Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation: F & ML WEYERHAEUSER FOUNDATION

A Employer identification number: 41-6029036

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

Room/suite:

B Telephone number: 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 (from Part II, col. (c), line 16) ▶$ 20,720,368.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	160,002.			
	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	511,529.	522,316.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	416,391.			STATEMENT 1
	b Gross sales price for all assets on line 6a 1,656,624.				
	7 Capital gain net income (from Part IV, line 2)		604,579.		
	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	50,794.	131,190.	0.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,138,716.	1,258,085.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	70,473.	12,648.	0.	56,325.
	c Other professional fees				
	17 Interest		22,841.		
	18 Taxes STMT 5	42,650.	11,276.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,444.	0.	0.	3,444.
	22 Printing and publications				
	23 Other expenses STMT 6	25.	89,095.	0.	25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	116,592.	135,860.	0.	59,794.
	25 Contributions, gifts, grants paid	785,000.			783,517.
	26 **Total expenses and disbursements.** Add lines 24 and 25	901,592.	135,860.	0.	843,311.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	237,124.			
	b **Net investment income** (if negative, enter -0-)		1,122,225.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	391,313.		
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 7	9,208,425.	9,516,248.	13,048,445.
c Investments - corporate bonds STMT 8	3,941,115.	4,265,654.	4,505,557.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 9	2,890,972.	2,892,475.	3,166,366.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	16,431,825.	16,674,377.	20,720,368.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	16,431,825.	16,674,377.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 **Total net assets or fund balances**	16,431,825.	16,674,377.	
31 **Total liabilities and net assets/fund balances**	16,431,825.	16,674,377.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,431,825.
2 Enter amount from Part I, line 27a	2	237,124.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD WASH SALE ADJUSTMENTS	3	6,538.
4 Add lines 1, 2, and 3	4	16,675,487.
5 Decreases not included in line 2 (itemize) ▶ CORAL MOMENTUM BASIS ADJUSTMENT	5	1,110.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,674,377.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,656,624.		1,052,045.	604,579.

	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				604,579.

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 | 604,579.

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 | 375,950.

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	809,862.	17,946,055.	.045128
2010	811,274.	18,061,495.	.044917
2009	808,182.	15,749,057.	.051316
2008	860,165.	13,588,321.	.063302
2007	873,637.	18,247,405.	.047877

2	**Total** of line 1, column (d)	2	.252540
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	.050508
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19,877,711.
5	Multiply line 4 by line 3	5	1,003,983.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,222.
7	Add lines 5 and 6	7	1,015,205.
8	Enter qualifying distributions from Part XII, line 4	8	843,311.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	22,445.
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	22,445.
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	22,445.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	27,744.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,800.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	33,544.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,099.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		11,099. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIDUCIARY COUNSELLING INC. Telephone no. ▶ 651-228-0935

Located at ▶ 30 E. 7TH STREET, SUITE 2000, ST. PAUL, MN ZIP+4 ▶ 55101-4930

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* 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

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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, INC - 30 E. 7TH STREET, SUITE 2000, ST. PAUL, MN 55101	ACCOUNTING & TAX	70,298.
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 NOT APPLICABLE	0.
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.

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	17,259,982.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	2,920,435.
d	**Total** (add lines 1a, b, and c)	1d	20,180,417.
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	20,180,417.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	302,706.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,877,711.
6	**Minimum investment return.** Enter 5% of line 5	6	993,886.

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	993,886.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,445.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	2,003.		
c	Add lines 2a and 2b			2c	24,448.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	969,438.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	969,438.
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	969,438.

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	843,311.
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	843,311.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	843,311.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				969,438.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			748,749.	
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: ▶ $ 843,311.				
a Applied to 2011, but not more than line 2a			748,749.	
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				94,562.
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				874,876.
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED				785,000.
Total			▶ 3a	785,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	511,529.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	50,794.	
8 Gain or (loss) from sales of assets other than inventory			18	416,391.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		978,714.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 978,714.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

Catherine W Morley — 12-11-14 — President

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	PTIN
HEATHER M. WHITE	Heather White	12-9-14		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	

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	**Employer identification number**
F & ML WEYERHAEUSER FOUNDATION	41-6029036

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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).

Name of organization	Employer identification number
F & ML WEYERHAEUSER FOUNDATION	41-6029036

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	MARGARET W HARMON CHARITABLE UNITRUST 30 EAST SEVENTH STREET, SUITE 2000 SAINT PAUL, MN 55101	$ 160,002.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
F & ML WEYERHAEUSER FOUNDATION	41-6029036

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: F & ML WEYERHAEUSER FOUNDATION

Employer identification number: 41-6029036

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

(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

(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

(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

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	DODGE & COX INTL STOCK FUND	P	04/18/06	12/11/12
b	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	02/28/07	12/11/12
c	THIRD AVENUE REAL ESTATE	P	04/09/09	12/11/12
d	EII GLOBAL PROPERTY FUND	P	12/05/07	12/11/12
e	MORGAN STANLEY INST INTL EQUITY	P	10/16/02	12/11/12
f	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	12/29/10	12/11/12
g	MORGAN STANLEY INST INTL EQUITY	P	07/07/11	12/11/12
h	THIRD AVENUE REAL ESTATE	P	09/22/11	12/11/12
i	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	12/28/11	12/11/12
j	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	03/19/12	12/11/12
k	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	03/26/12	12/11/12
l	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	06/12/12	12/11/12
m	TEMPLETON INST FOREIGN SM COS	P	06/12/12	12/11/12
n	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	08/17/12	12/11/12
o	TEMPLETON INST FOREIGN SM COS	P	09/11/12	12/11/12

	(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	36,985.		43,073.	-6,088.
b	3,300.		2,711.	589.
c	44,478.		23,425.	21,053.
d	24,985.		26,445.	-1,460.
e	32,925.		33,078.	-153.
f	10,328.		10,880.	-552.
g	60.		60.	0.
h	15,507.		11,025.	4,482.
i	16,306.		13,900.	2,406.
j	2,934.		2,781.	153.
k	16,531.		15,608.	923.
l	59,985.		51,746.	8,239.
m	37,978.		33,339.	4,639.
n	5,417.		5,157.	260.
o	147.		141.	6.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-6,088.
b				589.
c				21,053.
d				-1,460.
e				-153.
f				-552.
g				0.
h				4,482.
i				** 2,406.
j				** 153.
k				** 923.
l				** 8,239.
m				** 4,639.
n				** 260.
o				** 6.

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

223591
05-01-12

** (SHORT-TERM)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TEMPLETON INST FOREIGN SM COS	P	09/11/12	12/11/12
b	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	09/19/12	12/11/12
c	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	10/17/12	12/11/12
d	PIMCO EMERGING MARKETS BOND FD	P	10/31/12	12/11/12
e	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	11/19/12	12/11/12
f	PIMCO EMERGING MARKETS BOND FD	P	11/30/12	12/11/12
g	INFINERA CORP	P	05/02/06	12/31/12
h	DODGE & COX INTL STOCK FUND	P	04/18/06	02/27/13
i	OAKMARK SELECT FD	P	08/13/07	02/27/13
j	SELECTED AMERICAN SHARES CL D	P	08/13/07	02/27/13
k	EII GLOBAL PROPERTY FUND	P	12/05/07	02/27/13
l	MORGAN STANLEY INST INTL EQUITY	P	10/16/02	02/27/13
m	TEMPLETON INST FOREIGN SM COS	P	12/06/11	02/27/13
n	TEMPLETON INST FOREIGN SM COS	P	12/28/11	02/27/13
o	TEMPLETON INST FOREIGN SM COS	P	06/12/12	02/27/13

	(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	1,861.		1,791.	70.
b	5,243.		5,109.	134.
c	5,349.		5,247.	102.
d	952.		941.	11.
e	5,511.		5,386.	125.
f	3,033.		3,023.	10.
g	39,751.		37,498.	2,253.
h	8,727.		9,766.	-1,039.
i	39,000.		38,677.	323.
j	34,985.		36,990.	-2,005.
k	10,985.		11,433.	-448.
l	2,985.		2,959.	26.
m	18,606.		15,369.	3,237.
n	3,012.		2,380.	632.
o	5,642.		4,676.	966.

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				** 70.
b				** 134.
c				** 102.
d				** 11.
e				** 125.
f				** 10.
g				2,253.
h				-1,039.
i				323.
j				-2,005.
k				-448.
l				26.
m				3,237.
n				632.
o				** 966.

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	

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05-01-12

** (SHORT-TERM)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	VANGUARD PRIMECAP CORE FD	P	12/17/12	02/27/13
b	VANGUARD PRIMECAP CORE FD	P	12/17/12	02/27/13
c	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	12/19/12	02/27/13
d	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	12/19/12	02/27/13
e	THIRD AVENUE REAL ESTATE	P	12/18/12	02/27/13
f	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/27/12	02/27/13
g	TEMPLETON INST FOREIGN SM COS	P	12/27/12	02/27/13
h	CLEARWATER SMALL COMPANIES FUND	P	12/28/12	02/27/13
i	CLEARWATER SMALL COMPANIES FUND	P	12/28/12	02/27/13
j	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	01/17/13	02/27/13
k	LOOMIS SAYLES BOND INSTL	P	01/28/13	02/27/13
l	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	02/20/13	02/27/13
m	DODGE & COX INTL STOCK FUND	P	04/26/06	02/27/13
n	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	01/15/11	02/27/13
o	DODGE & COX INTL STOCK FUND	P	04/18/06	06/24/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	15,865.		14,713.	1,152.
b	14,120.		13,095.	1,025.
c	1,016.		999.	17.
d	13,976.		13,740.	236.
e	2,985.		2,904.	81.
f	6,985.		6,800.	185.
g	16,726.		15,762.	964.
h	124,976.		114,084.	10,892.
i	2,024.		1,848.	176.
j	5,133.		5,132.	1.
k	4,985.		5,046.	-61.
l	4,860.		4,884.	-24.
m	12,258.		13,797.	-1,539.
n	9,985.		10,306.	-321.
o	7,985.		9,065.	-1,080.

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				** 1,152.
b				** 1,025.
c				** 17.
d				** 236.
e				** 81.
f				** 185.
g				** 964.
h				** 10,892.
i				** 176.
j				** 1.
k				** -61.
l				** -24.
m				-1,539.
n				-321.
o				-1,080.

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	

223591
05-01-12

** (SHORT-TERM)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	OAKMARK SELECT FD	P	08/13/07	06/24/13
b	SELECTED AMERICAN SHARES CL D	P	08/13/07	06/24/13
c	MORGAN STANLEY INST INTL EQUITY	P	10/16/02	06/24/13
d	TEMPLETON INST FOREIGN SM COS	P	05/10/10	06/24/13
e	CLEARWATER SMALL COMPANIES FUND	P	09/22/11	06/24/13
f	CLEARWATER SMALL COMPANIES FUND	P	12/27/11	06/24/13
g	TEMPLETON INST FOREIGN SM COS	P	12/28/11	06/24/13
h	TEMPLETON INST FOREIGN SM COS	P	12/28/11	06/24/13
i	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	06/12/12	06/24/13
j	THIRD AVENUE REAL ESTATE	P	12/18/12	06/24/13
k	THIRD AVENUE REAL ESTATE	P	12/18/12	06/24/13
l	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/27/12	06/24/13
m	CLEARWATER SMALL COMPANIES FUND	P	12/28/12	06/24/13
n	CLEARWATER SMALL COMPANIES FUND	P	12/28/12	06/24/13
o	VANGUARD PRIMECAP CORE FD	P	08/13/07	06/24/13

	(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	70,000.		65,440.	4,560.
b	54,985.		55,673.	-688.
c	2,985.		2,959.	26.
d	11,634.		9,240.	2,394.
e	19,282.		14,494.	4,788.
f	72,505.		59,044.	13,461.
g	9,196.		7,459.	1,737.
h	14,155.		11,482.	2,673.
i	10,523.		9,262.	1,261.
j	4,508.		4,354.	154.
k	3,477.		3,358.	119.
l	14,462.		14,549.	-87.
m	11,377.		9,902.	1,475.
n	21,836.		19,005.	2,831.
o	51,250.		40,130.	11,120.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				4,560.
b				-688.
c				26.
d				2,394.
e				4,788.
f				13,461.
g				1,737.
h				2,673.
i				1,261.
j				** 154.
k				** 119.
l				** -87.
m				** 1,475.
n				** 2,831.
o				11,120.

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

** (SHORT-TERM)

223591
05-01-12

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	VANGUARD PRIMECAP CORE FD	P	12/27/11	06/24/13
b	VANGUARD PRIMECAP CORE FD	P	12/17/12	06/24/13
c	LONG TERM CAPITAL GAIN DISTRIBUTION	P		
d	WASH SALES	P		
e	LAUDUS ROSENBERG LITIGATION SETTLEMENT	P		
f	SHORT-TERM GAIN/LOSS THRU CLEARWATER PRIVATE OPPO	P		
g	LONG-TERM GAIN/LOSS THRU CLEARWATER PRIVATE OPPOR	P		
h	SEC. 1231 GAIN/LOSS THRU CLEARWATER PRIVATE OPPOR	P		
i	SEC. 1256 GAIN/LOSS THRU CLEARWATER PRIVATE OPPOR	P		
j	SHORT-TERM GAIN/LOSS THRU CPOF II	P		
k	LONG-TERM GAIN/LOSS THRU CPOF II	P		
l	SEC. 1231 GAIN/LOSS THRU CPOF II	P		
m	SEC. 1256 GAIN/LOSS THRU CPOF II	P		
n	SHORT-TERM GAIN/LOSS THRU CPOF III	P		
o	LONG-TERM GAIN/LOSS THRU CPOF III	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	11,443.		9,115.	2,328.
b	2,293.		2,015.	278.
c	314,811.			314,811.
d	3,827.			3,827.
e	2,469.			2,469.
f	193.			193.
g	41,966.			41,966.
h	294.			294.
i			16.	-16.
j	570.			570.
k	44,079.			44,079.
l	1,547.			1,547.
m			558.	-558.
n	346.			346.
o	5,744.			5,744.

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				2,328.
b				** 278.
c				** 314,811.
d				** 3,827.
e				2,469.
f				** 193.
g				41,966.
h				** 294.
i				** -16.
j				** 570.
k				44,079.
l				** 1,547.
m				** -558.
n				** 346.
o				5,744.

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	

** (SHORT-TERM)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEC. 1231 GAIN/LOSS THRU CPOF III	P		
b	SEC. 1256 GAIN/LOSS THRU CPOF III	P		
c	SHORT-TERM GAIN/LOSS THRU CPOF IV	P		
d	LONG-TERM GAIN/LOSS THRU CPOF IV	P		
e	SEC. 1231 GAIN/LOSS THRU CPOF IV	P		
f	LONG-TERM GAIN/LOSS THRU CORAL'S MOMENTUM FUND	P		
g	LONG-TERM GAIN/LOSS THRU CHURCHILL EQUITY & ESOP	P		
h	SHORT-TERM GAIN/LOSS THRU MORGAN STANLEY AIP 7TH	P		
i	LONG-TERM GAIN/LOSS THRU MORGAN STANLEY AIP 7TH S	P		
j	SEC. 1231 GAIN/LOSS THRU MORGAN STANLEY AIP 7TH S	P		
k	SEC. 1256 GAIN/LOSS THRU MORGAN STANLEY AIP 7TH S	P		
l	LONG TERM CAPITAL GAIN/LOSS THRU SPELL CAPITAL PA	P		
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	48.			48.
b			2.	-2.
c	130.			130.
d	502.			502.
e			11.	-11.
f			27,188.	-27,188.
g	23,128.			23,128.
h	15,553.			15,553.
i	6,409.			6,409.
j	424.			424.
k	1,336.			1,336.
l	69,950.			69,950.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				** 48.
b				** -2.
c				** 130.
d				502.
e				** -11.
f				-27,188.
g				23,128.
h				** 15,553.
i				6,409.
j				** 424.
k				** 1,336.
l				69,950.
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	604,579.
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	375,950.

** (SHORT-TERM)

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DODGE & COX INTL STOCK FUND	PURCHASED	04/18/06	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36,985.	43,073.	0.	0.	-6,088.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	PURCHASED	02/28/07	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,300.	2,711.	0.	0.	589.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THIRD AVENUE REAL ESTATE	PURCHASED	04/09/09	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
44,478.	23,425.	0.	0.	21,053.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EII GLOBAL PROPERTY FUND	PURCHASED	12/05/07	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,985.	26,445.	0.	0.	-1,460.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY INST INTL EQUITY	PURCHASED	10/16/02	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32,925.	33,078.	0.	0.	-153.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	PURCHASED	12/29/10	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,328.	10,880.	0.	0.	-552.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY INST INTL EQUITY	PURCHASED	07/07/11	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60.	60.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THIRD AVENUE REAL ESTATE	PURCHASED	09/22/11	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,507.	11,025.	0.	0.	4,482.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	PURCHASED	12/28/11	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,306.	13,900.	0.	0.	2,406.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	03/19/12	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,934.	2,781.	0.	0.	153.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	03/26/12	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,531.	15,608.	0.	0.	923.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	PURCHASED	06/12/12	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
59,985.	51,746.	0.	0.	8,239.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	06/12/12	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37,978.	33,339.	0.	0.	4,639.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	08/17/12	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,417.	5,157.	0.	0.	260.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
147.	141.	0.	0.	6.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,861.	1,791.	0.	0.	70.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	09/19/12	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,243.	5,109.	0.	0.	134.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	10/17/12	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,349.	5,247.	0.	0.	102.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
952.	941.	0.	0.	11.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	11/19/12	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,511.	5,386.	0.	0.	125.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	PURCHASED	11/30/12	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,033.	3,023.	0.	0.	10.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INFINERA CORP	PURCHASED	05/02/06	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39,751.	37,498.	0.	0.	2,253.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DODGE & COX INTL STOCK FUND	PURCHASED	04/18/06	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,727.	9,766.	0.	0.	-1,039.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OAKMARK SELECT FD	PURCHASED	08/13/07	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39,000.	38,677.	0.	0.	323.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SELECTED AMERICAN SHARES CL D	PURCHASED	08/13/07	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,985.	36,990.	0.	0.	-2,005.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EII GLOBAL PROPERTY FUND	PURCHASED	12/05/07	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,985.	11,433.	0.	0.	-448.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY INST INTL EQUITY	PURCHASED	10/16/02	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,985.	2,959.	0.	0.	26.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	12/06/11	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,606.	15,369.	0.	0.	3,237.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	12/28/11	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,012.	2,380.	0.	0.	632.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	06/12/12	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,642.	4,676.	0.	0.	966.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD PRIMECAP CORE FD	PURCHASED	12/17/12	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,865.	14,713.	0.	0.	1,152.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD PRIMECAP CORE FD		PURCHASED	12/17/12	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,120.	13,095.	0.	0.	1,025.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		PURCHASED	12/19/12	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,016.	999.	0.	0.	17.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		PURCHASED	12/19/12	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,976.	13,740.	0.	0.	236.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THIRD AVENUE REAL ESTATE		PURCHASED	12/18/12	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,985.	2,904.	0.	0.	81.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	PURCHASED	12/27/12	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,985.	6,800.	0.	0.	185.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	12/27/12	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,726.	15,762.	0.	0.	964.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLEARWATER SMALL COMPANIES FUND	PURCHASED	12/28/12	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
124,976.	114,084.	0.	0.	10,892.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLEARWATER SMALL COMPANIES FUND	PURCHASED	12/28/12	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,024.	1,848.	0.	0.	176.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	01/17/13	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,133.	5,132.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LOOMIS SAYLES BOND INSTL	PURCHASED	01/28/13	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,985.	5,046.	0.	0.	-61.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	02/20/13	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,860.	4,884.	0.	0.	-24.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DODGE & COX INTL STOCK FUND	PURCHASED	04/26/06	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,258.	13,797.	0.	0.	-1,539.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	PURCHASED	01/15/11	02/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,985.	10,306.	0.	0.	-321.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DODGE & COX INTL STOCK FUND	PURCHASED	04/18/06	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,985.	9,065.	0.	0.	-1,080.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OAKMARK SELECT FD	PURCHASED	08/13/07	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70,000.	65,440.	0.	0.	4,560.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SELECTED AMERICAN SHARES CL D	PURCHASED	08/13/07	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,985.	55,673.	0.	0.	-688.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY INST INTL EQUITY	PURCHASED	10/16/02	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,985.	2,959.	0.	0.	26.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	05/10/10	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,634.	9,240.	0.	0.	2,394.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLEARWATER SMALL COMPANIES FUND	PURCHASED	09/22/11	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,282.	14,494.	0.	0.	4,788.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLEARWATER SMALL COMPANIES FUND	PURCHASED	12/27/11	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,505.	59,044.	0.	0.	13,461.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	12/28/11	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,196.	7,459.	0.	0.	1,737.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEMPLETON INST FOREIGN SM COS	PURCHASED	12/28/11	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,155.	11,482.	0.	0.	2,673.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	PURCHASED	06/12/12	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,523.	9,262.	0.	0.	1,261.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THIRD AVENUE REAL ESTATE	PURCHASED	12/18/12	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,508.	4,354.	0.	0.	154.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THIRD AVENUE REAL ESTATE	PURCHASED	12/18/12	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,477.	3,358.	0.	0.	119.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	PURCHASED	12/27/12	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,462.	14,549.	0.	0.	-87.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLEARWATER SMALL COMPANIES FUND	PURCHASED	12/28/12	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,377.	9,902.	0.	0.	1,475.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLEARWATER SMALL COMPANIES FUND	PURCHASED	12/28/12	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,836.	19,005.	0.	0.	2,831.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD PRIMECAP CORE FD	PURCHASED	08/13/07	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,250.	40,130.	0.	0.	11,120.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD PRIMECAP CORE FD	PURCHASED	12/27/11	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,443.	9,115.	0.	0.	2,328.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD PRIMECAP CORE FD	PURCHASED	12/17/12	06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,293.	2,015.	0.	0.	278.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAIN DISTRIBUTION	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
314,811.	0.	0.	0.	314,811.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALES	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,827.	3,744.	0.	0.	83.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LAUDUS ROSENBERG LITIGATION SETTLEMENT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,469.	0.	0.	0.	2,469.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM GAIN/LOSS THRU CLEARWATER PRIVATE OPPORTUNITY FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
193.	193.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM GAIN/LOSS THRU CLEARWATER PRIVATE OPPORTUNITY FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
41,966.	41,966.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1231 GAIN/LOSS THRU CLEARWATER PRIVATE OPPORTUNITY FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
294.	294.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1256 GAIN/LOSS THRU CLEARWATER PRIVATE OPPORTUNITY FUND	PURCHASED		

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM GAIN/LOSS THRU CPOF II	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
570.	570.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM GAIN/LOSS THRU CPOF II	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
44,079.	44,079.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1231 GAIN/LOSS THRU CPOF II	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,547.	1,547.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1256 GAIN/LOSS THRU CPOF II	PURCHASED		

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM GAIN/LOSS THRU CPOF III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
346.	346.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM GAIN/LOSS THRU CPOF III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,744.	5,744.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1231 GAIN/LOSS THRU CPOF III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48.	48.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1256 GAIN/LOSS THRU CPOF III	PURCHASED		

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM GAIN/LOSS THRU CPOF IV	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130.	130.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM GAIN/LOSS THRU CPOF IV	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
502.	502.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1231 GAIN/LOSS THRU CPOF IV	PURCHASED		

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM GAIN/LOSS THRU CORAL'S MOMENTUM FUND	PURCHASED		

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM GAIN/LOSS THRU CHURCHILL EQUITY & ESOP CAPITAL PARTNERS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,128.	23,128.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM GAIN/LOSS THRU MORGAN STANLEY AIP 7TH ST FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,553.	15,553.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM GAIN/LOSS THRU MORGAN STANLEY AIP 7TH ST FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,409.	6,409.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1231 GAIN/LOSS THRU MORGAN STANLEY AIP 7TH ST FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
424.	424.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1256 GAIN/LOSS THRU MORGAN STANLEY AIP 7TH ST FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,336.	1,336.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAIN/LOSS THRU SPELL CAPITAL PARTNERS III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69,950.	69,950.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	416,391.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS PER BOOK - NATIONAL FINANCIAL SERVICES LLC	500,587.	0.	500,587.
SHORT-TERM CAPITAL GAIN DISTRIBUTIONS PER BOOK	10,942.	0.	10,942.
TOTAL TO FM 990-PF, PART I, LN 4	511,529.	0.	511,529.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL UBTI REFUND	1,806.	0.	0.
EXCISE TAX REFUND	6,246.	0.	0.
CHURCHILL EQ & ESOP CAPITAL, EIN:41-1958020	41,631.	0.	0.
INTEREST INCOME	0.	214.	0.
CLEARWATER PRIVATE OPPORTUNITY FUND LP, EIN:45-0463589	0.	0.	0.
ORDINARY BUSINESS INCOME/LOSS	0.	228.	0.
NET RENTAL INCOME/LOSS	0.	-3.	0.
INTEREST INCOME	0.	1,455.	0.
DIVIDENDS	0.	6,449.	0.
ROYALTIES	0.	1.	0.
OTHER PORTFOLIO INCOME	0.	141.	0.
CANCELLATION OF DEBT	0.	21.	0.
OTHER INCOME	0.	544.	0.
LESS: UBTI	0.	-573.	0.
CPOF II, EIN:20-2825162	0.	0.	0.
ORDINARY INCOME/LOSS	0.	210.	0.
NET RENTAL INCOME/LOSS	0.	-127.	0.
OTHER RENTAL INCOME	0.	87.	0.
INTEREST INCOME	0.	3,460.	0.
DIVIDENDS	0.	14,553.	0.
ROYALTIES	0.	24.	0.
OTHER PORTFOLIO INCOME	0.	-233.	0.
CANCELLATION OF DEBT	0.	22.	0.
OTHER INCOME	0.	879.	0.
LESS: UBTI	0.	-675.	0.
CPOF III, EIN:26-2251284	0.	0.	0.
ORDINARY BUSINESS INCOME/LOSS	0.	926.	0.
NET RENTAL INCOME/LOSS	0.	-1.	0.
OTHER RENTAL INCOME	0.	30.	0.

INTEREST INCOME	0.	2,892.	0.
DIVIDENDS	0.	3,313.	0.
ROYALTIES	0.	173.	0.
OTHER PORTFOLIO INCOME	0.	407.	0.
OTHER INCOME	0.	959.	0.
LESS: UBTI	0.	-1,146.	0.
CPOF IV, EIN:45-2978316	0.	0.	0.
ORDINARY BUSINESS INCOME/LOSS	0.	-119.	0.
INTEREST INCOME	0.	191.	0.
DIVIDENDS	0.	586.	0.
OTHER PORTFOLIO INCOME	0.	3.	0.
OTHER INCOME	0.	853.	0.
LESS: UBTI	0.	53.	0.
THRU CORAL'S 2007 MOMENTUM FUND EIN:20-5260256	0.	0.	0.
INTEREST INCOME	0.	45.	0.
CORAL'S MOMENTUM FUND	1,111.	0.	0.
INTEREST INCOME	0.	127.	0.
THRU SPELL CAPITAL III, EIN:20-3715769	0.	0.	0.
INTEREST INCOME	0.	53.	0.
DIVIDENDS	0.	38,332.	0.
THRU MS AIP 7TH STREET, EIN:20-3506141	0.	0.	0.
ORDINARY INCOME/LOSS	0.	-432.	0.
RENTAL INCOME/LOSS	0.	-122.	0.
OTHER NET RENTAL	0.	29.	0.
INTEREST INCOME	0.	34,111.	0.
DIVIDENDS	0.	8,705.	0.
ROYALTIES	0.	16.	0.
OTHER PORTFOLIO INCOME	0.	2,324.	0.
CANCELLATION OF DEBT	0.	1.	0.
OTHER INCOME	0.	27,197.	0.
LESS: UBTI	0.	-14,993.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	50,794.	131,190.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
*ACCOUNTING AND TAX SERVICES	70,298.	12,560.	0.	56,238.
**AUDIT FEE	175.	88.	0.	87.
*20% ALLOCATED TO INVESTMENTS	0.	0.	0.	0.
*80% ALLOCATED TO CHARITABLE	0.	0.	0.	0.
**50% ALLOCATED TO INVESTMENTS	0.	0.	0.	0.

**50% ALLOCATED TO CHARITABLE	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	70,473.	12,648.	0.	56,325.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL 2010 990PF OVERPAYMENT APPLIED	6,246.	0.	0.	0.
FEDERAL 2010 990T OVERPAYMENT APPLIED	1,806.	0.	0.	0.
FEDERAL 2011 990PF EXTENSION PAYMENT	6,250.	0.	0.	0.
FEDERAL 2011 990T EXTENSION PAYMENT	6,000.	0.	0.	0.
FEDERAL 2012 SECOND QUARTER ESTIMATE	6,500.	0.	0.	0.
FEDERAL 2012 THIRD QUARTER ESTIMATE	6,500.	0.	0.	0.
FEDERAL 2012 FOURTH QUARTER ESTIMATE	6,500.	0.	0.	0.
FEDERAL 990T 2012 SECOND QUARTER ESTIMATE	1,400.	0.	0.	0.
FEDERAL 990T 2012 THIRD QUARTER ESTIMATE	1,400.	0.	0.	0.
FEDERAL 990T 2012 FOURTH QUARTER ESTIMATE	48.	0.	0.	0.
FOREIGN TAXES WITHHELD	0.	10,787.	0.	0.
FOREIGN TAXES THRU CLEARWATER PRIVATE OPPORTUNITY FUND	0.	108.	0.	0.
FOREIGN TAXES THRU CPOF II	0.	41.	0.	0.
FOREIGN TAXES THRU CPOF III	0.	66.	0.	0.
FOREIGN TAXES THRU CPOF IV	0.	1.	0.	0.
FOREIGN TAXES THRU MS AIP 7TH STREET	0.	273.	0.	0.
TO FORM 990-PF, PG 1, LN 18	42,650.	11,276.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
*MN STATE FILING FEES	25.	0.	0.	25.
THRU CLEARWATER PRIVATE OPPORTUNITY FUND, EIN:45-0463589	0.	0.	0.	0.
SEC. 59 E(2)	0.	149.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	8,076.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	58.	0.	0.
OTHER DEDUCTIONS	0.	75.	0.	0.
THRU CPOF II, EIN: 20-2825162	0.	0.	0.	0.
ROYALTY DEDUCTIONS	0.	14.	0.	0.
SEC. 59 E(2)	0.	502.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	10,699.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	69.	0.	0.
OTHER DEDUCTIONS	0.	88.	0.	0.
THRU CPOF III, EIN:26-2251284	0.	0.	0.	0.
ROYALTY DEDUCTIONS	0.	161.	0.	0.
SEC. 59 E(2)	0.	117.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	10,694.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	132.	0.	0.
OTHER DEDUCTIONS	0.	277.	0.	0.
THRU CPOF IV, EIN:20-3506141	0.	0.	0.	0.
SEC. 59 E(2)	0.	4.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	5,243.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	57.	0.	0.
OTHER DEDUCTIONS	0.	3.	0.	0.
THRU CORAL'S 2007 MOMENTUM FUND, EIN:20-5260256	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	10,485.	0.	0.
THRU CORAL'S MOMENTUM FUND, EIN:37-1431579	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	3,292.	0.	0.
THRU SPELL CAPITAL FD III, EIN:20-3715769	0.	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	3,024.	0.	0.
THRU SPELL MEZZANINE PARTNERS, EIN:37-1661465	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	361.	0.	0.
THRU MS AIP 7TH, 20-3506141	0.	0.	0.	0.
ROYALTY DEDUCTIONS	0.	34.	0.	0.
SEC. 59(E)(2)	0.	6.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	19,674.	0.	0.
OTHER DEDUCTIONS	0.	15,528.	0.	0.
THRU CHURCHILL EQUITY & ESOP CAPITAL PARTNERS II, 41-1958020	0.	0.	0.	0.

2% PORTFOLIO DEDUCTIONS	0.	273.	0.	0.
*100% ALLOCATED TO DISBURSEMENTS FOR CHARITABLE PURPOSES	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	25.	89,095.	0.	25.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY CASH RESERVES	432,104.	432,104.
OAKMARK SELECT FUND	670,996.	923,921.
SELECTED AMERICAN SHARES CL D	810,381.	916,266.
VANGUARD PRIMECAP FUND	685,467.	922,745.
CLEARWATER SMALL COMPANIES FUND	1,323,670.	2,147,304.
DODGE & COX INTL STOCK FUND	450,610.	562,354.
AMERICAN EUROPACIFIC GR CL F2	603,452.	1,087,975.
MSDW INST INTL EQUITY	490,373.	568,051.
TEMPLETON INST FOREIGN SM COS	660,177.	1,088,871.
EATON VANCE T-M EMERGING MKTS	717,190.	999,898.
TOUCHSTONE EMERGING MARKETS	217,161.	221,049.
PIMCO ALL ASSET INST CLASS	1,326,294.	1,282,847.
EUROPEAN INVESTORS GLBL PROP	583,334.	921,783.
THIRD AVENUE REAL ESTATE	545,039.	973,277.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,516,248.	13,048,445.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LOOMIS SAYLES BOND INSTL	1,545,755.	1,708,702.
PIMCO EMERGING MARKETS BOND FD	679,635.	711,104.
DOUBLELINE TOTAL RETURN BOND FD	742,596.	730,370.
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,297,668.	1,355,381.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,265,654.	4,505,557.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHURCHILL EQUITY & ESOP CAP II	COST	67,845.	584.
CLEARWATER PRIVATE OPPORTUNITY FUND	COST	245,861.	284,137.
CLEARWATER PRIVATE OPPORTUNITY FUND II	COST	349,477.	483,209.
CLEARWATER PRIVATE OPPORTUNITY FUND III	COST	248,477.	283,358.
CLEARWATER PRIVATE OPPORTUNITY FUND IV	COST	77,500.	76,565.
CORAL'S MOMENTUM FUND LP	COST	307,443.	390,208.
CORAL'S 2007 MOMENTUM FUND	COST	126,938.	59,862.
SPELL CAPITAL MEZZANINE PARTNERS	COST	120,000.	103,782.
SPELL CAPITAL PARTNERS III	COST	233,870.	222,693.
MORGAN STANLEY AIP 7TH STREET FUND	COST	1,115,064.	1,261,968.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,892,475.	3,166,366.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CATHERINE W. MORLEY 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
AMY W. STRIED 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	VICE PRESIDENT/SECRETARY/DIRECTOR 1.00	0.	0.	0.
JULIA L.W. HEIDMAN 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	ASSISTANT TREASURER/DIRECT 1.00	0.	0.	0.
DANIEL J. WEYERHAEUSER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	ASSISTANT SECRETARY/DIRECTOR 1.00	0.	0.	0.
ELLEN R. MIDDLETON 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	TREASURER/DIRECTOR 1.00	0.	0.	0.

ANNE E. ZACCARO 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

The Frederick & Margaret L. Weyerehaeuser Foundation

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

Contributions Paid for Year End 6/30/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Argos International	2225 4th Avenue, 2nd Floor Seattle, WA 98121	Yes	San Marcos de Belen Village	11/15/2012	$5,000.00
Baylor School	171 Baylor School Road Chattanooga, TN 37405	Yes	Bill Cushman Speaker Series	11/15/2012	$5,000.00
Bigfork Playhouse Children's Theatre, Inc.	833 Grand Drive Bigfork, MT 59911	Yes	ACES Program	3/11/2013	$10,000.00
The Blake School	110 Blake Road South Hopkins, MN 55343	Yes	Learning Works	11/15/2012	$5,000.00
Center for Large Landscape Conservation	P.O. Box 1587 Bozeman, MT 59771	Yes	General operating support	11/15/2012	$5,000.00
Chelsea Day School	319 5th Avenue New York, NY 10016	Yes	Staff Development Fund	11/15/2012	$3,000.00
Children's Hospital Trust	300 Longwood Avenue Boston, MA 02115	Yes	Pulmonary Hypertension Program	11/15/2012	$20,000.00
Christ Together	PO Box 882 Wheaton, IL 60187-0882	Yes	Christ Together-Chicago	3/11/2013	$25,000.00

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Contributions Paid for Year End 6/30/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Concord Academy	166 Main Street Concord, MA 01742	Yes	Split between Annual Fund & most urget capital needs	11/15/2012	$2,500.00
Cornerstone Community Outreach	4628 N Clifton Avenue Chicago, IL 60640	Yes	General operating support	11/15/2012	$2,500.00
Dakota County Technical College Foundation	1300 145th Street East Rosemount, MN 55068	Yes	Peggy Rasmussen King Memorial Scholarship	11/15/2012	$25,000.00
Dana Farber Cancer Institute	450 Brookline Avenue Boston, MA 02215	Yes	Dr. Ken Anderson Research Fund	11/15/2012	$5,000.00
Downs Syndrome Research and Treatment Foundation	755 Page Mill Road, Suite A-200 Palo Alto, CA 94304	Yes	Down's Syndrome research, used at Foundation's discretion	11/15/2012	$10,000.00
Empowerment International	PO Box 1215 Lyons, CO 80540	Yes	General operating support	11/15/2012	$4,000.00
Evangelical Association for the Promotion of Education	P.O. Box 7238 St. Davids, PA 19087-7238	Yes	Haiti Partners	11/15/2012	$2,500.00
Evangelical Association for the Promotion of Education	P.O. Box 7238 St. Davids, PA 19087-7238	Yes	General operating support	3/11/2013	$10,000.00
Forest History Society	701 William Vickers Avenue Durham, NC 27701-3162	Yes	General operating support	11/15/2012	$1,000.00

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Contributions Paid for Year End 6/30/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Foster Care to Success	21351 Gentry Drive, Suite 130 Sterling, VA 20166	Yes	General operating support	11/15/2012	$4,500.00
Friends of Kenya Wildlife Trust	3560 Gulfstream Road Gulf Stream, FL 33483	Yes	General operating support	11/15/2012	$2,500.00
Gillette Children's Hospital Foundaiton	200 University Avenue East St. Paul, MN 55101	Yes	Capital Campaign	11/15/2012	$5,000.00
Grace Church of New York City	802 Broadway New York, NY 10003	Yes	Grace Church restoration-pipe organ	11/15/2012	$4,000.00
Grace Church School	86 4th Avenue New York, NY 10003	Yes	Annual Fund	11/15/2012	$6,000.00
Greater St. Louis Area Fellowship of Christian Athletes	1400 S Highway Drive Fenton, MO 63099	Yes	General operating support	11/15/2012	$15,000.00
Greater St. Louis Area Fellowship of Christian Athletes	1400 S Highway Drive Fenton, MO 63099	Yes	General operating support	3/11/2013	$20,000.00
Habitat for Humanity International	121 Habitat Street Americus, GA 31709-3498	Yes	General operating support	11/15/2012	$9,500.00
Harris Center for Conservation Education	83 King's Highway Hancock, NH 03449	Yes	$5,000 for unrestricted, $5,000 for Meade Cadot Lan(Protection Fund, $2,500 for Easement Monitoring Fund	3/11/2013	$12,500.00

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Contributions Paid for Year End 6/30/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Hazelden Foundation	15251 Pleasant Valley Road Center City, MN 55012	Yes	Annual Fund	11/15/2012	$10,000.00
Hazelden Foundation	15251 Pleasant Valley Road Center City, MN 55012	Yes	Youth Initiative Capital Campaign	3/11/2013	$30,000.00
HH Franklin Club, Inc	Cazenovia College Cazenovia, NY 13035	Yes	General operating support for Franklin Automobile Collection at Hickory Corners	11/15/2012	$9,000.00
Hope Pregnancy Ministries	1281 Burns Way Kalispell, MT 59901	Yes	General operating support	3/11/2013	$10,000.00
Inter-Mountain Deaconess Home for Children	500 S. Lamborn Street Helenal, MT 59601	Yes	General operating support and/or development of Kalispell area Therapeutic Group Home	3/11/2013	$10,000.00
Inver Hills Community College Foundation	2500 East 80th Street Inver Grove Heights, MN 55076	Yes	Nusing scholarship	3/11/2013	$87,500.00
King Street Center	87 King Street Burlington, VT 05402	Yes	Roxanne Leopold Scholarship Fund	11/15/2012	$2,000.00
Lakeland Evangelical Free Church	440 N. Hunt Club Road Gurnee, IL 60031	Yes	Engage Vision	11/15/2012	$20,000.00
Land Stewardship Project	821 E 35th Street, Suite #200 Minneapolis, MN 55407	Yes	General operating support	11/15/2012	$1,500.00

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Contributions Paid for Year End 6/30/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Leukemia and Lymphoma Society	1311 Mamaroneck Avenue, Suite 310 White Plains, NY 10605	Yes	General operating support	11/15/2012	$9,500.00
Lighthouse Christian Home	384 North Comers Road Kalispell, MT 59901	Yes	General operating support	3/11/2013	$10,000.00
Macalester College	1600 Grand Avenue St. Paul, MN 55105	Yes	Scholarship Fund	11/15/2012	$10,000.00
Massachusetts General Hospital	165 Cambridge Street, Suite 600 Boston, MA 02114-2792	Yes	MGH-Proton Therapy Center	11/15/2012	$5,000.00
Mercy Health Foundation St. Louis	615 S. New Ballas Road St. Louis, MO 63141	Yes	OP Therapy - Mercy Therapy Services at Town and Country	3/11/2013	$10,000.00
Milton Academy	170 Centre Street Milton, MA 02186	Yes	Annual Fund	11/15/2012	$5,000.00
Mind Body Solutions	17516 Minnetonka Blvd Minnetonka, MN 55345	Yes	General fund, help pay yoga teachers and fund the Minnetonka location	3/11/2013	$7,500.00
Minneapolis Institute of Arts	2400 3rd Avenue S Minneapolis, MN 55404	Yes	MIA Annual Fund-Unrestricted	11/15/2012	$2,500.00
Minnesota Historical Society	345 W. Kellog Blvd. St. Paul, MN 55102-1906	Yes	General operating support	11/15/2012	$4,000.00

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Contributions Paid for Year End 6/30/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Minnesota Museum of American Art	408 St. Peter Street, Suite 419 St. Paul, MN 55102	Yes	General operating support	11/15/2012	$5,000.00
Minnesota Zoo Foundation	1300 Zoo Boulevard Apple Valley, MN 55124	Yes	Annual giving - unrestricted	11/15/2012	$5,000.00
Nature Conservancy - MN Chapter	1101 West River Parkway, Suite 200 Minneapolis, MN 55415	Yes	Annual Fund	11/15/2012	$2,500.00
New England Forestry Foundation	32 Foster Street Littleton, MA 01460	Yes	General operating support & Timber Stabilization Fund	11/15/2012	$10,000.00
Ocean Park Community Center	1453 16th Street Santa Monica, CA 90404	Yes	Sojourn Program, therapy services	11/15/2012	$5,000.00
Panacetacea	376 Ramsey Street St. Paul, MN 55102	Yes	Latino students who are working towards the conservation of marine mammals in Cen. Americ. & the bottlenose dolphin population on the Carribbean side of Panama.	11/15/2012	$2,000.00
Panacetacea	376 Ramsey Street St. Paul, MN 55102	Yes	Dolphins of Bocas del Toro and Changuinola, Panama project	11/15/2012	$2,000.00
Peace and Hope International	3400 Park Avenue South Minneapolis, MN 55407	Yes	Ecuador .	11/15/2012	$5,000.00

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Contributions Paid for Year End 6/30/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Peace and Hope International	3400 Park Avenue South Minneapolis, MN 55407	Yes	Ecuador	11/15/2012	$5,000.00
Peace and Hope International	3400 Park Avenue South Minneapolis, MN 55407	Yes	Ecuador	11/15/2012	$5,000.00
Peace and Hope International	3400 Park Avenue South Minneapolis, MN 55407	Yes	Ecuador	11/15/2012	$5,000.00
Providence St. Peter Foundation	413 Lilly Road Northeast Olympia, WA 98506-5166	Yes	21 Bed Expansion Unit	11/15/2012	$10,000.00
Purpose of God Annex Outreach Center	1015 E 6th Street Washington, NC 27889	Yes	General operating support	11/15/2012	$7,500.00
Rock Star Supply Company	2822 Lyndale Avenue S Minneapolis, MN 55408	Yes	General operating support	11/15/2012	$10,000.00
SafePlace - Olympia	314 Legion Way SE Olympia, WA 98501	Yes	General operating support	11/15/2012	$2,500.00
San Francisco Zoological Society	1 Zoo Road San Francisco, CA 94132-1098	Yes	Program Intern Project	11/15/2012	$10,000.00
San Francisco Zoological Society	1 Zoo Road San Francisco, CA 94132-1098	Yes	$23,000 for sculpture garden, $5,000 for wellness program, $2,000 for Education Dept to extension of Inter Position	3/11/2013	$30,000.00

The Frederick & Margaret L. Weyerehaeuser Foundation

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Contributions Paid for Year End 6/30/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Sanctuary for Families Inc.	P.O. Box 1406 Wall Street Station New York, NY 10268-1406	Yes	Courtroom Advocacy Program	3/11/2013	$5,000.00
Shady Hill School	178 Coolidge Hill Cambridge, MA 02138	Yes	$7,500 for Class of 2013 gift; $5,000 for general operating expenses; $5,000 for debt reduction	3/11/2013	$17,500.00
South Puget Sound Community College Foundation	2011 Mottman Road SW Olympia, WA 98512	Yes	Gold Level Scholarship	11/15/2012	$10,000.00
South Puget Sound Community College Foundation	2011 Mottman Road SW Olympia, WA 98512	Yes	Gold Level Scholarship	3/11/2013	$10,000.00
Spring of Evolution	PO Box 504 Acton, CA 93510	Yes	Habitat for the Wolves	11/15/2012	$20,000.00
St. Paul Youth Services	2100 Wilson Avenue St. Paul, MN 55119	Yes	Annual fund	11/15/2012	$10,000.00
St. Paul's School for Boys	11152 Falls Road Brooklandville, MD 21022-8100	Yes	Campaign for St. Paul's	11/15/2012	$20,000.00
Student Conservation Association	4245 North Fairfax Drive Arlington, VA 22203	Yes	General operating support	11/15/2012	$2,000.00

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Contributions Paid for Year End 6/30/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Teen Mother Choices International	5250 Grand Avenue, Suite 14-417 Gurnee, IL 60031	Yes	General operating support	3/11/2013	$10,000.00
Together!	418 Carpetner Road SE, Suite 203 Lacey, WA 98503	Yes	Little Red School House school supply distribution	11/15/2012	$2,500.00
Tower Foundation fo San Jose State Universit	One Washington Square San Jose, CA 95192-0183	Yes	Vertebrate Lab at Moss Landing Marine Laboratories	11/15/2012	$4,000.00
Twin Cities Public Television	172 East Fourth Street St. Paul, MN 55101	Yes	TPT Capital Campaign	11/15/2012	$5,000.00
Twin Cities Public Television	172 East Fourth Street St. Paul, MN 55101	Yes	TPT Capital Campaign	3/11/2013	$30,000.00
University of Texas Foundation, Inc.	P.O. Box 301439 Houston, TX 77230-1439	Yes	Anal Cancer Research - Dr. Cathy Eng at MD Andersor Cancer Center	11/15/2012	$10,000.00
University of Vermont and State Agricultural College Foundation	Grasse Mount, 411 Main Street Burlington, VT 05401	Yes	Don Dehayes Scholarship Fund for UVM School of Natural Resources	11/15/2012	$2,500.00
World Bicycle Relief	1333 N. Kingsbury, 4th Floor Chicago, IL 60642	Yes	General operating support	11/15/2012	$5,000.00
World Bicycle Relief	1333 N. Kingsbury, 4th Floor Chicago, IL 60642	Yes	Bicycles for Educational Empowerment Program	11/15/2012	$5,000.00

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Contributions Paid for Year End 6/30/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Wrigth Flight Inc.	PO Box 2105 Kill Devil Hills, NC 27948-2105	Yes	Academic achievement flight program	11/15/2012	$5,000.00
Wrigth Flight Inc.	PO Box 2105 Kill Devil Hills, NC 27948-2105	Yes	General operating support	3/11/2013	$5,000.00
Yale School of Forestry and Environmental Studies	PO Box 2038 New Haven, CT 06521-2038	Yes	$1,000 to Sand County Society; $1,000 Margaret R. Ki Scholarship Fund	11/15/2012	$2,000.00
Yale School of Forestry and Environmental Studies	PO Box 2038 New Haven, CT 06521-2038	Yes	Peggy King Memorial Scholarship Fund for the Tropical Resources Institute	11/15/2012	$5,000.00
Young Life	PO Box 520 Colorado Springs, CO 80901-0520	Yes	General fund of the Washington, NC chapter	11/15/2012	$10,000.00
Young Women's Leadership Network Inc.	322 Eighth Avenue, 14th Floor New York, NY 10001	Yes	Young Women's Leadership Schools Program	11/15/2012	$5,000.00
Grand Totals					**$785,000.00**

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

Part I — Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print — File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.
F & ML WEYERHAEUSER FOUNDATION

Employer identification number (EIN) or
41-6029036

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) 0 4

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

- The books are in the care of ▶ FIDUCIARY COUNSELLING INC.
30 E. 7TH STREET, SUITE 2000 - ST. PAUL, MN 55101-4930

Telephone No. ▶ 651-228-0935 FAX No. ▶ 651-228-0776

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2012, and ending JUN 30, 2013.

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	$ 33,544.
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	$ 27,744.
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	$ 5,800.

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)

223841
01-21-13

11161021 144130 76000 2012.04040 F & ML WEYERHAEUSER FOUNDAT 760001