIDENDS		57,998.
THRU CPOF III, EIN 26-2251284		
ORDINARY INCOME		2,679.
OTHER NET RENTAL INCOME		59.
INTEREST		1,348.
DIVIDENDS		584.
ROYALTIES		48.
OTHER PORTFOLIO		84.
CANCELLATION OF DEBT		1.
OTHER INCOME		854.
THRU MS AIP 7TH STREET, EIN 20-3506141		
ORDINARY INCOME		-3,022.
RENTAL INCOME		-113.
OTHER NET RENTAL		-20.
INTEREST		16,614.
DIVIDENDS		4,946.
ROYALTIES		41.
OTHER PORTFOLIO INCOME		2,181.
OTHER INCOME		50,748.
LESS: UBTI		-11,342.
TOTALS	9,335.	148,465.

F & ML WEYERHAEUSER FOUNDATION

41-6029036

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
*ACCOUNTING AND TAX SERVICES	70,916.	33,958.		35,458.
*AUDIT FEES	150.	75.		75.
*50% ALLOCATED TO INVESTMENT INCOME AND 50% ALLOCATED TO EXEMPT PURPOSES				
TOTALS	71,066.	34,033.	0.	35,533.

ATTACHMENT 3

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THRU CHURCHILL EQ & ESOP CAP		325.
THRU CLEARWATER PRIV OPP FD		612.
THRU CPOF II		452.
THRU SPELL CAPITAL FD III		9.
THRU CPOF III		59.
THRU MS AIP 7TH STREET		17,985.
TOTALS		19,442.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE	11,233.	
FEDERAL UBTI	1,102.	
TAXES WITHHELD		
FOREIGN TAX PAID		7,774.
CLEARWATER PRIV OPPR FD		155.
CPOF II		15.
CPOF III		4.
MS AIP 7TH STREET		428.
TOTALS	12,335.	8,376.

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. 179		3.	
SEC. 59 E(2)		132.	
PORTFOLIO DEDUCTIONS		10,554.	
OTHER PORTFOLIO DEDUCTIONS		84.	
OTHER DEDUCTIONS		121.	
THRU CHURCHILL EQ & ESOP CAP			
EIN: 41-1958020			
PORTFOLIO DEDUCTIONS		315.	
THRU CORAL'S MOMENTUM FUND			
EIN:37-1431579			
PORTFOLIO DEDUCTIONS		9,250.	
THRU CPOF II			
EIN: 20-2825162			
SEC. 179		4.	
ROYALTY DEDUCTIONS		5.	
SEC. 59 E(2)		50.	
PORTFOLIO DEDUCTIONS		13,041.	
OTHER PORTFOLIO DEDUCTIONS		67.	
OTHER DEDUCTIONS		1,351.	
THRU CORAL'S 2007 MOMENTUM FD			
EIN: 20-5260256			
PORTFOLIO DEDUCTIONS		10,394.	
THRU SPELL CAPITAL FD III			
EIN: 20-3715769			
PORTFOLIO DEDUCTIONS		5,731.	
THRU SIT OPP BOND FD, LLC			
EIN 41-1966452			
PORTFOLIO DEDUCTIONS		14,789.	
THRU CPOF III, 26-2251284			

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ROYALTY DEDUCTIONS		45.	
SEC. 59 E(2)		3.	
PORTFOLIO DEDUCTIONS		8,075.	
OTHER PORTFOLIO DEDUCTIONS		91.	
OTHER DEDUCTIONS		62.	
THRU MS AIP 7TH, 20-3506141			
ROYALTY DEDUCTIONS		119.	
SEC. 59(E)(2)		146.	
2% PORTFOLIO DEDUCTIONS		19,356.	
PORTFOLIO DEDUCTIONS		35.	
OTHER DEDUCTIONS		9,916.	
*100% ALLOCATED TO DISBURSE-MENTS FOR CHARITABLE PURPOSES			
TOTALS	25.	103,739.	25.

F & ML WEYERHAEUSER FOUNDATION 41-6029036

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

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD INFLATION-PROTECTION	699,648.	750,292.
US OBLIGATIONS TOTAL	699,648.	750,292.

F & ML WEYERHAEUSER FOUNDATION 41-6029036

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OAKMARK SELECT FUND	728,669.	811,679.
SELECTED AMERICAN SHARES CL D	824,067.	803,218.
VANGUARD PRIMECAP FUND	725,597.	817,521.
CLEARWATER SMALL CAP FUND	1,231,295.	1,909,359.
DODGE & COX INTL STOCK FUND	419,964.	504,135.
AMERICAN EUROPACIFIC GR CL F2	527,793.	1,024,111.
MSDW INST INTL EQUITY	467,712.	510,074.
TEMPLETON INST FOREIGN SM COS	669,417.	1,060,147.
EATON VANCE T-M EMERGING MKTS	728,743.	1,137,061.
TOUCHSTONE EMERGING MARKETS	25,080.	26,677.
PIMCO ALL ASSET INST CLASS	1,184,235.	1,173,416.
EUROPEAN INVESTORS GLBL PROP	592,062.	866,920.
THIRD AVENUE REAL ESTATE	507,372.	858,064.
TOTALS	8,632,006.	11,502,382.

F & ML WEYERHAEUSER FOUNDATION 41-6029036

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LOOMIS SAYLES BOND INSTL	1,769,872.	1,940,899.
PIMCO EMERGING MARKETS BOND FD	718,855.	747,150.
PIMCO EMG MKTS CURRENCY FD	695,959.	752,108.
TOTALS	3,184,686.	3,440,157.

F & ML WEYERHAEUSER FOUNDATION

41-6029036

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHURCHILL EQUITY & ESOP CAP II	274,297.	661,800.
CLEARWATER PRIVATE OPPORT FUND	340,500.	426,500.
CLEARWATER PRIVATE OPP FD II	381,735.	459,000.
CLEARWATER PRIVATE OPP FD III	178,810.	190,500.
CORAL'S MOMENTUM FUND LP	197,248.	159,500.
CORAL'S 2007 MOMENTUM FUND	247,443.	256,400.
SPELL CAPITAL PARTNERS III	232,105.	281,600.
MORGAN STANLEY 7TH STREET	1,033,654.	1,147,760.
SIT OPP BOND FUND	0.	0.
ROUNDING	1.	
TOTALS	2,885,793.	3,583,060.

F & ML WEYERHAEUSER FOUNDATION 41-6029036

ATTACHMENT 11

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

DESCRIPTION		AMOUNT
PARTNESHIP BASIS ADJUSTMENTS		
CORAL'S MOMENTUM FUND		36,010.
ROUNDING		1.
	TOTAL	36,011.

F & ML WEYERHAEUSER FOUNDATION 41-6029036

ATTACHMENT 12

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

DESCRIPTION	AMOUNT
PARTNERSHIP BASIS ADJUSTMENTS	
CHURCHILL EQTY & ESOP CAP II	67,997.
CORAL'S 2007 MOMENTUM FUND, LP	2,601.
SPELL CAPITAL PARTNERS FD III	136,932.
PRIOR PERIOD ADJUSTMENT	2,924.
TOTAL	210,454.

F & ML WEYERHAEUSER FOUNDATION 41-6029036

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 13

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.
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	TREASURER/DIRECTOR 1.00	0.	0.	0.
THOMAS F. RASMUSSEN 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

ATTACHMENT 13

F & ML WEYERHAEUSER FOUNDATION 41-6029036

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

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FIDUCIARY COUNSELLING, INC 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	ACCOUNTING & TAX	70,916.
TOTAL COMPENSATION		70,916.

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

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

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

SEE ATTACHED

THE FREDERICK & MARGARET L. WEYERHAEUSER FOUNDATION

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

41-6029036

2010 Form 990-PF, Return of Private Foundation

Part XV, line 2, Supplementary Information

Grant criteria and other information

The Frederick & Margaret L. Weyerhaeuser Foundation is not currently accepting unsoliciated grant applications.

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.

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

2010

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 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						2,111.

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	2,111.

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	43.
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	2,068.

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	43.
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	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 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.

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)

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

41-6029036
ATTACHMENT 1

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						1,776.
THRU CPOF II						241.
THRU CPOF III						81.
THRU MS 7TH ST						13.
Totals						2,111.

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

2010

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 PARTNERSHIPS		1,793.00

2	Add the amounts on line 1 in columns (b) and (c)	2	( )	1,793.00
3	Net gain or (loss). Combine line 2, columns (b) and (c)	3		1,793.00
4	Form 1099-B adjustments. See instructions and attach schedule	4		
5	Combine lines 3 and 4	5		1,793.00
	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		1,793.00
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		717.20
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		1,075.80

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					

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, 2010 - JUNE 30, 2011

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Agros International Seattle, WA	Public Charity	Operating support	$ 5,000.00
American Red Cross-Greater Pamlico Area Chapter Washington, NC	Public Charity	Operating support	$ 16,570.00
Animal Rescue Foundation Walnut Creek, CA	Public Charity	Operating support	$ 10,000.00
The Baylor School Chattanooga, TN	Public Charity	Operating support	$ 5,000.00
The Blake School Hopkins, MN	Public Charity	Operating support	$ 7,500.00
The Blake School Hopkins, MN	Public Charity	Operating support	$ 2,500.00
Cambridge Ellis School Cambridge, MA	Public Charity	Operating support	$ 2,500.00
Carolina Pregnancy Center Washington, NC	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, 2010 - JUNE 30, 2011

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Chelsea Day School New York, NY	Public Charity	Operating support	$ 2,000.00
Children's Hospital Corporation Boston, MA	Public Charity	Operating support	$ 12,500.00
Children's Hospital Trust Boston, MA	Public Charity	Operating support	$ 28,000.00
Dakota County Technical College Foundation Rosemount, MN	Public Charity	Operating support	$ 15,000.00
Doctors Without Borders New York, NY	Public Charity	Operating support	$ 7,500.00
Down Syndrome Research and Treatment Foundation Palo Alto, CA	Public Charity	Operating support	$ 10,000.00
Forest History Society Durham, NC	Public Charity	Operating support	$ 1,000.00
Foster Care to Success Sterling, VA	Public Charity	Operating support	$ 16,570.00
Foster Care to Success Sterling, VA	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, 2010 - JUNE 30, 2011

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Friends of Kenya Wildlife Trust Norwalk, CT	Public Charity	Operating support	$ 2,500.00
Grace Church of New York City New York New York, NY	Public Charity	Operating support	$ 2,000.00
Grace Church School New York, NY	Public Charity	Operating support	$ 15,000.00
Great River School Foundation St. Paul, MN	Public Charity	Operating support	$ 10,000.00
Greater St. Louis Area Fellowship of Christian Athletes St. Louis, MO	Public Charity	Operating support	$ 15,000.00
Greenville Swim Team, Inc. Greenville, NC	Public Charity	Operating support	$ 2,500.00
Habitat for Humanity International Atlanta, GA	Public Charity	Operating support	$ 8,000.00
Harlem RBI New York, NY	Public Charity	Operating support	$ 1,000.00
Harris Center for Conservation Education Hancock, NH	Public Charity	Operating support	$ 15,000.00

Identification No. 41-6029036

THE FREDERICK AND MARGARET L. WEYERHAEUSER FOUNDATION

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

SCHEDULE OF CONTRIBUTIONS PAID JULY 1, 2010 - JUNE 30, 2011

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Harris Center for Conservation Education Hancock, NH	Public Charity	Operating support	$ 2,500.00
Hazelden Foundation Center City, MN	Public Charity	Operating support	$ 16,570.00
Hazelden Foundation Center City, MN	Public Charity	Operating support	$ 20,000.00
Hazelden Foundation Center City, MN	Public Charity	Operating support	$ 25,000.00
Hazelden Foundation Center City, MN	Public Charity	Operating support	$ 10,000.00
HH Franklin Club, Inc. Cazenovia, NY	Public Charity	Operating support	$ 9,000.00
Hope Pregnancy Ministries Kalispell, MT	Public Charity	Operating support	$ 10,000.00
International Wilderness Leadership Foundation - Wild Foundation Bozeman, MT	Public Charity	Operating support	$ 2,500.00
Ipoderac's Children Fund Aurora, CO	Public Charity	Operating support	$ 16,570.00

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, 2010 - JUNE 30, 2011

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
Leap Into Life, Inc. Bigfork, MT	Public Charity	Operating support	$ 10,000.00
Leukemia & Lymphoma Society, Inc White Plains, NY	Public Charity	Operating support	$ 12,000.00
Lighthouse Christian Home Kalispell, MT	Public Charity	Operating support	$ 10,000.00
Macalester College St. Paul, MN	Public Charity	Operating support	$ 10,000.00
Madre, Inc. New York, NY	Public Charity	Operating support	$ 5,000.00
Marymount Manhattan College New York, NY	Public Charity	Operating support	$ 16,570.00
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, 2010 - JUNE 30, 2011

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
McCormick Theological Seminary Chicago, IL	Public Charity	Operating support	$ 10,000.00
Mercy Ministries of America Nashville, TN	Public Charity	Operating support	$ 28,000.00
Milton Academy Milton, MA	Public Charity	Operating support	$ 5,000.00
Mind Body Solutions Minnetonka, MN	Public Charity	Operating support	$ 16,570.00
Mind Body Solutions Minnetonka, MN	Public Charity	Operating support	$ 10,000.00
Minneapolis Institute of Arts Minneapolis, MN	Public Charity	Operating support	$ 10,000.00
Minnesota Historical Society St. Paul, MN	Public Charity	Operating support	$ 4,000.00
Minnesota Zoo Foundation Apple Valley, MN	Public Charity	Operating support	$ 5,000.00
Mona Foundation Kirkland, WA	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, 2010 - JUNE 30, 2011

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Multiple Myeloma Research Foundation Norwalk, CT	Public Charity	Operating support	$ 2,000.00
National Youth Recovery St. Paul, MN	Public Charity	Operating support	$ 2,000.00
New England Forestry Foundation Groton, MA	Public Charity	Operating support	$ 6,500.00
Ocean Park Community Center Santa Monica, CA	Public Charity	Operating support	$ 25,000.00
Oxfam America Boston, MA	Public Charity	Operating support	$ 5,000.00
Parent Teacher Student Organization McLane School Olympia, WA	Public Charity	Operating support	$ 5,000.00
Partners In Health Boston, MA	Public Charity	Operating support	$ 5,000.00
Providence St. Peter Foundation Olympia, WA	Public Charity	Operating support	$ 7,500.00
Purpose of God Annex Outreach Center Washington, NC	Public Charity	Operating support	$ 7,500.00

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, 2010 - JUNE 30, 2011

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Rainforest Alliance New York, NY	Public Charity	Operating support	$ 5,000.00
St. Paul's School Brooklandville, MD	Public Charity	Operating support	$ 20,000.00
San Francisco Zoological Society San Francisco, CA	Public Charity	Operating support	$ 25,000.00
San Francisco Zoological Society San Francisco, CA	Public Charity	Operating support	$ 10,000.00
Schubert Club St. Paul, MN	Public Charity	Operating support	$ 6,000.00
Shady Hill School Cambridge, MA	Public Charity	Operating support	$ 10,000.00
Shady Hill School Cambridge, MA	Public Charity	Operating support	$ 5,000.00
South Puget Sound Community College Foundation Olympia, WA	Public Charity	Operating support	$ 16,570.00
South Puget Sound Community College Foundation Olympia, WA	Public Charity	Operating support	$ 10,000.00

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, 2010 - JUNE 30, 2011

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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
Togetherl Lacey, WA	Public Charity	Operating support	$ 2,500.00
Touchstone Mental Health Minneapolis, MN	Public Charity	Operating support	$ 2,000.00
Twin Cities Public Television St. Paul, MN	Public Charity	Operating support	$ 25,000.00
Vitae Caring Foundation Jefferson City, MO	Public Charity	Operating support	$ 10,000.00
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
Wright Flight Inc. Blounts Creek, NC	Public Charity	Operating support	$ 12,500.00

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, 2010 - JUNE 30, 2011

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Yale School of Forestry and Environmental Studies New Haven, CT	Public Charity	Operating support	$ 2,500.00
Yale School of Forestry and Environmental Studies New Haven, CT	Public Charity	Operating support	$ 10,000.00
TOTAL CASH CONTRIBUTIONS			$ 772,990.00

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- 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.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

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.

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	F & ML WEYERHAEUSER FOUNDATION	41-6029036
	Number, street, and room or suite no. If a P O box, see instructions. 30 EAST SEVENTH STREET, SUITE 2000	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. ST. PAUL,, MN 55101-4930	

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-T (corporation)	07
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

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year 20 ____ or
▶ [X] tax year beginning 07/01 , 20 10 , and ending 06/30 , 20 11 .

2 If the tax year entered in line 1 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**	$ 13,733.
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.	**3b**	$ 11,233.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 2,500.

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.

- 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	[illegible]	[illegible]
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.

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  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 12 .

5 For calendar year ______ , or other tax year beginning 07/01, 20 10 , and ending 06/30 , 20 11 .

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 DUE TO THE TAXPAYER'S FISCAL YEAR END HALF OF THEIR 2010 INCOME IS REPORTED ON A 2011 1099 WHICH HAS NOT YET BEEN RECEIVED.

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	$ 13,733.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 13,733.
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	$ 0.

Signature and Verification

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

Signature ▶ Heather Miller Title ▶ CPA Date ▶ 2/15/2012