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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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

WEYERHAEUSER/DAY FOUNDATION

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

30 E. 7TH STREET

Room/suite

2000

City or town, state, and ZIP code

ST. PAUL, MN 55101-4930

A Employer identification number

41-1815686

B Telephone number

6512280935C 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 ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationFair market value of all assets at end of year
(from Part II, col. (c), line 16)**\$ 10,215,137.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

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

Part I Analysis of Revenue and Expenses(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ If the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

260,052.**250,332.****STATEMENT 2**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

229,290.**STATEMENT 1**b Gross sales price for all
assets on line 6a**1,991,438.**

7 Capital gain net income (from Part IV, line 2)

297,533.**N/A**

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)

11 Other income

3,125.**25,496.****STATEMENT 3**

12 Total. Add lines 1 through 11

492,467.**573,361.**

13 Compensation of officers, directors, trustees, etc

0.**0.****0.****0.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

STMT 4**44,205.****7,386.****0.****35,319.**

17 Interest

517.

18 Taxes

STMT 5**9,493.****5,524.****0.****0.**

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6**25.****24,908.****0.****25.**24 Total operating and administrative
expenses. Add lines 13 through 23**53,723.****38,335.****0.****35,344.**

25 Contributions, gifts, grants paid

448,000.**413,000.**

26 Total expenses and disbursements.

Add lines 24 and 25

501,723.**38,335.****0.****448,344.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-9,256.

b Net investment income (if negative, enter -0-)

535,026.

c Adjusted net income (if negative, enter -0-)

ENVELOPE

POSTMARK DATE

Revenue

Operating and Administrative Expenses

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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			
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	6,659,704.	6,685,768.	7,456,403.
	c Investments - corporate bonds STMT 8	1,906,662.	1,848,342.	2,023,331.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	618,258.	641,258.	735,403.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	9,184,624.	9,175,368.	10,215,137.	
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	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.			
	27 Capital stock, trust principal, or current funds	9,184,624.	9,175,368.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	9,184,624.	9,175,368.		
31 Total liabilities and net assets/fund balances	9,184,624.	9,175,368.		

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	9,184,624.
2 Enter amount from Part I, line 27a	2	-9,256.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,175,368.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,175,368.

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			
b SEE ATTACHED STATEMENTS			
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 1,991,438.		1,693,905.	297,533.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			297,533.

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	297,533.
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). If (loss), enter -0- in Part I, line 8	{ }	3	17,861.

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 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))
2011	446,855.	9,597,635.	.046559
2010	389,904.	9,001,810.	.043314
2009	446,198.	7,432,147.	.060036
2008	521,232.	9,103,225.	.057258
2007	463,730.	11,224,163.	.041315

2 Total of line 1, column (d)	2	.248482
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	.049696
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,718,123.
5 Multiply line 4 by line 3	5	482,952.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,350.
7 Add lines 5 and 6	7	488,302.
8 Enter qualifying distributions from Part XII, line 4	8	448,344.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 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	10,701.
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	0.
3 Add lines 1 and 2		3	10,701.
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	10,701.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	15,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,299.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 4,299. Refunded ☐	11	0.	

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 instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>FIDUCIARY COUNSELLING, INC.</u> Telephone no. ► <u>(651) 228-0935</u> Located at ► <u>30 E. 7TH STREET, SUITE 2000, ST PAUL, MN</u> ZIP+4 ► <u>55101-4930</u>			
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	N/A	
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				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? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	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 2012? ☐ Yes ☒ No	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 instructions.) ☐ Yes ☒ No	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. ☐ N/A		
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 2012 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 2012.) ☐ Yes ☒ No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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 2012? ☐ Yes ☒ No	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)?

☒ 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 instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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?

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

6b

X

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?

N/A

7b

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	9,256,829.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	609,286.
d	Total (add lines 1a, b, and c)	1d	9,866,115.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,866,115.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	147,992.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,718,123.
6	Minimum investment return. Enter 5% of line 5	6	485,906.

Part XI Distributable Amount (see 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	485,906.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,701.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,701.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	475,205.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	475,205.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	475,205.

Part XII Qualifying Distributions (see 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	448,344.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	448,344.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	448,344.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				475,205.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			447,536.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 448,344.				
a Applied to 2011, but not more than line 2a			447,536.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				808.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				474,397.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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				448,000.
Total			▶ 3a	448,000.
b Approved for future payment				
N/A				
Total			▶ 3b	0.

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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. | | |

[illegible]

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

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

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

ASST SEC/ASST
TREAS

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

HEATHER M. WHITE

Preparer's signature

Heather White

Date

11-12-13

Check ☐ self-employed

PTIN

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** (2012)

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	BARON SMALL CAP FUND	P	11/29/11	04/09/12
b	CLEARWATER SMALL COMPANIES FUND	P	05/30/97	12/06/12
c	CLEARWATER SMALL COMPANIES FUND	P	12/27/11	04/09/12
d	CLEARWATER SMALL COMPANIES FUND	P	12/27/11	04/09/12
e	CLEARWATER SMALL COMPANIES FUND	P	12/27/11	06/12/12
f	CLEARWATER SMALL COMPANIES FUND	P	12/27/11	12/06/12
g	DODGE & COX INTL STOCK FUND	P	08/17/10	04/09/12
h	DODGE & COX INTL STOCK FUND	P	08/17/10	12/06/12
i	DODGE & COX INTL STOCK FUND	P	12/07/10	04/09/12
j	DODGE & COX INTL STOCK FUND	P	12/21/10	04/09/12
k	DOUBLELINE TOTAL RETURN BOND FD	P	04/09/12	06/12/12
l	DOUBLELINE TOTAL RETURN BOND FD	P	04/09/12	12/06/12
m	DOUBLELINE TOTAL RETURN BOND FD	P	07/31/12	12/06/12
n	DOUBLELINE TOTAL RETURN BOND FD	P	08/31/12	12/06/12
o	DOUBLELINE TOTAL RETURN BOND FD	P	09/28/12	12/06/12

(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	3,000.	2,599.	401.
b	10,982.	7,686.	3,296.
c	203.	189.	14.
d	4,797.	4,466.	331.
e	12,000.	11,700.	300.
f	29,018.	25,508.	3,510.
g	48,695.	47,814.	881.
h	28,985.	26,646.	2,339.
i	1,796.	2,015.	-219.
j	3,494.	3,876.	-382.
k	18,985.	19,035.	-50.
l	9,144.	9,024.	120.
m	1,629.	1,613.	16.
n	1,663.	1,659.	4.
o	1,532.	1,536.	-4.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 401.
b			3,296.
c			** 14.
d			** 331.
e			** 300.
f			** 3,510.
g			881.
h			2,339.
i			-219.
j			-382.
k			** -50.
l			** 120.
m			** 16.
n			** 4.
o			** -4.

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 }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).
If (loss), enter "-0-" in Part I, line 8

2

3

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	DOUBLELINE TOTAL RETURN BOND FD	P	10/31/12	12/06/12
b	DOUBLELINE TOTAL RETURN BOND FD	P	11/30/12	12/06/12
c	EII GLOBAL PROPERTY FUND	P	06/21/07	04/09/12
d	EII GLOBAL PROPERTY FUND	P	06/21/07	06/12/12
e	EII GLOBAL PROPERTY FUND	P	06/21/07	12/06/12
f	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	08/17/10	04/09/12
g	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	08/17/10	12/06/12
h	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/07/10	04/09/12
i	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/28/10	04/09/12
j	OAKMARK SELECT FD	P	12/14/06	12/06/12
k	OAKMARK SELECT FD	P	12/14/06	12/06/12
l	OAKMARK SELECT FD	P	04/09/12	12/06/12
m	LOOMIS SAYLES BOND INSTL	P	04/27/10	04/09/12
n	LOOMIS SAYLES BOND INSTL	P	04/30/10	04/09/12
o	LOOMIS SAYLES BOND INSTL	P	08/11/10	04/09/12

(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 1,535.		1,535.	0.
b 1,482.		1,480.	2.
c 12,985.		17,078.	-4,093.
d 8,985.		12,063.	-3,078.
e 22,985.		27,266.	-4,281.
f 77,186.		73,949.	3,237.
g 51,985.		46,810.	5,175.
h 18,971.		20,281.	-1,310.
i 8,827.		9,342.	-515.
j 9,090.		9,240.	-150.
k 84,549.		85,953.	-1,404.
l 18,361.		17,591.	770.
m 3,097.		2,951.	146.
n 67,965.		65,015.	2,950.
o 54,890.		52,237.	2,653.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 0.
b			** 2.
c			-4,093.
d			-3,078.
e			-4,281.
f			3,237.
g			5,175.
h			-1,310.
i			-515.
j			-150.
k			-1,404.
l			** 770.
m			146.
n			2,950.
o			2,653.

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 }

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).

If (loss), enter "-0-" in Part I, line 8

** (SHORT-TERM)

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	LOOMIS SAYLES BOND INSTL	P	08/11/10	06/12/12
b	LOOMIS SAYLES BOND INSTL	P	08/11/10	12/06/12
c	LOOMIS SAYLES BOND INSTL	P	09/21/10	04/09/12
d	LOOMIS SAYLES BOND INSTL	P	12/09/10	04/09/12
e	LOOMIS SAYLES BOND INSTL	P	01/23/12	04/09/12
f	LOOMIS SAYLES BOND INSTL	P	02/22/12	04/09/12
g	LOOMIS SAYLES BOND INSTL	P	03/23/12	04/09/12
h	LOOMIS SAYLES BOND INSTL	P	04/23/12	06/12/12
i	LOOMIS SAYLES BOND INSTL	P	05/23/12	06/12/12
j	LOOMIS SAYLES BOND INSTL	P	07/23/12	12/06/12
k	LOOMIS SAYLES BOND INSTL	P	08/23/12	12/06/12
l	LOOMIS SAYLES BOND INSTL	P	09/21/12	12/06/12
m	LOOMIS SAYLES BOND INSTL	P	10/22/12	12/06/12
n	LOOMIS SAYLES BOND INSTL	P	11/20/12	12/06/12
o	LOOMIS SAYLES BOND INSTL	P	05/03/12	12/06/12

(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	23,220.	22,600.	620.
b	40,775.	37,454.	3,321.
c	4,232.	4,077.	155.
d	6,483.	6,245.	238.
e	3,258.	3,181.	77.
f	4,010.	3,991.	19.
g	4,049.	4,047.	2.
h	3,285.	3,351.	-66.
i	3,480.	3,469.	11.
j	3,501.	3,345.	156.
k	3,667.	3,561.	106.
l	2,986.	2,963.	23.
m	3,454.	3,430.	24.
n	3,250.	3,202.	48.
o	3,352.	3,246.	106.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			620.
b			3,321.
c			155.
d			238.
e			** 77.
f			** 19.
g			** 2.
h			** -66.
i			** 11.
j			** 156.
k			** 106.
l			** 23.
m			** 24.
n			** 48.
o			** 106.

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

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).
If (loss), enter "-0-" in Part I, line 8

3

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	MORGAN STANLEY INST INTL EQUITY	P	08/17/10	04/09/12
b	MORGAN STANLEY INST INTL EQUITY	P	08/17/10	12/06/12
c	MORGAN STANLEY INST INTL EQUITY	P	12/07/10	04/09/12
d	MORGAN STANLEY INST INTL EQUITY	P	12/17/10	04/09/12
e	MORGAN STANLEY INST INTL EQUITY	P	07/07/11	04/09/12
f	MORGAN STANLEY INST INTL EQUITY	P	06/12/12	12/06/12
g	MORGAN STANLEY INST INTL EQUITY	P	07/03/12	12/06/12
h	PIMCO EMERGING MARKETS BOND FD	P	04/24/06	04/09/12
i	PIMCO EMERGING MARKETS BOND FD	P	04/24/06	06/12/12
j	PIMCO EMERGING MARKETS BOND FD	P	04/24/06	12/06/12
k	PIMCO EMERGING MARKETS BOND FD	P	12/30/11	04/09/12
l	PIMCO EMERGING MARKETS BOND FD	P	01/31/12	04/09/12
m	PIMCO EMERGING MARKETS BOND FD	P	02/29/12	04/09/12
n	PIMCO EMERGING MARKETS BOND FD	P	03/30/12	04/09/12
o	PIMCO EMERGING MARKETS BOND FD	P	04/30/12	06/12/12

(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	47,980.	44,571.	3,409.
b	16,436.	14,127.	2,309.
c	12,919.	13,015.	-96.
d	4,053.	4,088.	-35.
e	32.	35.	-3.
f	11,506.	10,015.	1,491.
g	43.	40.	3.
h	24,210.	23,261.	949.
i	15,476.	14,925.	551.
j	21,827.	19,483.	2,344.
k	1,489.	1,439.	50.
l	1,166.	1,146.	20.
m	1,264.	1,266.	-2.
n	1,356.	1,359.	-3.
o	1,219.	1,237.	-18.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,409.
b			2,309.
c			-96.
d			-35.
e			** -3.
f			** 1,491.
g			** 3.
h			949.
i			551.
j			2,344.
k			** 50.
l			** 20.
m			** -2.
n			** -3.
o			** -18.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

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	PIMCO EMERGING MARKETS BOND FD	P	05/31/12	06/12/12
b	PIMCO EMERGING MARKETS BOND FD	P	07/31/12	12/06/12
c	PIMCO EMERGING MARKETS BOND FD	P	08/31/12	12/06/12
d	PIMCO EMERGING MARKETS BOND FD	P	09/28/12	12/06/12
e	PIMCO EMERGING MARKETS BOND FD	P	10/31/12	12/06/12
f	PIMCO EMERGING MARKETS BOND FD	P	11/30/12	12/06/12
g	PIMCO EMERGING MARKETS BOND FD	P	05/07/12	12/06/12
h	PIMCO EMERGING MARKETS CURRENCY FD	P	01/29/10	04/09/12
i	PIMCO EMERGING MARKETS CURRENCY FD	P	02/26/10	04/09/12
j	PIMCO EMERGING MARKETS CURRENCY FD	P	03/31/10	04/09/12
k	PIMCO EMERGING MARKETS CURRENCY FD	P	04/30/10	04/09/12
l	PIMCO EMERGING MARKETS CURRENCY FD	P	04/30/10	04/09/12
m	PIMCO EMERGING MARKETS CURRENCY FD	P	05/28/10	04/09/12
n	PIMCO EMERGING MARKETS CURRENCY FD	P	06/30/10	04/09/12
o	PIMCO EMERGING MARKETS CURRENCY FD	P	07/30/10	04/09/12

(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	1,291.	1,275.	16.
b	1,252.	1,209.	43.
c	1,447.	1,406.	41.
d	1,211.	1,187.	24.
e	1,370.	1,351.	19.
f	1,484.	1,476.	8.
g	1,394.	1,325.	69.
h	265.	253.	12.
i	265.	254.	11.
j	287.	281.	6.
k	76,747.	75,452.	1,295.
l	274.	270.	4.
m	361.	337.	24.
n	384.	358.	26.
o	381.	372.	9.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 16.
b			** 43.
c			** 41.
d			** 24.
e			** 19.
f			** 8.
g			** 69.
h			12.
i			11.
j			6.
k			1,295.
l			4.
m			24.
n			26.
o			9.

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

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).
If (loss), enter "-0-" in Part I, line 8

3

WEYERHAEUSER/DAY FOUNDATION

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	PIMCO EMERGING MARKETS CURRENCY FD	P	04/24/06	04/09/12
b	PIMCO EMERGING MARKETS CURRENCY FD	P	05/31/06	04/09/12
c	PIMCO EMERGING MARKETS CURRENCY FD	P	06/30/06	04/09/12
d	PIMCO EMERGING MARKETS CURRENCY FD	P	07/31/06	04/09/12
e	PIMCO EMERGING MARKETS CURRENCY FD	P	08/31/06	04/09/12
f	PIMCO EMERGING MARKETS CURRENCY FD	P	09/29/06	04/09/12
g	PIMCO EMERGING MARKETS CURRENCY FD	P	01/31/07	04/09/12
h	PIMCO EMERGING MARKETS CURRENCY FD	P	02/28/07	04/09/12
i	PIMCO EMERGING MARKETS CURRENCY FD	P	12/12/07	04/09/12
j	PIMCO EMERGING MARKETS CURRENCY FD	P	12/12/07	04/09/12
k	PIMCO EMERGING MARKETS CURRENCY FD	P	12/31/07	04/09/12
l	PIMCO EMERGING MARKETS CURRENCY FD	P	09/30/08	04/09/12
m	PIMCO EMERGING MARKETS CURRENCY FD	P	10/31/08	04/09/12
n	PIMCO EMERGING MARKETS CURRENCY FD	P	11/28/08	04/09/12
o	PIMCO EMERGING MARKETS CURRENCY FD	P	12/10/08	04/09/12

(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	103,284.	106,254.	-2,970.
b	949.	953.	-4.
c	1,037.	1,035.	2.
d	961.	970.	-9.
e	1,034.	1,047.	-13.
f	1,051.	1,055.	-4.
g	1,042.	1,055.	-13.
h	1,039.	1,058.	-19.
i	22,438.	22,850.	-412.
j	1,543.	1,572.	-29.
k	1,007.	1,018.	-11.
l	795.	768.	27.
m	1,032.	867.	165.
n	892.	715.	177.
o	1,364.	1,065.	299.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,970.
b			-4.
c			2.
d			-9.
e			-13.
f			-4.
g			-13.
h			-19.
i			-412.
j			-29.
k			-11.
l			27.
m			165.
n			177.
o			299.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

WEYERHAEUSER/DAY FOUNDATION

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	PIMCO EMERGING MARKETS CURRENCY FD	P	12/10/08	04/09/12
b	PIMCO EMERGING MARKETS CURRENCY FD	P	12/31/08	04/09/12
c	PIMCO EMERGING MARKETS CURRENCY FD	P	01/30/09	04/09/12
d	PIMCO EMERGING MARKETS CURRENCY FD	P	02/27/09	04/09/12
e	PIMCO EMERGING MARKETS CURRENCY FD	P	03/31/09	04/09/12
f	PIMCO EMERGING MARKETS CURRENCY FD	P	04/30/09	04/09/12
g	PIMCO EMERGING MARKETS CURRENCY FD	P	05/29/09	04/09/12
h	PIMCO EMERGING MARKETS CURRENCY FD	P	06/30/09	04/09/12
i	PIMCO EMERGING MARKETS CURRENCY FD	P	07/31/09	04/09/12
j	PIMCO EMERGING MARKETS CURRENCY FD	P	08/31/09	04/09/12
k	PIMCO EMERGING MARKETS CURRENCY FD	P	09/30/09	04/09/12
l	PIMCO EMERGING MARKETS CURRENCY FD	P	10/30/09	04/09/12
m	PIMCO EMERGING MARKETS CURRENCY FD	P	11/30/09	04/09/12
n	PIMCO EMERGING MARKETS CURRENCY FD	P	12/31/09	04/09/12
o	PIMCO EMERGING MARKETS CURRENCY FD	P	08/11/10	04/09/12

(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	2,453.	1,915.	538.
b	515.	417.	98.
c	432.	334.	98.
d	419.	312.	107.
e	388.	300.	88.
f	374.	307.	67.
g	505.	443.	62.
h	361.	321.	40.
i	354.	325.	29.
j	322.	299.	23.
k	318.	302.	16.
l	345.	327.	18.
m	296.	287.	9.
n	317.	304.	13.
o	96,492.	93,936.	2,556.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			538.
b			98.
c			98.
d			107.
e			88.
f			67.
g			62.
h			40.
i			29.
j			23.
k			16.
l			18.
m			9.
n			13.
o			2,556.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	PIMCO EMERGING MARKETS CURRENCY FD	P	08/31/10	04/09/12
b	PIMCO EMERGING MARKETS CURRENCY FD	P	09/30/10	04/09/12
c	PIMCO EMERGING MARKETS CURRENCY FD	P	10/29/10	04/09/12
d	PIMCO EMERGING MARKETS CURRENCY FD	P	11/30/10	04/09/12
e	PIMCO EMERGING MARKETS CURRENCY FD	P	12/07/10	04/09/12
f	PIMCO EMERGING MARKETS CURRENCY FD	P	12/31/10	04/09/12
g	PIMCO EMERGING MARKETS CURRENCY FD	P	01/31/11	04/09/12
h	PIMCO EMERGING MARKETS CURRENCY FD	P	02/28/11	04/09/12
i	PIMCO EMERGING MARKETS CURRENCY FD	P	09/27/11	04/09/12
j	PIMCO EMERGING MARKETS CURRENCY FD	P	09/30/11	04/09/12
k	PIMCO EMERGING MARKETS CURRENCY FD	P	10/31/11	04/09/12
l	PIMCO EMERGING MARKETS CURRENCY FD	P	11/30/11	04/09/12
m	PIMCO EMERGING MARKETS CURRENCY FD	P	12/30/11	04/09/12
n	PIMCO EMERGING MARKETS CURRENCY FD	P	01/31/12	04/09/12
o	PIMCO EMERGING MARKETS CURRENCY FD	P	02/29/12	04/09/12

(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	471.	455.	16.
b	550.	557.	-7.
c	642.	659.	-17.
d	677.	670.	7.
e	15,938.	16,002.	-64.
f	713.	724.	-11.
g	631.	641.	-10.
h	550.	563.	-13.
i	12,330.	12,015.	315.
j	537.	513.	24.
k	431.	429.	2.
l	497.	480.	17.
m	507.	482.	25.
n	361.	358.	3.
o	396.	401.	-5.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			16.
b			-7.
c			-17.
d			7.
e			-64.
f			-11.
g			-10.
h			-13.
i			** 315.
j			** 24.
k			** 2.
l			** 17.
m			** 25.
n			** 3.
o			** -5.

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

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).
If (loss), enter "-0-" in Part I, line 8

3

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	PIMCO EMERGING MARKETS CURRENCY FD	P	03/30/12	04/09/12
b	SELECTED AMERICAN SHARES CL D	P	04/09/12	06/12/12
c	SELECTED AMERICAN SHARES CL D	P	04/09/12	12/06/12
d	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	02/17/12	12/06/12
e	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	03/19/12	12/06/12
f	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	04/10/12	12/06/12
g	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	08/17/12	12/06/12
h	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	09/19/12	12/06/12
i	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	10/17/12	12/06/12
j	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	11/19/12	12/06/12
k	TEMPLETON INST FOREIGN SM COS	P	08/17/10	04/09/12
l	TEMPLETON INST FOREIGN SM COS	P	08/17/10	12/06/12
m	TEMPLETON INST FOREIGN SM COS	P	09/07/11	04/09/12
n	TEMPLETON INST FOREIGN SM COS	P	12/28/11	04/09/12
o	TEMPLETON INST FOREIGN SM COS	P	12/28/11	04/09/12

(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 438.		441.	-3.
b 10,985.		11,511.	-526.
c 88,985.		87,624.	1,361.
d 1,433.		1,353.	80.
e 1,452.		1,381.	71.
f 61,425.		57,440.	3,985.
g 2,687.		2,567.	120.
h 2,601.		2,543.	58.
i 2,653.		2,612.	41.
j 2,734.		2,681.	53.
k 106,542.		93,411.	13,131.
l 31,264.		26,115.	5,149.
m 39.		39.	0.
n 4,690.		4,147.	543.
o 8,715.		7,706.	1,009.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** -3.
b			** -526.
c			** 1,361.
d			** 80.
e			** 71.
f			** 3,985.
g			** 120.
h			** 58.
i			** 41.
j			** 53.
k			13,131.
l			5,149.
m			** 0.
n			** 543.
o			** 1,009.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

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	TEMPLETON INST FOREIGN SM COS	P	06/12/12	12/06/12
b	TEMPLETON INST FOREIGN SM COS	P	09/11/12	12/06/12
c	TEMPLETON INST FOREIGN SM COS	P	09/11/12	12/06/12
d	THIRD AVENUE VALUE	P	01/15/04	04/09/12
e	THIRD AVENUE VALUE	P	01/15/04	12/06/12
f	THIRD AVENUE VALUE	P	12/21/10	04/09/12
g	THIRD AVENUE VALUE	P	06/12/12	12/06/12
h	THIRD AVENUE REAL ESTATE	P	03/17/09	06/12/12
i	THIRD AVENUE REAL ESTATE	P	03/17/09	12/06/12
j	THIRD AVENUE REAL ESTATE	P	12/22/09	06/12/12
k	THIRD AVENUE REAL ESTATE	P	12/07/10	04/09/12
l	THIRD AVENUE REAL ESTATE	P	12/21/10	04/09/12
m	THIRD AVENUE REAL ESTATE	P	12/21/10	06/12/12
n	TOUCHSTONE EMERGING MARKETS FUND CL I	P	06/01/11	04/09/12
o	BOOK WASH SALE ADJ	P		

(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 15,850.		14,015.	1,835.
b 64.		62.	2.
c 808.		782.	26.
d 88,601.		84,256.	4,345.
e 10,901.		9,362.	1,539.
f 7,384.		8,407.	-1,023.
g 8,084.		7,015.	1,069.
h 1,970.		1,024.	946.
i 33,000.		14,658.	18,342.
j 3,197.		2,813.	384.
k 164.		165.	-1.
l 8,821.		8,507.	314.
m 1,818.		1,801.	17.
n 7,985.		8,403.	-418.
o 93.			93.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 1,835.
b			** 2.
c			** 26.
d			4,345.
e			1,539.
f			-1,023.
g			** 1,069.
h			946.
i			18,342.
j			384.
k			-1.
l			314.
m			17.
n			** -418.
o			93.

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

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).
If (loss), enter "-0-" in Part I, line 8 }

3

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 ROUNDING	P		
b BOOK TO TAX LTCGD ADJ	P		
c BOOK TO TAX WASH SALE ADJ	P		
d BOOK TO TAX WASH SALE ADJ	P		
e STCG THRU CPOF II	P		
f LTCG THRU CPOF II	P		
g SEC. 1231 THRU CPOF II	P		
h SEC. 1256 THRU CPOF II	P		
i STCG THRU CPOF III	P		
j LTCG THRU CPOF III	P		
k SEC. 1231 THRU CPOF III	P		
l SEC. 1256 THRU CPOF III	P		
m STCG THRU CPOF IV	P		
n LTCG THRU CPOF IV	P		
o SEC. 1231 THRU CPOF IV	P		

(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 4.		4.	0.
b 15,149.			15,149.
c 1,950.			1,950.
d 104.			104.
e 570.			570.
f 44,079.			44,079.
g 1,547.			1,547.
h		558.	-558.
i 277.			277.
j 4,595.			4,595.
k 38.			38.
l		1.	-1.
m 104.			104.
n 402.			402.
o		9.	-9.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			15,149.
c			1,950.
d			104.
e			570.
f			44,079.
g			1,547.
h			-558.
i			277.
j			4,595.
k			38.
l			-1.
m			104.
n			402.
o			-9.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

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 CAPITAL GAINS DIVIDENDS				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
(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 147,439.			147,439.	
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			147,439.	
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
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	297,533.	
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). If (loss), enter "-0-" in Part I, line 8		3	17,861.	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BARON SMALL CAP FUND	3,000.	2,599.	0.	0.	401.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CLEARWATER SMALL COMPANIES FUND	10,982.	7,686.	0.	0.	3,296.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CLEARWATER SMALL COMPANIES FUND	203.	189.	0.	0.	14.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CLEARWATER SMALL COMPANIES FUND	4,797.	4,466.	0.	0.	331.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CLEARWATER SMALL COMPANIES FUND	12,000.	11,700.	0.	0.	300.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CLEARWATER SMALL COMPANIES FUND	29,018.	25,508.	0.	0.	3,510.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DODGE & COX INTL STOCK FUND	48,695.	47,814.	0.	0.	881.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DODGE & COX INTL STOCK FUND	28,985.	26,646.	0.	PURCHASED	08/17/10	12/06/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DODGE & COX INTL STOCK FUND	1,796.	2,015.	0.	PURCHASED	12/07/10	04/09/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DODGE & COX INTL STOCK FUND	3,494.	3,876.	0.	PURCHASED	12/21/10	04/09/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DOUBLELINE TOTAL RETURN BOND FD	18,985.	19,035.	0.	PURCHASED	04/09/12	06/12/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
DOUBLELINE TOTAL RETURN BOND FD	9,144.	9,024.	0.	PURCHASED	04/09/12	12/06/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
DOUBLELINE TOTAL RETURN BOND FD	1,629.	1,613.	0.	PURCHASED	07/31/12	12/06/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
DOUBLELINE TOTAL RETURN BOND FD	1,663.	1,659.	0.	PURCHASED	08/31/12	12/06/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
DOUBLELINE TOTAL RETURN BOND FD	1,532.	1,536.	0.	PURCHASED	09/28/12	12/06/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DOUBLELINE TOTAL RETURN BOND FD	1,535.	1,535.	0.	PURCHASED	10/31/12	12/06/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DOUBLELINE TOTAL RETURN BOND FD	1,482.	1,480.	0.	PURCHASED	11/30/12	12/06/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EII GLOBAL PROPERTY FUND	12,985.	17,078.	0.	PURCHASED	06/21/07	04/09/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EII GLOBAL PROPERTY FUND	8,985.	12,063.	0.	PURCHASED	06/21/07	06/12/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
EII GLOBAL PROPERTY FUND	PURCHASED	06/21/07	12/06/12		
	22,985.	27,266.	0.	0.	-4,281.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	PURCHASED	08/17/10	04/09/12		
	77,186.	73,949.	0.	0.	3,237.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	PURCHASED	08/17/10	12/06/12		
	51,985.	46,810.	0.	0.	5,175.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	PURCHASED	12/07/10	04/09/12		
	18,971.	20,281.	0.	0.	-1,310.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	PURCHASED	12/28/10	04/09/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,827.	9,342.	0.	0.	-515.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
OAKMARK SELECT FD	PURCHASED	12/14/06	12/06/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,090.	9,240.	0.	0.	-150.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
OAKMARK SELECT FD	PURCHASED	12/14/06	12/06/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
84,549.	85,953.	0.	0.	-1,404.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
OAKMARK SELECT FD	PURCHASED	04/09/12	12/06/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,361.	17,591.	0.	0.	770.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	3,097.	2,951.	0.	0.	146.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	67,965.	65,015.	0.	0.	2,950.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	54,890.	52,237.	0.	0.	2,653.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	23,220.	22,600.	0.	0.	620.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	40,775.	37,454.	0.	0.	3,321.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	4,232.	4,077.	0.	0.	155.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	6,483.	6,245.	0.	0.	238.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	3,258.	3,181.	0.	0.	77.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	4,010.	3,991.	0.	0.	19.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	4,049.	4,047.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	3,285.	3,351.	0.	0.	-66.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	3,480.	3,469.	0.	0.	11.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	3,501.	3,345.	0.	0.	156.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	3,667.	3,561.	0.	0.	106.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	2,986.	2,963.	0.	0.	23.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	3,454.	3,430.	0.	0.	24.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	3,250.	3,202.	0.	0.	48.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	3,352.	3,246.	0.	0.	106.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	47,980.	44,571.	0.	0.	3,409.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	16,436.	14,127.	0.	0.	2,309.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	12,919.	13,015.	0.	0.	-96.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	4,053.	4,088.	0.	0.	-35.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	32.	35.	0.	0.	-3.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	11,506.	10,015.	0.	0.	1,491.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	43.	40.	0.	0.	3.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	24,210.	23,261.	0.	0.	949.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	15,476.	14,925.	0.	0.	551.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	21,827.	19,483.	0.	0.	2,344.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,489.	1,439.	0.	0.	50.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,166.	1,146.	0.	0.	20.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,264.	1,266.	0.	0.	-2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,356.	1,359.	0.	0.	-3.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,219.	1,237.	0.	0.	-18.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,291.	1,275.	0.	0.	16.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,252.	1,209.	0.	0.	43.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,447.	1,406.	0.	0.	41.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,211.	1,187.	0.	0.	24.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,370.	1,351.	0.	0.	19.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,484.	1,476.	0.	0.	8.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,394.	1,325.	0.	0.	69.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	265.	253.	0.	0.	12.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	265.	254.	0.	0.	11.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	287.	281.	0.	0.	6.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	76,747.	75,452.	0.	0.	1,295.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	04/30/10	04/09/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
274.	270.	0.	0.	4.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	05/28/10	04/09/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
361.	337.	0.	0.	24.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	06/30/10	04/09/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
384.	358.	0.	0.	26.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	07/30/10	04/09/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
381.	372.	0.	0.	9.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	103,284.	106,254.	0.	0.	-2,970.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	949.	953.	0.	0.	-4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	1,037.	1,035.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	961.	970.	0.	0.	-9.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	1,034.	1,047.	0.	0.	-13.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	1,051.	1,055.	0.	0.	-4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	1,042.	1,055.	0.	0.	-13.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	1,039.	1,058.	0.	0.	-19.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	22,438.	22,850.	0.	0.	-412.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	1,543.	1,572.	0.	0.	-29.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	1,007.	1,018.	0.	0.	-11.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	795.	768.	0.	0.	27.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	1,032.	867.	0.	0.	165.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	892.	715.	0.	0.	177.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	1,364.	1,065.	0.	0.	299.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	2,453.	1,915.	0.	0.	538.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	515.	417.	0.	0.	98.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	432.	334.	0.	0.	98.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	419.	312.	0.	0.	107.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	388.	300.	0.	0.	88.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	374.	307.	0.	0.	67.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	505.	443.	0.	0.	62.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	361.	321.	0.	0.	40.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	354.	325.	0.	0.	29.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	322.	299.	0.	0.	23.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	318.	302.	0.	0.	16.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	345.	327.	0.	0.	18.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	296.	287.	0.	0.	9.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	317.	304.	0.	0.	13.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	96,492.	93,936.	0.	0.	2,556.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	471.	455.	0.	0.	16.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	550.	557.	0.	0.	-7.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	642.	659.	0.	0.	-17.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	677.	670.	0.	0.	7.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	15,938.	16,002.	0.	0.	-64.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	713.	724.	0.	0.	-11.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	631.	641.	0.	0.	-10.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	550.	563.	0.	0.	-13.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	12,330.	12,015.	0.	0.	315.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	537.	513.	0.	0.	24.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	431.	429.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	497.	480.	0.	0.	17.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	507.	482.	0.	0.	25.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	361.	358.	0.	0.	3.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	396.	401.	0.	0.	-5.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	438.	441.	0.	0.	-3.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	10,985.	11,511.	0.	0.	-526.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	88,985.	87,624.	0.	0.	1,361.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,433.	1,353.	0.	0.	80.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,452.	1,381.	0.	0.	71.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	61,425.	57,440.	0.	0.	3,985.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	2,687.	2,567.	0.	0.	120.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	2,601.	2,543.	0.	0.	58.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	2,653.	2,612.	0.	0.	41.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	2,734.	2,681.	0.	0.	53.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	106,542.	93,411.	0.	0.	13,131.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	31,264.	26,115.	0.	0.	5,149.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	39.	39.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	4,690.	4,147.	0.	0.	543.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	8,715.	7,706.	0.	0.	1,009.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	15,850.	14,015.	0.	0.	1,835.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	64.	62.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	808.	782.	0.	0.	26.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE VALUE	88,601.	84,256.	0.	0.	4,345.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
THIRD AVENUE VALUE	PURCHASED	01/15/04	12/06/12		
	10,901.	9,362.	0.	0.	1,539.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
THIRD AVENUE VALUE	PURCHASED	12/21/10	04/09/12		
	7,384.	8,407.	0.	0.	-1,023.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
THIRD AVENUE VALUE	PURCHASED	06/12/12	12/06/12		
	8,084.	7,015.	0.	0.	1,069.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
THIRD AVENUE REAL ESTATE	PURCHASED	03/17/09	06/12/12		
	1,970.	1,024.	0.	0.	946.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE REAL ESTATE	33,000.	14,658.	0.	0.	18,342.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE REAL ESTATE	3,197.	2,813.	0.	0.	384.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE REAL ESTATE	164.	165.	0.	0.	-1.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE REAL ESTATE	8,821.	8,507.	0.	0.	314.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
THIRD AVENUE REAL ESTATE	1,818.	1,801.	0.	PURCHASED	12/21/10	06/12/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FOUCHSTONE EMERGING MARKETS FUND CL I	7,985.	8,403.	0.	PURCHASED	06/01/11	04/09/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BOOK WASH SALE ADJ	93.	0.	0.	PURCHASED	0.	93.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ROUNDING	4.	0.	0.	PURCHASED	0.	4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
BOOK TO TAX LTCGD ADJ	15,149.	15,149.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
BOOK TO TAX WASH SALE ADJ	1,950.	1,950.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
BOOK TO TAX WASH SALE ADJ	104.	104.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
STCG THRU CPOF II	570.	570.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
LTG THRU CPOF II	44,079.	44,079.	0.			0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
SEC. 1231 THRU CPOF II	1,547.	1,547.	0.			0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
SEC. 1256 THRU CPOF II	0.	0.	0.			0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
STCG THRU CPOF III	277.	277.	0.			0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
LTG THRU CPOF III	4,595.	4,595.	0.			0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
SEC. 1231 THRU CPOF III	38.	38.	0.			0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
SEC. 1256 THRU CPOF III	0.	0.	0.			0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
STCG THRU CPOF IV	104.	104.	0.			0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DATE ACQUIRED	(F) DATE SOLD
LTCG THRU CPOF IV	402.	402.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DATE ACQUIRED	(F) DATE SOLD
SEC. 1231 THRU CPOF IV	0.	0.	0.		0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	147,439.
TOTAL TO FORM 990-PF, PART I, LINE 6A	229,290.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	256,242.	0.	256,242.
LTCGD	147,439.	147,439.	0.
STCGD	3,810.	0.	3,810.
TOTAL TO FM 990-PF, PART I, LN 4	407,491.	147,439.	260,052.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLEARWATER PRIVATE OPP FD II			
#20-2825162	0.	0.	0.
ORDINARY INCOME	0.	210.	0.
LESS UBTI	0.	-675.	0.
RENTAL REAL ESTATE	0.	-127.	0.
OTHER RENTAL INCOME	0.	87.	0.
INTEREST	0.	3,460.	0.
DIVIDENDS	0.	14,553.	0.
ROYALTIES	0.	24.	0.
OTHER PORTFOLIO INCOME	0.	-233.	0.
CANCELLATION OF DEBT INCOME	0.	22.	0.
OTHER INCOME	0.	879.	0.
CLEARWATER PRIVATE OPP III			
#26-2251284	0.	0.	0.
ORDINARY INCOME	0.	741.	0.
LESS: UBTI	0.	-917.	0.
NET RENTAL	0.	-1.	0.
OTHER RENTAL	0.	24.	0.
INTEREST INCOME	0.	2,314.	0.
DIVIDENDS	0.	2,651.	0.
ROYALTY	0.	138.	0.
OTHER PORTFOLIO INCOME	0.	325.	0.
OTHER INCOME(LOSS)	0.	767.	0.
CLEARWATER PRIVATE OPP FD IV			
#45-2978316	0.	0.	0.
ORDINARY INCOME	0.	-95.	0.
LESS UBTI	0.	42.	0.
INTEREST	0.	153.	0.
DIVIDENDS	0.	469.	0.
OTHER PORTFOLIO INCOME	0.	2.	0.
OTHER INCOME	0.	683.	0.
EXCISE TAX REFUND	3,125.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,125.	25,496.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
*ACCOUNTING & TAX SERVICES	44,055.	7,311.	0.	35,244.	
**AUDIT FEES	150.	75.	0.	75.	
*ALLOCATED 20% TO INVESTMENT	0.	0.	0.	0.	
INCOME & 80% TO DISURSEMENTS	0.	0.	0.	0.	
FOR CHARITABLE PURPOSES	0.	0.	0.	0.	
**ALLOCATED 50% TO INVESTMENT	0.	0.	0.	0.	
INCOME & 50% TO DISURSEMENTS	0.	0.	0.	0.	
FOR CHARITABLE PURPOSES	0.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 16B	44,205.	7,386.	0.	35,319.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2012 FEDERAL EXCISE TAX	7,500.	0.	0.	0.	
2011 FEDERAL EXCISE TAX	1,700.	0.	0.	0.	
2012 FEDERAL UBTI TAX	200.	0.	0.	0.	
2011 FEDERAL UBTI TAX	93.	0.	0.	0.	
FOREIGN TAXES PAID	0.	5,429.	0.	0.	
FOREIGN TAX PAID THRU CPOF II	0.	41.	0.	0.	
FOREIGN TAX PAID THRU CPOF III	0.	53.	0.	0.	
FOREIGN TAX PAID THRU CPOF IV	0.	1.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	9,493.	5,524.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
*STATE FILING FEE	25.	0.	0.	25.	
SEC. 179	0.	3.	0.	0.	
ROYALTY DEDUCTIONS	0.	14.	0.	0.	
SEC. 59 (E) (2)	0.	502.	0.	0.	
PORTFOLIO DEDUCTIONS	0.	10,699.	0.	0.	
PORTFOLIO DEDUCTIONS	0.	69.	0.	0.	
OTHER DEDUCTIONS	0.	88.	0.	0.	
CLEARWATER PRIVATE OPP FD III	0.	0.	0.	0.	
DEDUCTIONS - ROYALTY	0.	129.	0.	0.	
SEC. 59 (E) (2)	0.	94.	0.	0.	
PORTFOLIO DEDUCTIONS	0.	8,555.	0.	0.	
PORTFOLIO DEDUCTIONS	0.	106.	0.	0.	
OTHER DEDUCTIONS	0.	221.	0.	0.	
CLEARWATER PRIVATE OPP FD IV	0.	0.	0.	0.	
SEC. 59 (E) (2)	0.	3.	0.	0.	
PORTFOLIO DEDUCTIONS	0.	4,194.	0.	0.	
PORTFOLIO DEDUCTIONS	0.	47.	0.	0.	
OTHER DEDUCTIONS	0.	3.	0.	0.	
SPELL MEZZANINE PARTNERS	0.	0.	0.	0.	
PORTFOLIO DEDUCTIONS	0.	181.	0.	0.	
*ALLOCATED 100% TO DISBURSE- MENTS FOR CHARITABLE PURPOSES	0.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	25.	24,908.	0.	25.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIDELITY CLEARING	-97,000.	-97,000.		
FIDELITY CASH RESERVES	275,321.	275,321.		
WEYERHAEUSER CO	814,549.	679,754.		
OAKMARK SELECT FD	520,679.	604,952.		
SELECTED AMERICAN SHARES CL D	560,312.	589,863.		
VANGUARD PRIMECAP CORE FD	393,450.	482,782.		
BARON SMALL CAP FUND	228,656.	308,886.		
CLEARWATER SMALL CAP FUND	356,365.	543,786.		
AMERICAN EUROPACIFIC GR CL F2	398,798.	452,351.		
DODGE & COX INTL STOCK FUND	204,844.	231,936.		
MORGAN STANLEY INST INTL EQUITY	192,355.	225,079.		

TEMPLETON INST FOREIGN SM COS	362,242.	449,447.
THIRD AVENUE REAL ESTATE	271,890.	342,542.
EV PARAMETRIC TM EMERGING MKTS	432,339.	472,484.
FOUCHSTONE EMERGING MARKETS	419,717.	471,015.
HUSSMAN STRATEGIC GROWTH	337,140.	285,945.
PIMCO ALL ASSET INST CLASS	599,738.	608,108.
EUROPEAN INVESTORS GLBL PROP	279,308.	266,255.
THIRD AVENUE REAL ESTATE	135,066.	262,897.
ROUNDING	-1.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,685,768.	7,456,403.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DOUBLELINE TOTAL RETURN BOND FD	313,653.	316,704.	
LOOMIS SAYLES BOND INSTL	684,906.	767,551.	
PIMCO EMERGING MARKETS BOND FD	280,119.	323,652.	
PIMCO DEV LOCAL MKTS FD INST	0.	0.	
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	569,664.	615,424.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,848,342.	2,023,331.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLEARWATER PRIVATE OPP FND II	COST	394,477.	484,840.
CLEARWATER PRIVATE OPP FDN III	COST	198,781.	202,214.
CLEARWATER PRIVATE OPP FDN IV	COST	38,000.	38,349.
SPELL CAPITAL MEZZANINE PARTNERS	COST		
SBIC LP		10,000.	10,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		641,258.	735,403.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
VIVIAN W. DAY 30 E. 7TH STREET 2000 ST. PAUL, MN 55101-4930	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
STANLEY R. DAY, JR. 30 E. 7TH STREET 2000 ST. PAUL, MN 55101-4930	SECRETARY/DIRECTOR 1.00	0.	0.	0.
FREDERICK K.W. DAY 30 E. 7TH STREET 2000 ST. PAUL, MN 55101-4930	TREASURER/DIRECTOR 1.00	0.	0.	0.
LINCOLN W. DAY 30 E. 7TH STREET 2000 ST. PAUL, MN 55101-4930	V PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JOSEPH S. MICALLEF 332 MINNESOTA STREET, STE 3090 ST PAUL, MN 55101	ASST SEC/ASST TREAS 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDJIVIAN W DAY, WEYERHAEUSER/DAY FDN
30 E 7TH ST, STE 2000
ST PAUL, MN 55101-4930TELEPHONE NUMBER

651 228-0935

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE MADE IN WRITING BUT NEED NOT BE SUBMITTED IN ANY PARTICULAR FORM.

ANY SUBMISSION DEADLINES

PROPOSALS ARE CONSIDERED THROUGHOUT THE YEAR. APPLICANTS WILL BE INFORMED AS PROMPTLY AS POSSIBLE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE DIRECTORS HAVE NOT ADOPTED ANY RESTRICTIONS OR LIMITATIONS WITH REGARD TO THE GRANT REQUESTS THAT WILL BE CONSIDERED.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 11

GRANTEE'S NAME

WEYERHAEUSER FAMILY FOUNDATION

GRANTEE'S ADDRESS

30 EAST SEVENTH STREET, SUITE 2000
ST. PAUL, MN 55101-4930

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

35,000.

12/16/12

35,000.

PURPOSE OF GRANT

FOR 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)(2)(B). THE WEYERHAEUSER FAMILY FOUNDATION IS A PRIVATE, GRANT-MAKING FOUNDATION THAT DOES NOT CONDUCT ANY PROGRAMS OF ITS OWN. SINCE THIS GRANT WAS MADE FOR 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.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT AVAILABLE AFTER MAY 15, 2013

ANY DIVERSION BY GRANTEE

THE GRANTEE HAS NOT DIVERTED ANY PORTION FROM THE PRUPOSE OF THE GRANT.

RESULTS OF VERIFICATION

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). NO VERIFICATIONS HAVE BEEN UNDERTAKEN.

Weyerhaeuser/Day Foundation

Schedule of Contributions Paid in 2012

EIN 41-1815686

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Detroit Institute for Children	5447 Woodward Ave Detroit, MI 48202	Yes	General Operating Support	12/21/2012	\$12,000.00
Forest History Society	701 Wm. Vickers Avenue Durham, NC 27701-3162	Yes	General Operating Support	12/21/2012	\$35,000.00
Greening of Detroit	1418 Michigan Avenue Detroit, MI 48216-1324	Yes	General Operating Support	12/21/2012	\$15,000.00
Michigan Forest Foundation	6120 S. Clinton Trail Eaton Rapids, MI 48827	Yes	General Operating Support	12/21/2012	\$20,000.00
Miss Porter's School	60 Main Street Farmington, CT 06032	Yes	General Operating Support	12/21/2012	\$5,000.00
University Liggett School	1045 Cook Road Grosse Pointe Woods, MI 48236	Yes	General Operating Support	12/21/2012	\$50,000.00
Weyerhaeuser Family Foundation	30 E 7th Street, Suite 2000 St. Paul, MN 55101-4930	No	General Operating Support	12/21/2012	\$35,000.00
World Bicycle Relief	1333 North Kingsbury, 4th Floor Chicago, IL 60622	Yes	General Operating Support	12/21/2012	\$276,000.00
Grand Totals (9 items)					\$448,000.00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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 File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. WEYERHAEUSER/DAY FOUNDATION	Employer identification number (EIN) or 41-1815686
	Number, street, and room or suite no. If a P.O. box, see instructions. 30 E. 7TH STREET, NO. 2000	Social security number (SSN)
	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)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

FIDUCIARY COUNSELLING, INC.

- The books are in the care of ► **30 E. 7TH STREET, SUITE 2000 - ST PAUL, MN 55101-4930**
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 **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

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	\$ 15,000
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	\$ 7,500.
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	\$ 7,500.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

• 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	WEYERHAEUSER/DAY FOUNDATION	41-1815686
	Number, street, and room or suite no. If a P.O. box, see instructions. 30 E. 7TH STREET, NO. 2000	Social security number (SSN)
	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)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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.

FIDUCIARY COUNSELLING, INC.

• The books are in the care of ☒ 30 E. 7TH STREET, SUITE 2000 - ST PAUL, MN 55101-4930

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 NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

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

THE TAXPAYER IS A PARTNER IN SEVERAL PARTNERSHIPS AND HAS NOT YET RECEIVED THEIR 2012 PARTNERSHIP K-1S. THEREFORE WE REQUEST AN ADDITIONAL EXTENSION OF TIME TO FILE A COMPLETE AND ACCURATE RETURN.

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	\$	14,500.
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	\$	14,500.
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 must be completed for Part II only.

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 ☒ Heidi Hemmick Title ☒ TAX PREPARER

Date ☒ 8-13-13

Form 8868 (Rev. 1-2013)