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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

WEYERHAEUSER FAMILY FOUNDATION

A Employer identification number

41-6012062

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

Room/suite

30 EAST SEVENTH STREET, SUITE 2000

B Telephone number

6512280935

City or town, state, and ZIP code

ST PAUL, MN 55101-4930

C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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

I Fair market value of all assets at end of year

J Accounting method:

☒

Cash

☐

Accrual

(from Part II, col. (c), line 16)

☐

Other (specify)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 23,090,394. (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

207,141.

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

623,705.

614,272.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

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

537,325.

STATEMENT 1

b Gross sales price for all assets on line 6a

3,940,485.

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

672,131.

8 Net short-term capital gain

N/A

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

160,665.

48,253.

0. STATEMENT 3

12 Total. Add lines 1 through 11

1,528,836.

1,334,656.

0.

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

STMT 4

7,594.

0.

0.

7,594.

b Accounting fees

STMT 5

76,180.

13,789.

0.

60,891.

c Other professional fees

STMT 6

83,002.

0.

0.

83,002.

17 Interest

0.

109.

18 Taxes

STMT 7

38,500.

13,895.

0.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 8

55,430.

17,554.

0.

55,430.

24 Total operating and administrative expenses. Add lines 13 through 23

260,706.

45,347.

0.

206,917.

25 Contributions, gifts, grants paid

900,014.

900,014.

26 Total expenses and disbursements. Add lines 24 and 25

1,160,720.

45,347.

0.

1,106,931.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

368,116.

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

1,289,309.

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

0.

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	341,089.			
		Less: allowance for doubtful accounts			341,089.	341,089.
	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 11	13,438,681.	13,390,087.	16,362,193.
	c	Investments - corporate bonds	STMT 12	4,651,656.	4,684,714.	5,469,736.
11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 13	699,590.	751,593.	852,376.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation					
15	Other assets (describe)	STATEMENT 14)	0.	65,000.	65,000.	
16	Total assets (to be completed by all filers)		18,789,927.	19,232,483.	23,090,394.	
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 <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		18,789,927.	19,232,483.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		18,789,927.	19,232,483.		
31	Total liabilities and net assets/fund balances		18,789,927.	19,232,483.		

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	18,789,927.
2	Enter amount from Part I, line 27a	2	368,116.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	92,709.
4	Add lines 1, 2, and 3	4	19,250,752.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	18,269.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,232,483.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
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 3,940,485.		3,268,354.	672,131.

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			672,131.

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	672,131.
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	23,096.

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	947,919.	21,046,128.	.045040
2010	840,288.	19,533,566.	.043018
2009	936,775.	15,768,984.	.059406
2008	1,033,515.	18,761,742.	.055086
2007	925,956.	21,944,413.	.042196

2 Total of line 1, column (d)	2	.244746
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	.048949
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,837,499.
5 Multiply line 4 by line 3	5	1,068,924.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,893.
7 Add lines 5 and 6	7	1,081,817.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,106,931.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	12,893.
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	12,893.
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	12,893.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	22,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	12,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	34,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,607.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 21,607. Refunded <input checked="" type="checkbox"/>	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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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?		
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) <input checked="" type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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>WWW.WFAMILYFOUNDATION.ORG</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 EAST 7TH ST, STE 2000, ST. PAUL, MN</u> ZIP+4 ► <u>55101</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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	1b	X
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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.)	N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

X

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

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

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 15		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 VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDUCIARY COUNSELLING - 30 EAST 7TH ST, STE 2000, ST. PAUL, MN 55101-4930	ACCT, TAX/CUST, INV	76,005.
KONRAD CONSULTING, DENVER, CO	CONSULTING	71,652.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	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	21,359,387.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	810,663.
d	Total (add lines 1a, b, and c)	1d	22,170,050.
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	22,170,050.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	332,551.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,837,499.
6	Minimum investment return. Enter 5% of line 5	6	1,091,875.

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	1,091,875.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,893.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,893.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,078,982.
4	Recoveries of amounts treated as qualifying distributions	4	30,000.
5	Add lines 3 and 4	5	1,108,982.
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	1,108,982.

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	1,106,931.
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	1,106,931.
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	12,893.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,094,038.

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				1,108,982.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			959,380.	
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: ► \$ 1,106,931.				
a Applied to 2011, but not more than line 2a			959,380.	
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				147,551.
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				961,431.
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				
ATTACHMENT 18				900,014.
Total			▶ 3a	900,014.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVII

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) | Cash | 1a(1) | | X |
| (2) | Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) | Reimbursement arrangements | 1b(4) | | X |
| (5) | Loans or loan guarantees | 1b(5) | | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

**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 _____

Title

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

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PT1N

HEATHER M. WHITE

Harberwhite

11713

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)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

WEYERHAEUSER FAMILY FOUNDATION

Employer identification number

41-6012062

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

WEYERHAEUSER FAMILY FOUNDATION

41-6012062

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TOTAL CASH CONTRIBUTIONS UNDER \$5,000	\$ 44,769.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	WEYERHAEUSER/DAY FOUNDATION 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	BETTE D. MOORMAN 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	CHERBEC ADVANCEMENT FOUNDATION 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	CODY N. REITER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	HALEY M. REITER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WEYERHAEUSER FAMILY FOUNDATION	Employer identification number 41-6012062
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>4</u>	<u>ROSENBERY CHARITABLE TERM TRUST</u> <u>30 E. 7TH STREET, SUITE 2000</u> <u>ST. PAUL, MN 55101</u>	\$ <u>15,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	<u>KYLE REITER</u> <u>30 E. 7TH STREET, SUITE 2000</u> <u>ST. PAUL, MN 55101</u>	\$ <u>5,350.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	<u>LUCY ROSENBERY JONES CHARITABLE TRUST</u> <u>30 E. 7TH STREET, SUITE 2000</u> <u>ST. PAUL, MN 55101</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>7</u>	<u>STANLEY R. DAY, JR.</u> <u>30 E. 7TH STREET, SUITE 2000</u> <u>ST. PAUL, MN 55101</u>	\$ <u>20,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>13</u>	<u>WILLIAM T. WEYERHAEUSER</u> <u>P.O. BOX 1278</u> <u>TACOMA, WA 98401</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>8</u>	<u>TOTAL NON CASH CONTRIBUTIONS UNDER \$5,000</u>	\$ <u>10,713.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WEYERHAEUSER FAMILY FOUNDATION**41-6012062****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
9	JANE WEYERHAEUSER-JOHNSON P.O. BOX 1278 TACOMA, WA 98401	\$ 6,309.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WEYERHAEUSER FAMILY FOUNDATION**41-6012062****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	ARTISAN INTL VALUE FUND	P	11/12/10	12/28/12
b	ARTISAN INTL VALUE FUND	P	12/16/10	12/28/12
c	ARTISAN INTL VALUE FUND	P	12/19/12	12/28/12
d	ARTISAN INTL VALUE FUND	P	12/19/12	12/28/12
e	ARTISAN INTL VALUE FUND	P	12/19/12	12/28/12
f	CLEARWATER SMALL COMPANIES FUND	P	12/27/11	06/22/12
g	CLEARWATER SMALL COMPANIES FUND	P	12/27/11	06/22/12
h	DODGE & COX INTL STOCK FUND	P	11/06/06	12/28/12
i	DU PONT E I DE NEMOURS & CO	P	06/27/97	09/12/12
j	EII GLOBAL PROPERTY FUND	P	10/18/07	06/22/12
k	EII GLOBAL PROPERTY FUND	P	10/18/07	12/28/12
l	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	09/29/10	12/28/12
m	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/28/10	12/28/12
n	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/22/11	12/28/12
o	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	06/22/12	12/28/12

(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	155,212.	135,101.	20,111.
b	9,767.	8,722.	1,045.
c	3,241.	3,284.	-43.
d	364.	369.	-5.
e	7,417.	7,515.	-98.
f	767.	743.	24.
g	29,233.	28,308.	925.
h	181,985.	225,073.	-43,088.
i	1,018.	62.	956.
j	20,985.	26,978.	-5,993.
k	102,985.	117,453.	-14,468.
l	62,545.	61,015.	1,530.
m	21,086.	21,159.	-73.
n	58,388.	51,133.	7,255.
o	97,329.	86,015.	11,314.

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			20,111.
b			1,045.
c			** -43.
d			** -5.
e			** -98.
f			** 24.
g			** 925.
h			-43,088.
i			956.
j			-5,993.
k			-14,468.
l			1,530.
m			-73.
n			7,255.
o			** 11,314.

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	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/27/12	12/28/12
b	OAKMARK SELECT FD	P	11/08/06	06/22/12
c	OAKMARK SELECT FD	P	11/08/06	12/28/12
d	IBM	P	02/26/97	12/28/12
e	LOOMIS SAYLES BOND INSTL	P	10/04/10	06/25/12
f	LOOMIS SAYLES BOND INSTL	P	10/26/10	06/25/12
g	LOOMIS SAYLES BOND INSTL	P	01/25/11	06/25/12
h	LOOMIS SAYLES BOND INSTL	P	02/22/11	06/25/12
i	LOOMIS SAYLES BOND INSTL	P	03/22/11	06/25/12
j	LOOMIS SAYLES BOND INSTL	P	04/26/11	06/25/12
k	LOOMIS SAYLES BOND INSTL	P	05/24/11	06/25/12
l	LOOMIS SAYLES BOND INSTL	P	06/21/11	06/25/12
m	LOOMIS SAYLES BOND INSTL	P	07/26/11	06/25/12
n	LOOMIS SAYLES BOND INSTL	P	08/23/11	06/25/12
o	LOOMIS SAYLES BOND INSTL	P	09/20/11	06/25/12

(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 29,637.		29,689.	-52.
b 13,000.		15,857.	-2,857.
c 103,000.		124,562.	-21,562.
d 1,143.		74.	1,069.
e 98,748.		97,866.	882.
f 8,553.		8,535.	18.
g 9,026.		9,027.	-1.
h 8,774.		8,817.	-43.
i 9,169.		9,233.	-64.
j 8,445.		8,727.	-282.
k 8,986.		9,286.	-300.
l 8,549.		8,746.	-197.
m 8,651.		8,982.	-331.
n 9,407.		9,434.	-27.
o 8,667.		8,601.	66.

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			** -52.
b			-2,857.
c			-21,562.
d			1,069.
e			882.
f			18.
g			-1.
h			-43.
i			-64.
j			-282.
k			-300.
l			-197.
m			** -331.
n			** -27.
o			** 66.

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	LOOMIS SAYLES BOND INSTL	P	10/25/11	06/25/12
b	LOOMIS SAYLES BOND INSTL	P	01/23/12	06/25/12
c	LOOMIS SAYLES BOND INSTL	P	02/22/12	06/25/12
d	LOOMIS SAYLES BOND INSTL	P	03/23/12	06/25/12
e	LOOMIS SAYLES BOND INSTL	P	04/23/12	06/25/12
f	LOOMIS SAYLES BOND INSTL	P	06/22/12	06/25/12
g	LOOMIS SAYLES BOND INSTL	P	10/22/12	12/28/12
h	LOOMIS SAYLES BOND INSTL	P	12/17/12	12/28/12
i	PIMCO EMERGING MARKETS BOND FD	P	09/30/10	06/22/12
j	PIMCO EMERGING MARKETS BOND FD	P	10/04/10	06/22/12
k	PIMCO EMERGING MARKETS BOND FD	P	10/29/10	06/22/12
l	PIMCO EMERGING MARKETS BOND FD	P	05/31/11	06/22/12
m	PIMCO EMERGING MARKETS BOND FD	P	05/31/11	12/28/12
n	PIMCO EMERGING MARKETS BOND FD	P	07/29/11	06/22/12
o	PIMCO EMERGING MARKETS BOND FD	P	08/31/11	06/22/12

(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	9,131.	9,055.	76.
b	7,411.	7,355.	56.
c	9,121.	9,229.	-108.
d	9,210.	9,358.	-148.
e	9,063.	9,190.	-127.
f	9,073.	9,074.	-1.
g	2,364.	2,362.	2.
h	27,621.	27,617.	4.
i	2,569.	2,499.	70.
j	235,627.	229,798.	5,829.
k	3,676.	3,613.	63.
l	768.	740.	28.
m	3,687.	3,326.	361.
n	4,533.	4,421.	112.
o	4,341.	4,230.	111.

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			** 76.
b			** 56.
c			** -108.
d			** -148.
e			** -127.
f			** -1.
g			** 2.
h			** 4.
i			70.
j			5,829.
k			63.
l			28.
m			361.
n			** 112.
o			** 111.

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 FAMILY 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 BOND FD	P	10/31/11	06/22/12
b	PIMCO EMERGING MARKETS BOND FD	P	01/31/12	06/22/12
c	PIMCO EMERGING MARKETS BOND FD	P	02/29/12	06/22/12
d	PIMCO EMERGING MARKETS BOND FD	P	03/30/12	06/22/12
e	PIMCO EMERGING MARKETS BOND FD	P	04/30/12	06/22/12
f	PIMCO EMERGING MARKETS BOND FD	P	05/31/12	06/22/12
g	PIMCO EMERGING MARKETS BOND FD	P	07/31/12	12/28/12
h	PIMCO EMERGING MARKETS BOND FD	P	08/31/12	12/28/12
i	PIMCO EMERGING MARKETS BOND FD	P	09/28/12	12/28/12
j	PIMCO EMERGING MARKETS BOND FD	P	10/31/12	12/28/12
k	PIMCO EMERGING MARKETS BOND FD	P	11/30/12	12/28/12
l	PIMCO EMERGING MARKETS BOND FD	P	12/12/12	12/28/12
m	PIMCO EMERGING MARKETS BOND FD	P	12/27/12	12/28/12
n	PIMCO EMERGING MARKETS BOND FD	P	06/29/12	12/28/12
o	PIMCO EMERGING MARKETS BOND FD	P	05/07/12	12/28/12

(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	4,027.	3,906.	121.
b	3,490.	3,419.	71.
c	3,785.	3,778.	7.
d	4,059.	4,055.	4.
e	3,891.	3,921.	-30.
f	4,219.	4,140.	79.
g	3,210.	3,112.	98.
h	3,710.	3,619.	91.
i	3,104.	3,056.	48.
j	3,512.	3,477.	35.
k	3,805.	3,798.	7.
l	646.	649.	-3.
m	3,917.	3,916.	1.
n	235.	220.	15.
o	4,159.	3,938.	221.

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			** 121.
b			** 71.
c			** 7.
d			** 4.
e			** -30.
f			** 79.
g			** 98.
h			** 91.
i			** 48.
j			** 35.
k			** 7.
l			** -3.
m			** 1.
n			** 15.
o			** 221.

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 ALL ASSET INST CLASS		P	12/05/05	12/28/12
b PIMCO EMERGING MARKETS CURRENCY FD		P	01/29/10	06/22/12
c PIMCO EMERGING MARKETS CURRENCY FD		P	03/31/10	06/22/12
d PIMCO EMERGING MARKETS CURRENCY FD		P	04/30/10	06/22/12
e PIMCO EMERGING MARKETS CURRENCY FD		P	05/03/10	06/22/12
f PIMCO EMERGING MARKETS CURRENCY FD		P	05/28/10	06/22/12
g PIMCO EMERGING MARKETS CURRENCY FD		P	06/30/10	06/22/12
h PIMCO EMERGING MARKETS CURRENCY FD		P	07/30/10	06/22/12
i PIMCO EMERGING MARKETS CURRENCY FD		P	02/26/10	06/22/12
j PIMCO EMERGING MARKETS CURRENCY FD		P	11/07/06	06/22/12
k PIMCO EMERGING MARKETS CURRENCY FD		P	01/31/07	06/22/12
l PIMCO EMERGING MARKETS CURRENCY FD		P	02/28/07	06/22/12
m PIMCO EMERGING MARKETS CURRENCY FD		P	12/12/07	06/22/12
n PIMCO EMERGING MARKETS CURRENCY FD		P	01/31/08	06/22/12
o PIMCO EMERGING MARKETS CURRENCY FD		P	08/29/08	06/22/12

(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 45,985.		48,259.	-2,274.
b 774.		769.	5.
c 839.		856.	-17.
d 802.		821.	-19.
e 15,641.		16,000.	-359.
f 750.		730.	20.
g 798.		776.	22.
h 792.		805.	-13.
i 775.		774.	1.
j 274,076.		293,373.	-19,297.
k 2,106.		2,220.	-114.
l 2,100.		2,226.	-126.
m 55,229.		58,535.	-3,306.
n 2,422.		2,574.	-152.
o 2,376.		2,525.	-149.

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			-2,274.
b			5.
c			-17.
d			-19.
e			-359.
f			20.
g			22.
h			-13.
i			1.
j			-19,297.
k			-114.
l			-126.
m			-3,306.
n			-152.
o			-149.

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	09/30/08	06/22/12
b	PIMCO EMERGING MARKETS CURRENCY FD	P	10/31/08	06/22/12
c	PIMCO EMERGING MARKETS CURRENCY FD	P	11/28/08	06/22/12
d	PIMCO EMERGING MARKETS CURRENCY FD	P	12/10/08	06/22/12
e	PIMCO EMERGING MARKETS CURRENCY FD	P	12/10/08	06/22/12
f	PIMCO EMERGING MARKETS CURRENCY FD	P	01/30/09	06/22/12
g	PIMCO EMERGING MARKETS CURRENCY FD	P	02/27/09	06/22/12
h	PIMCO EMERGING MARKETS CURRENCY FD	P	03/31/09	06/22/12
i	PIMCO EMERGING MARKETS CURRENCY FD	P	04/30/09	06/22/12
j	PIMCO EMERGING MARKETS CURRENCY FD	P	05/29/09	06/22/12
k	PIMCO EMERGING MARKETS CURRENCY FD	P	06/30/09	06/22/12
l	PIMCO EMERGING MARKETS CURRENCY FD	P	07/31/09	06/22/12
m	PIMCO EMERGING MARKETS CURRENCY FD	P	08/31/09	06/22/12
n	PIMCO EMERGING MARKETS CURRENCY FD	P	09/30/09	06/22/12
o	PIMCO EMERGING MARKETS CURRENCY FD	P	10/02/09	06/22/12

(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	1,827.	1,805.	22.
b	2,014.	1,761.	253.
c	1,739.	1,451.	288.
d	7,403.	6,016.	1,387.
e	4,115.	3,344.	771.
f	1,302.	1,049.	253.
g	1,264.	980.	284.
h	1,162.	933.	229.
i	924.	789.	135.
j	1,247.	1,141.	106.
k	893.	825.	68.
l	875.	837.	38.
m	797.	769.	28.
n	787.	777.	10.
o	108,843.	106,910.	1,933.

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			22.
b			253.
c			288.
d			1,387.
e			771.
f			253.
g			284.
h			229.
i			135.
j			106.
k			68.
l			38.
m			28.
n			10.
o			1,933.

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	10/30/09	06/22/12
b	PIMCO EMERGING MARKETS CURRENCY FD	P	11/30/09	06/22/12
c	PIMCO EMERGING MARKETS CURRENCY FD	P	12/13/06	06/22/12
d	PIMCO EMERGING MARKETS CURRENCY FD	P	12/13/06	06/22/12
e	PIMCO EMERGING MARKETS CURRENCY FD	P	12/12/07	06/22/12
f	PIMCO EMERGING MARKETS CURRENCY FD	P	12/31/07	06/22/12
g	PIMCO EMERGING MARKETS CURRENCY FD	P	12/31/08	06/22/12
h	PIMCO EMERGING MARKETS CURRENCY FD	P	12/31/09	06/22/12
i	PIMCO EMERGING MARKETS CURRENCY FD	P	08/31/10	06/22/12
j	PIMCO EMERGING MARKETS CURRENCY FD	P	09/13/10	06/22/12
k	PIMCO EMERGING MARKETS CURRENCY FD	P	09/29/10	06/22/12
l	PIMCO EMERGING MARKETS CURRENCY FD	P	09/30/10	06/22/12
m	PIMCO EMERGING MARKETS CURRENCY FD	P	10/04/10	06/22/12
n	PIMCO EMERGING MARKETS CURRENCY FD	P	10/29/10	06/22/12
o	PIMCO EMERGING MARKETS CURRENCY FD	P	11/30/10	06/22/12

(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	1,045.	1,032.	13.
b	910.	918.	-8.
c	4,874.	5,200.	-326.
d	7,702.	8,217.	-515.
e	3,799.	4,026.	-227.
f	2,377.	2,501.	-124.
g	1,496.	1,260.	236.
h	926.	925.	1.
i	776.	780.	-4.
j	136,460.	139,884.	-3,424.
k	41,712.	43,975.	-2,263.
l	954.	1,005.	-51.
m	204,189.	215,819.	-11,630.
n	1,625.	1,737.	-112.
o	1,762.	1,816.	-54.

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			13.
b			-8.
c			-326.
d			-515.
e			-227.
f			-124.
g			236.
h			1.
i			-4.
j			-3,424.
k			-2,263.
l			-51.
m			-11,630.
n			-112.
o			-54.

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	12/03/10	06/22/12
b	PIMCO EMERGING MARKETS CURRENCY FD	P	12/31/10	06/22/12
c	PIMCO EMERGING MARKETS CURRENCY FD	P	01/31/11	06/22/12
d	PIMCO EMERGING MARKETS CURRENCY FD	P	02/28/11	06/22/12
e	PIMCO EMERGING MARKETS CURRENCY FD	P	03/31/11	06/22/12
f	PIMCO EMERGING MARKETS CURRENCY FD	P	04/29/11	06/22/12
g	PIMCO EMERGING MARKETS CURRENCY FD	P	05/31/11	06/22/12
h	PIMCO EMERGING MARKETS CURRENCY FD	P	06/30/11	06/22/12
i	PIMCO EMERGING MARKETS CURRENCY FD	P	07/29/11	06/22/12
j	PIMCO EMERGING MARKETS CURRENCY FD	P	08/31/11	06/22/12
k	PIMCO EMERGING MARKETS CURRENCY FD	P	09/30/11	06/22/12
l	PIMCO EMERGING MARKETS CURRENCY FD	P	10/31/11	06/22/12
m	PIMCO EMERGING MARKETS CURRENCY FD	P	11/30/11	06/22/12
n	PIMCO EMERGING MARKETS CURRENCY FD	P	12/30/11	06/22/12
o	PIMCO EMERGING MARKETS CURRENCY FD	P	01/31/12	06/22/12

(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	38,979.	40,978.	-1,999.
b	1,858.	1,962.	-104.
c	1,640.	1,733.	-93.
d	1,427.	1,521.	-94.
e	1,364.	1,479.	-115.
f	1,316.	1,478.	-162.
g	1,174.	1,296.	-122.
h	1,235.	1,363.	-128.
i	1,507.	1,666.	-159.
j	1,229.	1,337.	-108.
k	1,333.	1,325.	8.
l	1,043.	1,078.	-35.
m	1,201.	1,207.	-6.
n	1,343.	1,326.	17.
o	973.	1,005.	-32.

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			-1,999.
b			-104.
c			-93.
d			-94.
e			-115.
f			-162.
g			-122.
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

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	02/29/12	06/22/12
b	PIMCO EMERGING MARKETS CURRENCY FD	P	03/30/12	06/22/12
c	PIMCO EMERGING MARKETS CURRENCY FD	P	04/30/12	06/22/12
d	PIMCO EMERGING MARKETS CURRENCY FD	P	05/31/12	06/22/12
e	SELECTED AMERICAN SHARES CL D	P	11/08/06	06/22/12
f	SELECTED AMERICAN SHARES CL D	P	11/08/06	12/28/12
g	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	02/17/12	12/28/12
h	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	03/19/12	12/28/12
i	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	04/18/12	12/28/12
j	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	05/17/12	12/28/12
k	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	06/22/12	12/28/12
l	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	07/18/12	12/28/12
m	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	08/17/12	12/28/12
n	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	09/19/12	12/28/12
o	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	10/17/12	12/28/12

(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 1,069.		1,126.	-57.
b 1,180.		1,239.	-59.
c 1,097.		1,149.	-52.
d 1,112.		1,095.	17.
e 9,985.		10,982.	-997.
f 38,985.		42,820.	-3,835.
g 3,770.		3,620.	150.
h 3,818.		3,695.	123.
i 3,578.		3,402.	176.
j 3,858.		3,583.	275.
k 7,525.		6,961.	564.
l 6,365.		6,029.	336.
m 6,680.		6,494.	186.
n 6,466.		6,433.	33.
o 6,596.		6,607.	-11.

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			** -57.
b			** -59.
c			** -52.
d			** 17.
e			-997.
f			-3,835.
g			** 150.
h			** 123.
i			** 176.
j			** 275.
k			** 564.
l			** 336.
m			** 186.
n			** 33.
o			** -11.

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 GLOBAL TOTAL RETURN FD ADVISOR CL	P	11/19/12	12/28/12
b	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	12/19/12	12/28/12
c	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	12/19/12	12/28/12
d	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	12/19/12	12/28/12
e	TEMPLETON INST FOREIGN SM COS	P	05/07/10	12/28/12
f	TEMPLETON INST FOREIGN SM COS	P	09/03/10	12/28/12
g	TEMPLETON INST FOREIGN SM COS	P	09/29/10	12/28/12
h	TEMPLETON INST FOREIGN SM COS	P	12/29/10	12/28/12
i	TEMPLETON INST FOREIGN SM COS	P	09/07/11	12/28/12
j	TEMPLETON INST FOREIGN SM COS	P	12/28/11	12/28/12
k	TEMPLETON INST FOREIGN SM COS	P	12/28/11	12/28/12
l	TEMPLETON INST FOREIGN SM COS	P	06/22/12	12/28/12
m	TEMPLETON INST FOREIGN SM COS	P	09/11/12	12/28/12
n	TEMPLETON INST FOREIGN SM COS	P	09/11/12	12/28/12
o	TEMPLETON INST FOREIGN SM COS	P	12/27/12	12/28/12

(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	6,796.	6,782.	14.
b	1,304.	1,297.	7.
c	2,081.	2,070.	11.
d	46,149.	45,918.	231.
e	131,393.	103,406.	27,987.
f	1,473.	1,225.	248.
g	22,466.	20,015.	2,451.
h	9,321.	8,902.	419.
i	99.	92.	7.
j	11,870.	9,947.	1,923.
k	22,058.	18,486.	3,572.
l	28,240.	25,015.	3,225.
m	192.	185.	7.
n	2,436.	2,348.	88.
o	21,437.	21,427.	10.

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			** 14.
b			** 7.
c			** 11.
d			** 231.
e			27,987.
f			248.
g			2,451.
h			419.
i			7.
j			** 1,923.
k			** 3,572.
l			** 3,225.
m			** 7.
n			** 88.
o			** 10.

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	THIRD AVENUE REAL ESTATE	P	04/06/09	12/28/12
b	THIRD AVENUE REAL ESTATE	P	12/21/10	06/22/12
c	THIRD AVENUE REAL ESTATE	P	12/21/10	12/28/12
d	THIRD AVENUE REAL ESTATE	P	12/22/11	12/28/12
e	THIRD AVENUE REAL ESTATE	P	12/18/12	12/28/12
f	THIRD AVENUE REAL ESTATE	P	12/18/12	12/28/12
g	THIRD AVENUE REAL ESTATE	P	12/18/12	12/28/12
h	VANGUARD PRIMECAP CORE FD	P	12/17/12	12/28/12
i	VANGUARD PRIMECAP CORE FD	P	12/17/12	12/28/12
j	WEYERHAEUSER CO	P	04/19/95	12/28/12
k	WEYERHAEUSER CO	P	09/01/10	12/28/12
l	WASH SALE ADJ	P		
m	WASH SALE ADJ	P		
n	BOOK TO TAX LTCGD ADJ	P		
o	ROUNDING	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	35,526.	19,248.	16,278.
b	20,985.	20,470.	515.
c	1,811.	1,639.	172.
d	28,573.	23,015.	5,558.
e	22,482.	22,493.	-11.
f	4,691.	4,693.	-2.
g	29,902.	29,917.	-15.
h	2,225.	2,266.	-41.
i	19,760.	20,123.	-363.
j	2,914.	4,055.	-1,141.
k	337,032.	186,369.	150,663.
l	687.		687.
m	33,531.		33,531.
n	21,945.		21,945.
o			0.

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			16,278.
b			515.
c			172.
d			5,558.
e			** -11.
f			** -2.
g			** -15.
h			** -41.
i			** -363.
j			-1,141.
k			150,663.
l			** 687.
m			33,531.
n			21,945.
o			0.

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 LTCG THRU CHURCHILL		P		
b LTCG THRU SPELL CAP III		P		
c CAPITAL GAINS DIVIDENDS				
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 23,128.			23,128.
b 87,439.			87,439.
c 375,528.			375,528.
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			(i) 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			23,128.
b			87,439.
c			375,528.
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	672,131.
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	23,096.

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
ARTISAN INTL VALUE FUND	155,212.	135,101.	0.	0.	20,111.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ARTISAN INTL VALUE FUND	9,767.	8,722.	0.	0.	1,045.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ARTISAN INTL VALUE FUND	3,241.	3,284.	0.	0.	-43.

(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
ARTISAN INTL VALUE FUND	364.	369.	0.	0.		12/19/12 12/28/12

(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
ARTISAN INTL VALUE FUND	7,417.	7,515.	0.	0.		12/19/12 12/28/12

(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
LEARWATER SMALL COMPANIES FUND	767.	743.	0.	0.		12/27/11 06/22/12

(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
LEARWATER SMALL COMPANIES FUND	29,233.	28,308.	0.	0.		12/27/11 06/22/12

(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			
DODGE & COX INTL STOCK FUND	PURCHASED	11/06/06	12/28/12		
	181,985.	225,073.	0.	0.	-43,088.

(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			
DU PONT E I DE NEMOURS & CO	PURCHASED	06/27/97	09/12/12		
	1,018.	62.	0.	0.	956.

(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	10/18/07	06/22/12		
	20,985.	26,978.	0.	0.	-5,993.

(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	10/18/07	12/28/12		
	102,985.	117,453.	0.	0.	-14,468.

(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
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	62,545.	61,015.	0.	PURCHASED	09/29/10	12/28/12

(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
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	21,086.	21,159.	0.	PURCHASED	12/28/10	12/28/12

(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
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	58,388.	51,133.	0.	PURCHASED	12/22/11	12/28/12

(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
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	97,329.	86,015.	0.	PURCHASED	06/22/12	12/28/12

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	PURCHASED	12/27/12	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,637.	29,689.	0.	0.	-52.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DAKMARK SELECT FD	13,000.	15,857.	0.	0.	-2,857.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DAKMARK SELECT FD	PURCHASED	11/08/06	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
103,000.	124,562.	0.	0.	-21,562.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
IBM	PURCHASED		02/26/97		12/28/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,143.	74.	0.	0.	1,069.	

(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
LOOMIS SAYLES BOND INSTL	98,748.	97,866.	0.	PURCHASED	10/04/10	06/25/12
						882.

(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
LOOMIS SAYLES BOND INSTL	8,553.	8,535.	0.	PURCHASED	10/26/10	06/25/12
						18.

(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
LOOMIS SAYLES BOND INSTL	9,026.	9,027.	0.	PURCHASED	01/25/11	06/25/12
						-1.

(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
LOOMIS SAYLES BOND INSTL	8,774.	8,817.	0.	PURCHASED	02/22/11	06/25/12
						-43.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 03/22/11	DATE SOLD 06/25/12
LOOMIS SAYLES BOND INSTL	9,169.	9,233.	0.			-64.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 04/26/11	DATE SOLD 06/25/12
LOOMIS SAYLES BOND INSTL	8,445.	8,727.	0.			-282.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 05/24/11	DATE SOLD 06/25/12
LOOMIS SAYLES BOND INSTL	8,986.	9,286.	0.			-300.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 06/21/11	DATE SOLD 06/25/12
LOOMIS SAYLES BOND INSTL	8,549.	8,746.	0.			-197.

(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
LOOMIS SAYLES BOND INSTL	8,651.	8,982.	0.	PURCHASED	07/26/11	06/25/12

(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
LOOMIS SAYLES BOND INSTL	9,407.	9,434.	0.	PURCHASED	08/23/11	06/25/12

(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
LOOMIS SAYLES BOND INSTL	8,667.	8,601.	0.	PURCHASED	09/20/11	06/25/12

(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
LOOMIS SAYLES BOND INSTL	9,131.	9,055.	0.	PURCHASED	10/25/11	06/25/12

(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	7,411.	7,355.	0.	0.	56.

(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	9,121.	9,229.	0.	0.	-108.

(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	9,210.	9,358.	0.	0.	-148.

(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	9,063.	9,190.	0.	0.	-127.

(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
LOOMIS SAYLES BOND INSTL	9,073.	9,074.	0.	PURCHASED	06/22/12	06/25/12

(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
LOOMIS SAYLES BOND INSTL	2,364.	2,362.	0.	PURCHASED	10/22/12	12/28/12

(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
LOOMIS SAYLES BOND INSTL	27,621.	27,617.	0.	PURCHASED	12/17/12	12/28/12

(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
PIMCO EMERGING MARKETS BOND FD	2,569.	2,499.	0.	PURCHASED	09/30/10	06/22/12

(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
PIMCO EMERGING MARKETS BOND FD	235,627.	229,798.	0.	PURCHASED	10/04/10	06/22/12

(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
PIMCO EMERGING MARKETS BOND FD	3,676.	3,613.	0.	PURCHASED	10/29/10	06/22/12

(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
PIMCO EMERGING MARKETS BOND FD	768.	740.	0.	PURCHASED	05/31/11	06/22/12

(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
PIMCO EMERGING MARKETS BOND FD	3,687.	3,326.	0.	PURCHASED	05/31/11	12/28/12

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	PURCHASED	07/29/11	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,533.	4,421.	0.	0.	112.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	PURCHASED	08/31/11	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,341.	4,230.	0.	0.	111.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	PURCHASED	10/31/11	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,027.	3,906.	0.	0.	121.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	PURCHASED	01/31/12	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,490.	3,419.	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
PIMCO EMERGING MARKETS BOND FD	3,785.	3,778.	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 BOND FD	4,059.	4,055.	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 BOND FD	3,891.	3,921.	0.	0.	-30.

(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	4,219.	4,140.	0.	0.	79.

(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
PIMCO EMERGING MARKETS BOND FD	3,210.	3,112.	0.	PURCHASED	07/31/12	12/28/12
						98.

(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
PIMCO EMERGING MARKETS BOND FD	3,710.	3,619.	0.	PURCHASED	08/31/12	12/28/12
						91.

(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
PIMCO EMERGING MARKETS BOND FD	3,104.	3,056.	0.	PURCHASED	09/28/12	12/28/12
						48.

(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
PIMCO EMERGING MARKETS BOND FD	3,512.	3,477.	0.	PURCHASED	10/31/12	12/28/12
						35.

(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	3,805.	3,798.	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 BOND FD	646.	649.	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	3,917.	3,916.	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
PIMCO EMERGING MARKETS BOND FD	235.	220.	0.	0.	15.

(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	4,159.	3,938.	0.	0.	221.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	45,985.	48,259.	0.	0.	-2,274.

(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	774.	769.	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	839.	856.	0.	0.	-17.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	04/30/10	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
802.	821.	0.	0.	-19.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	05/03/10	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,641.	16,000.	0.	0.	-359.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	05/28/10	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
750.	730.	0.	0.	20.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	06/30/10	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
798.	776.	0.	0.	22.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 07/30/10	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	792.	805.	0.			-13.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 02/26/10	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	775.	774.	0.			1.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 11/07/06	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	274,076.	293,373.	0.			-19,297.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 01/31/07	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	2,106.	2,220.	0.			-114.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 02/28/07	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	2,100.	2,226.	0.			

(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	55,229.	58,535.	0.	0.	-3,306.

(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	2,422.	2,574.	0.	0.	-152.

(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	2,376.	2,525.	0.	0.	-149.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 09/30/08	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,827.	1,805.	0.			

(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	2,014.	1,761.	0.	0.	253.

(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	1,739.	1,451.	0.	0.	288.

(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	7,403.	6,016.	0.	0.	1,387.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 12/10/08	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	4,115.	3,344.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS 771.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 01/30/09	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,302.	1,049.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS 253.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 02/27/09	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,264.	980.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS 284.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 03/31/09	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,162.	933.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS 229.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD			PURCHASED	04/30/09	06/22/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
924.	789.	0.	0.	135.	

(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	1,247.	1,141.	0.	0.	106.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	06/30/09	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
893.	825.	0.	0.	68.

(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	875.	837.	0.	0.	38.

(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
PIMCO EMERGING MARKETS CURRENCY FD	797.	769.	0.	PURCHASED	08/31/09	06/22/12

(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
PIMCO EMERGING MARKETS CURRENCY FD	787.	777.	0.	PURCHASED	09/30/09	06/22/12

(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
PIMCO EMERGING MARKETS CURRENCY FD	108,843.	106,910.	0.	PURCHASED	10/02/09	06/22/12

(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
PIMCO EMERGING MARKETS CURRENCY FD	1,045.	1,032.	0.	PURCHASED	10/30/09	06/22/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 11/30/09	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	910.	918.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS -8.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 12/13/06	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	4,874.	5,200.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS -326.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 12/13/06	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	7,702.	8,217.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS -515.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 12/12/07	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	3,799.	4,026.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS -227.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	12/31/07	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,377.	2,501.	0.	0.	-124.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	12/31/08	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,496.	1,260.	0.	0.	236.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	12/31/09	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
926.	925.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	08/31/10	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
776.	780.	0.	0.	-4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 09/13/10	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	136,460.	139,884.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	-3,424.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 09/29/10	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	41,712.	43,975.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	-2,263.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 09/30/10	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	954.	1,005.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	-51.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 10/04/10	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	204,189.	215,819.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	-11,630.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PRIMCO EMERGING MARKETS CURRENCY FD	1,625.	1,737.	0.	0.	-112.

(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	1,762.	1,816.	0.	0.	-54.

(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	38,979.	40,978.	0.	0.	-1,999.

(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	1,858.	1,962.	0.	0.	-104.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 01/31/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,640.	1,733.	0.			-93.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 02/28/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,427.	1,521.	0.			-94.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 03/31/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,364.	1,479.	0.			-115.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 04/29/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,316.	1,478.	0.			-162.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 05/31/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,174.	1,296.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	-122.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 06/30/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,235.	1,363.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	-128.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 07/29/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,507.	1,666.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	-159.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 08/31/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,229.	1,337.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	-108.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 09/30/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,333.	1,325.	0.			8.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 10/31/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,043.	1,078.	0.			-35.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 11/30/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,201.	1,207.	0.			-6.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 12/30/11	DATE SOLD 06/22/12
PIMCO EMERGING MARKETS CURRENCY FD	1,343.	1,326.	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	973.	1,005.	0.	0.	-32.

(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	1,069.	1,126.	0.	0.	-57.

(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	1,180.	1,239.	0.	0.	-59.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	04/30/12	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,097.	1,149.	0.	0.	-52.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	05/31/12	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,112.	1,095.	0.	0.	17.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SELECTED AMERICAN SHARES CL D	PURCHASED	11/08/06	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,985.	10,982.	0.	0.	-997.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SELECTED AMERICAN SHARES CL D	PURCHASED	11/08/06	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,985.	42,820.	0.	0.	-3,835.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	02/17/12	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,770.	3,620.	0.	0.	150.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	03/19/12	12/28/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,818.	3,695.	0.	0.	123.

(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	3,578.	3,402.	0.	0.	176.

(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	3,858.	3,583.	0.	0.	275.

(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	7,525.	6,961.	0.	0.	564.

(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
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	6,365.	6,029.	0.	PURCHASED	07/18/12	12/28/12

(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
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	6,680.	6,494.	0.	PURCHASED	08/17/12	12/28/12

(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
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	6,466.	6,433.	0.	PURCHASED	09/19/12	12/28/12

(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
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	6,596.	6,607.	0.	PURCHASED	10/17/12	12/28/12

(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
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	6,796.	6,782.	0.	0.	14.	12/28/12

(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
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,304.	1,297.	0.	0.	7.	12/28/12

(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
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	2,081.	2,070.	0.	0.	11.	12/28/12

(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
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	46,149.	45,918.	0.	0.	231.	12/28/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 05/07/10	DATE SOLD 12/28/12
TEMPLETON INST FOREIGN SM COS	131,393.	103,406.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS 27,987.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 09/03/10	DATE SOLD 12/28/12
TEMPLETON INST FOREIGN SM COS	1,473.	1,225.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS 248.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 09/29/10	DATE SOLD 12/28/12
TEMPLETON INST FOREIGN SM COS	22,466.	20,015.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS 2,451.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 12/29/10	DATE SOLD 12/28/12
TEMPLETON INST FOREIGN SM COS	9,321.	8,902.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS 419.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	09/07/11	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
99.	92.	0.	0.	7.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FEMPLETON INST FOREIGN SM COS	PURCHASED	12/28/11	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,870.	9,947.	0.	0.	1,923.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	12/28/11	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,058.	18,486.	0.	0.	3,572.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	06/22/12	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,240.	25,015.	0.	0.	3,225.

(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	192.	185.	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
TEMPLETON INST FOREIGN SM COS	2,436.	2,348.	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
TEMPLETON INST FOREIGN SM COS	21,437.	21,427.	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
THIRD AVENUE REAL ESTATE	35,526.	19,248.	0.	0.	16,278.

(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	20,985.	20,470.	0.	PURCHASED	12/21/10	06/22/12

(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
THIRD AVENUE REAL ESTATE	1,811.	1,639.	0.	PURCHASED	12/21/10	12/28/12

(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
THIRD AVENUE REAL ESTATE	28,573.	23,015.	0.	PURCHASED	12/22/11	12/28/12

(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
THIRD AVENUE REAL ESTATE	22,482.	22,493.	0.	PURCHASED	12/18/12	12/28/12

(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	4,691.	4,693.	0.	0.	-2.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THIRD AVENUE REAL ESTATE	PURCHASED	12/18/12	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,902.	29,917.	0.	0.	-15.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WANGUARD PRIMECAP CORE FD	PURCHASED	12/17/12	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,225.	2,266.	0.	0.	-41.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WANGUARD PRIMECAP CORE FD	PURCHASED	12/17/12	12/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,760.	20,123.	0.	0.	-363.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 04/19/95	DATE SOLD 12/28/12
WEYERHAEUSER CO	2,914.	4,055.	0.			-1,141.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 09/01/10	DATE SOLD 12/28/12
WEYERHAEUSER CO	337,032.	186,369.	0.			150,663.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
WASH SALE ADJ	687.	0.	0.			687.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
WASH SALE ADJ	33,531.	2,287.	0.			31,244.

(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	21,945.	21,945.	0.		0.	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
ROUNDING	0.	7.	0.		0.	-7.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
LTCG THRU CHURCHILL	23,128.	23,128.	0.		0.	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
LTCG THRU SPELL CAP III	87,439.	87,439.	0.		0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	375,528.
TOTAL TO FORM 990-PF, PART I, LINE 6A	537,325.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DRAFT NOTE	1,905.	0.	1,905.
DIVIDENDS	610,936.	0.	610,936.
LONG TERM CAPITAL GAIN DISTRIBUTION	375,528.	375,528.	0.
ROCK ISLAND COMPANY	0.	0.	0.
SHORT TERM CAPITAL GAIN DISTRIBUTION	10,864.	0.	10,864.
TOTAL TO FM 990-PF, PART I, LN 4	999,233.	375,528.	623,705.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL EXCISE TAX REFUND	7,369.	0.	0.
FEDERAL UBTI TAX REFUND	1,385.	0.	0.
PARTNERSHIP INCOME	151,911.	0.	0.
CHURCHILL EQTY & ESOP CAPITAL PTRS II LP 41-1958020	0.	0.	0.
INTEREST	0.	214.	0.
CORAL'S 2007 MOMENTUM FUND LP 20-5260256	0.	0.	0.
INTEREST	0.	56.	0.
SPELL CAPITAL PARTNERS III	0.	0.	0.
INTEREST	0.	67.	0.
DIVIDENDS	0.	47,916.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	160,665.	48,253.	0.

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
*LEGAL FEES	7,594.	0.	0.	7,594.
**100% ALLOCATED TO DISBURSEMENTS FOR CHARITABLE PURPOSES	0.	0.	0.	0.
FO FM 990-PF, PG 1, LN 16A	7,594.	0.	0.	7,594.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
*ACCOUNTING & TAX SERVICES	76,005.	13,701.	0.	60,804.
***AUDIT FEES	175.	88.	0.	87.
*80% ALLOCATED TO EXEMPT PURPOSES	0.	0.	0.	0.
***50% ALLOCATED TO EXEMPT PURPOSES	0.	0.	0.	0.
FO FORM 990-PF, PG 1, LN 16B	76,180.	13,789.	0.	60,891.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
**CONSULTING EXPENSES	5,589.	0.	0.	5,589.
**CONSULTING FEES	77,413.	0.	0.	77,413.
**100% ALLOCATED TO DISBURSEMENTS FOR CHARITABLE PURPOSES	0.	0.	0.	0.
FO FORM 990-PF, PG 1, LN 16C	83,002.	0.	0.	83,002.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 FEDERAL EXCISE TAX	31,500.	0.	0.	0.
2012 FEDERAL UBTI TAX	7,000.	0.	0.	0.
FOREIGN TAXES	0.	13,895.	0.	0.
TO FORM 990-PF, PG 1, LN 18	38,500.	13,895.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
** BOARD OF TRUSTEES EXPENSES	35,054.	0.	0.	35,054.
** MEMBERSHIP FEES -	0.	0.	0.	0.
COUNCIL ON FOUNDATIONS	2,150.	0.	0.	2,150.
AN COUNCIL ON FOUNDATIONS	2,900.	0.	0.	2,900.
PRI MAKERS NETWORK	250.	0.	0.	250.
** MISCELLANEOUS EXPENSES	15,051.	0.	0.	15,051.
** FILING FEE	25.	0.	0.	25.
**100% ALLOCATED TO DISBURSEMENTS FOR CHARITABLE PURPOSES	0.	0.	0.	0.
PARTNERSHIP EXPENSES	0.	0.	0.	0.
CHURCHILL EQ & ESOP#41-1958020	0.	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	273.	0.	0.
SPELL CAP PARTNERS #20-3715769	0.	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	3,779.	0.	0.
CORAL'S 2007 MO FD #20-5260256	0.	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	13,106.	0.	0.
SPELL CAP MEZZANINE PARTNERS #37-1661465	0.	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	396.	0.	0.
TO FORM 990-PF, PG 1, LN 23	55,430.	17,554.	0.	55,430.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
PRIOR PERIOD ADJUSTMENTS		92,708.	
ROUNDING		1.	
TOTAL TO FORM 990-PF, PART III, LINE 3		92,709.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
OTHER ADJUSTMENTS - TRANSFER BACK TO CHERBEC		8,000.	
NON TAXABLE DIFFERENCE BETWEEN COST & FMV		10,269.	
TOTAL TO FORM 990-PF, PART III, LINE 5		18,269.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIDELITY CASH RESERVES - CLEARING	-887,969.	-887,969.	
FIDELITY CASH RESERVES	1,332,958.	1,332,958.	
POTLATCH CORP NEW COM	14,956.	106,916.	
WEYERHAEUSER CO	171,388.	562,966.	
DAKMARK SELECT FD	1,090,615.	1,146,806.	
SELECTED AMERICAN SHARES CL D	1,133,621.	1,141,934.	
WANGUARD PRIMECAP CORE FD	976,315.	1,142,487.	
CLEARWATER SMALL CAP FUND	1,581,539.	2,341,896.	
AMERICAN EUROPACIFIC GR CL F2	792,532.	1,254,998.	
ARTISAN INTL VALUE FUND	526,661.	611,130.	
DODGE & COX INTL STOCK FUND	556,416.	611,968.	
TEMPLETON INST FOREIGN SM COS	790,984.	1,244,072.	
EATON VANCE T-M EMERGING MKTS	1,196,290.	1,385,447.	
FOUCHSTONE EMERGING MARKETS	1,361,587.	1,385,665.	
HUSSMAN STRATEGIC GROWTH	606,500.	517,867.	
PRIMCO ALL ASSET INST CLASS	1,282,902.	1,307,889.	
EUROPEAN INVESTORS GLBL PROP	551,422.	573,384.	
THIRD AVENUE REAL ESTATE	307,304.	571,995.	
ROCK ISLAND COMPANY	4,066.	9,784.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,390,087.	16,362,193.	

FORM 990-PF

CORPORATE BONDS

STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE TOTAL RETURN BOND FD	864,870.	872,007.
LOOMIS SAYLES BOND INSTL	1,566,872.	2,073,003.
PIMCO EMERGING MARKETS BOND FD	757,600.	880,607.
PIMCO EMERGING MARKETS CURRENCY FD	0.	0.
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,495,372.	1,644,119.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,684,714.	5,469,736.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROUNDING	COST	1.	0.
CHURCHILL EQUITY & ESOP CAP B	COST	77,951.	86,353.
CORAL'S 2007 MOMENTUM FUND	COST	359,304.	506,929.
SPELL CAPITAL MEZZANINE SBIC LP	COST	22,000.	22,000.
SPELL CAPITAL PARTNERS III	COST	292,337.	237,094.
TOTAL TO FORM 990-PF, PART II, LINE 13		751,593.	852,376.

FORM 990-PF

OTHER ASSETS

STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CRAFTS3 PRI 2% NOTE DUE 12/31/13	0.	65,000.	65,000.
TO FORM 990-PF, PART II, LINE 15	0.	65,000.	65,000.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BLAINE GAUSTAD 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	SECRETARY/TRUSTEE 1.00	0.	0.	0.
PETER E. HEYMANN (1/1 - 5/31) 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TREASURER/TRUSTEE 1.00	0.	0.	0.
FREDERICK W. TITCOMB P.O. BOX 1278 TACOMA, WA 98401-1278	PRESIDENT/TRUSTEE 2.00	0.	0.	0.
LUCIE C. GREER (1/1 - 5/31) 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
MELISSA M. DAVIS 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
JOHN B. DRISCOLL 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	VICE PRESIDENT/TRUSTEE 1.00	0.	0.	0.
REBECCA MARTIN 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	ASST SECRETARY/ASST TREASU 1.00	0.	0.	0.
JOHN L. DAVIS (1/1 - 5/31) 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
ANNE W. HENDERSON P.O. BOX 1278 TACOMA, WA 98401-1278	TRUSTEE 1.00	0.	0.	0.
DANIEL L. TITCOMB (1/1 - 5/3) 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
JOHN W. TITCOMB, JR. P.O. BOX 1278 TACOMA, WA 98401-1278	TREASURER/TRUSTEE 1.00	0.	0.	0.

WEYERHAEUSER FAMILY FOUNDATION

41-6012062

IAN WEYERHAEUSER 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
W. DREW WEYERHAEUSER P.O. BOX 1278 TACOMA, WA 98401-1278	TRUSTEE 1.00	0.	0.	0.
KRISTIN RASMUSSEN 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
KYLE W. REITER 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
BREER DENT 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
SARAH N. TITCOMB 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
JANE W. JOHNSON (6/1 - 12/31) P.O. BOX 1278 TACOMA, WA 98401-1278	TRUSTEE 1.00	0.	0.	0.
MICHAEL K WEYERHAEUSER (6/1 - 12/31) 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
BRETCHEN SPRAFKE (6/1 - 12/31) 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
SARAH E. COOMBS (6/1 - 12/31) 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
ANNE C. BREWSTER (6/1 - 12/31) 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

WEYERHAEUSER FAMILY FOUNDATION

30 East Seventh Street, Suite 2000
St. Paul, Minnesota 55101-4930
www.wfamilyfoundation.org
41-6012062

2012 Form 990 PF, Return of Private Foundation

PART XV SUPPLEMENTARY INFORMATION

Grant criteria and other information

Written requests for grants should be addressed to Mr. Frederick W. Titcomb, President, Weyerhaeuser Family Foundation, 30 East Seventh Street, Suite 2000, St. Paul, MN 55101-4930. Telephone: (651) 228-0935.

Sustainable Forest & Communities Initiative. Applications should be in the form of a two page letter of intent and are accepted from January 1 through April 1. All applications must be in the Foundation office by April 1. An Application Cover Sheet, available on the Foundation's website, must accompany each letter of intent along with a one-page project budget summary. The application must be accompanied by the Internal Revenue Service letter of tax exemption. All grants must be paid to 501(c)(3) organizations.

Children's Initiative. Applications should be in the form of a two page letter of intent and are accepted from January 1 through April 1. All applications must be in the Foundation office by April 1. An Application Cover Sheet, available on the Foundation's website, must accompany each letter of intent along with a one-page project budget summary. The application must be accompanied by the Internal Revenue Service letter of tax exemption. All grants must be paid to 501(c)(3) organizations.

The Foundation's Board of Trustees meets in June to review all letters of intent. Selected organizations will be asked to submit a full proposal to be received in the Foundation's office no later than August 1. Grant decisions will be made in November and funds will be dispersed by year end.

Weyerhaeuser Family Foundation, Inc. does not normally make grants for:

- projects with local or regional emphasis unless under the Initiatives guidelines;
- operating budgets of established organizations;
- annual campaigns of any organizations;
- capital outlay, building and equipment, endowment of loan programs;
- individual, scholarships, fellowships or travel;
- development or distribution of films, publications, books, etc.;
- elementary and secondary education, college or university endowment, program or research funds; and
- lobbying, propaganda, programs which influence legislation or activities prohibited under Federal laws.

Please see the Foundation's website www.wfamilyfoundation.org for the more current guidelines and deadlines.

WEYERHAEUSER FAMILY FOUNDATION

30 East Seventh Street, Suite 2000

St. Paul, Minnesota 55101-4930

www.wfamilyfoundation.org

41-6012062

2012 Form 990 PF, Sch B. Part II

29 shares Potlatch Corporation	1,018
6 shares IBM	1,178
20 shares Du Pont Corporation	1,020
26 shares Potlatch Corporation	977
52 shares Potlatch Corporation	1,954
38 shares Weyerhaeuser Company	1,013
65 shares Potlatch Corporation	2,518
27 shares Potlatch Corporation	1,035
	<u>10,713</u>

Weyerhaeuser Family Foundation

30 E 7th Street, Suite 2000

St. Paul, MN 55101-4930

Schedule of Contributions Paid in 2012

EIN 41-6012062

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
American Forest Foundation	1111 Nineteenth Street, NW, Suite 780 Washington, DC 20036	Yes	General Operating Support	12/28/2012	\$20,000.00
ATRAVES U.S. Inc	532 Kionsley Avenue, Unit #100 Providence, RI 02909	Yes	General Operating Support	12/28/2012	\$26,270.00
Big Brothers Big Sisters of South Texas	202 Baltimore Avenue San Antonio, TX 78215	Yes	General Operating Support	12/28/2012	\$25,000.00
Bradley Angle	5432 N. Albina Portland, OR 97217	Yes	General Operating Support	12/28/2012	\$30,000.00
Conservation Northwest	1208 Bay Street #201 Bellingham, WA 98225	Yes	General Operating Support	12/28/2012	\$40,000.00
Curamericas Global	318 W. Millbrook Road, Suite 105 Raleigh, NC 27609	Yes	General Operating Support	12/28/2012	\$29,529.00
Domestic Abuse Intervention Programs	202 East Superior Street Duluth, MN 55802	Yes	General Operating Support	12/28/2012	\$30,000.00
Ecotrust	721 NW Ninth Avenue, Suite 200 Portland, OR 97209	Yes	General Operating Support	12/28/2012	\$25,000.00
Ecotrust	721 NW Ninth Avenue, Suite 200 Portland, OR 97209	Yes	General Operating Support	12/28/2012	\$30,000.00

Weyerhaeuser Family Foundation

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St. Paul, MN 55101-4930

Schedule of Contributions Paid in 2012

EIN 41-6012062

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
EcoViva	1904 Franklin Street, Suite 902 Oakland, CA 94612	Yes	General Operating Support	12/28/2012	\$20,000.00
Edwin Gould Services for Children & Families	1968 2nd Avenue New York, NY 10029	Yes	General Operating Support	12/28/2012	\$25,000.00
Family Support Services	1001 S. Polk Street Amarillo, TX 79101	Yes	General Operating Support	12/28/2012	\$25,000.00
Forest Guild	P.O. Box 519 Santa Fe, NM 87504-0519	Yes	General Operating Support	12/28/2012	\$25,000.00
Forterra	615 Second Avenue, Suite 600 Seattle, WA 98104	Yes	General Operating Support	12/28/2012	\$30,000.00
Friendship Bridge	405 Urban Street, Suite 140 Lakewood, CO 80228	Yes	General Operating Support	12/28/2012	\$25,000.00
Great Peninsula Conservancy	3721 Kitsap Way, Suite 5 Bremerton, WA 98312	Yes	General Operating Support	12/28/2012	\$30,000.00
Guardian Angel Community Services	1550 Plainfield Road Joliet, IL 60435	Yes	General Operating Support	12/28/2012	\$25,000.00
Lotus Outreach	2801 B Street #3 San Diego, CA 92102	Yes	General Operating Support	12/28/2012	\$26,965.00
Nisqually River Basin Land Trust	1420 Marvin Road NE, Suite C, PMB 243 Lacey, WA 98516-2302	Yes	General Operating Support	6/26/2012	\$1,000.00

Weyerhaeuser Family Foundation

30 E 7th Street, Suite 2000

St. Paul, MN 55101-4930

Schedule of Contributions Paid in 2012

EIN 41-6012062

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Northwest Natural Resource Group	1917 1st Avenue, Level A, Suite 200 Seattle, WA 98101	Yes	General Operating Support	12/28/2012	\$30,000.00
Nyaya Health	666 Dorchester Avenue Boston, MA 02127	Yes	General Operating Support	12/28/2012	\$35,000.00
Ocean Discovery Institute	2211 Pacific Beach Drive, Suite A San Diego, CA 92109	Yes	General Operating Support	7/18/2012	\$8,000.00
One Acre Fund	1742 Tatum Street Falcon Heights, MN 55113	Yes	General Operating Support	12/28/2012	\$30,000.00
Panacetacea	376 Ramsey Street Saint Paul, MN 55102	Yes	General Operating Support	6/25/2012	\$1,000.00
Pee Dee Coalition Against Domestic and Sexual Assault	P.O. Box 1351 Florence, SC 29503-1351	Yes	General Operating Support	12/28/2012	\$25,000.00
Peter C Alderman Foundation	PO Box 278 Bedford, NY 10506	Yes	General Operating Support	12/28/2012	\$35,000.00
Puebo a Pueblo	P.O. Box 11486 Washington, DC 20008	Yes	General Operating Support	12/28/2012	\$22,000.00
San Diego Foundation	2508 Historic Decatur Rd., Suite 200 San Diego, CA 92106	Yes	General Operating Support	7/19/2012	\$1,250.00

Weyerhaeuser Family Foundation

30 E 7th Street, Suite 2000

St. Paul, MN 55101-4930

Schedule of Contributions Paid in 2012

EIN 41-6012062

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
San Diego River Parks Foundation	4891 Pacific Highway, Suite 114 San Diego, CA 92110	Yes	General Operating Support	7/18/2012	\$2,000.00
Sistercare, Inc.	PO Box 1029 Columbia, SC 29202	Yes	General Operating Support	12/28/2012	\$27,000.00
Sou Digna/ I am Worthy	1037 NE 65th Street #159 Seattle, WA 98115	Yes	General Operating Support	12/28/2012	\$20,000.00
St. Croix River Association	P.O. Box 655 St. Croix Falls, WI 54024	Yes	General Operating Support	12/28/2012	\$15,000.00
Starfish One by One	33424 Deep Forest Evergreen, CO 80439	Yes	General Operating Support	12/28/2012	\$25,000.00
U.S. Endowment for Forestry and Communities	908 East North Street Greenville, SC 29601	Yes	General Operating Support	12/28/2012	\$75,000.00
Village Enterprise Fund	751 Laurel Street, PMB 222 San Carlos, CA 94070	Yes	General Operating Support	12/28/2012	\$30,000.00
YWCA El Paso del Norte Region	201 East Main, Suite 400 El Paso, TX 79901	Yes	General Operating Support	12/28/2012	\$30,000.00
Grand Totals (36 items)					\$900,014.00

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 FAMILY FOUNDATION	Employer identification number (EIN) or 41-6012062
	Number, street, and room or suite no. If a P.O. box, see instructions. 30 EAST SEVENTH STREET, SUITE 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 EAST 7TH ST, STE 2000, ST. PAUL, MN - 55101**
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	\$	34,500.
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.	3b	\$	22,000.
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	\$	12,500.

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.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	WEYERHAEUSER FAMILY FOUNDATION	41-6012062
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	30 EAST SEVENTH STREET, SUITE 2000	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ST PAUL, MN 55101-4930	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 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 EAST 7TH ST, STE 2000, ST. PAUL, MN - 55101**

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	\$	11,656.
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	\$	22,000.
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  Title **TAX PREPARER**

Date **8-13-13**

Form 8868 (Rev. 1-2013)