Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation	A Employer identification number
CHERBEC ADVANCEMENT FOUNDATION	41-1906601
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 30 E. 7TH STREET, SUITE 2000	B Telephone number 6512280935
City or town, state or province, country, and ZIP or foreign postal 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) ▶$ 2,489,791.

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	1,509,236.		N/A	
	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	47,774.	48,573.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	36,363.			
	b Gross sales price for all assets on line 6a 166,829.				
	7 Capital gain net income (from Part IV, line 2)		36,365.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	7,188.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,600,561.	84,938.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	55.	0.		55.
	b Accounting fees STMT 4	7,911.	1,582.		6,329.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	7,188.	800.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	927.	0.		927.
	22 Printing and publications				
	23 Other expenses STMT 6	25.	0.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	16,106.	2,382.		7,336.
	25 Contributions, gifts, grants paid	958,908.			562,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	975,014.	2,382.		569,336.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	625,547.			
	b **Net investment income** (if negative, enter -0-)		82,556.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	530,163.	662,302.	662,302.
	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 8	693,968.	969,454.	1,184,649.
	c Investments - corporate bonds STMT 9	415,766.	633,689.	642,840.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,639,897.	2,265,445.	2,489,791.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	354,552.	354,552.	
	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)	354,552.	354,552.	
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	-27,958.	86,737.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,313,303.	1,824,156.	STATEMENT 7
	30 Total net assets or fund balances	1,285,345.	1,910,893.	
	31 Total liabilities and net assets/fund balances	1,639,897.	2,265,445.	

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	1,285,345.
2 Enter amount from Part I, line 27a	2	625,547.
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4 Add lines 1, 2, and 3	4	1,910,893.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,910,893.

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	166,829.		130,466.	36,365.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				36,365.

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** 36,365.

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** N/A

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))
2012	391,399.	1,781,635.	.219685
2011	556,869.	1,113,300.	.500197
2010	508,757.	988,212.	.514826
2009	410,676.	927,013.	.443010
2008	1,067,307.	1,083,759.	.984820

2	**Total** of line 1, column (d)	2	2.662538
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	.532508
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,053,138.
5	Multiply line 4 by line 3	5	1,093,312.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	826.
7	Add lines 5 and 6	7	1,094,138.
8	Enter qualifying distributions from Part XII, line 4	8	569,336.

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	1,651.
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	1,651.
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	1,651.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,188.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	7,188.
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	5,537.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 5,537. **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 the 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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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 2013 or the taxable year beginning in 2013 (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

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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) SEE STATEMENT 10	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			
16	At any time during calendar year 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

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? SEE STATEMENT 12 ☒ 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 11		0.	0.	927.

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	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 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
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	1,512,779.
b	Average of monthly cash balances	1b	571,625.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	2,084,404.
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	2,084,404.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,266.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,053,138.
6	**Minimum investment return.** Enter 5% of line 5	6	102,657.

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	102,657.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,651.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,651.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,006.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	101,006.
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	101,006.

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	569,336.
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	569,336.
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	569,336.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				101,006.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 1,013,119.				
b From 2009 364,442.				
c From 2010 459,660.				
d From 2011 509,667.				
e From 2012 303,629.				
f Total of lines 3a through e	2,650,517.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 569,336.				
a Applied to 2012, but not more than line 2a			0.	
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 2013 distributable amount				101,006.
e Remaining amount distributed out of corpus	468,330.			
5 Excess distributions carryover applied to 2013 (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	3,118,847.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
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 2008 not applied on line 5 or line 7	1,013,119.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,105,728.			
10 Analysis of line 9:				
a Excess from 2009 364,442.				
b Excess from 2010 459,660.				
c Excess from 2011 509,667.				
d Excess from 2012 303,629.				
e Excess from 2013 468,330.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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).)

ROBERT M. WEYERHAEUSER

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 ▶ [X] 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 address 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				
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF COLORADO, INC. 303 E. 17TH AVE., STE 350 DENVER, CO 80203-1256		PC	OPERATING SUPPORT	10,000.
AMERICAN UNIVERSITY IN CAIRO 420 FIFTH AVENUE, 3RD FLOOR NEW YORK, NY 10018-2729		PC	OPERATING SUPPORT	10,000.
ANIMAL SANCTUARY OF ST CROIX VALLEY PO BOX 847 STILLWATER, MN 55082		PC	OPERATING SUPPORT	20,000.
ANIMAL SANCTUARY OF ST CROIX VALLEY PO BOX 847 STILLWATER, MN 55082		PC	OPERATING SUPPORT	10,000.
ANIMAL SANCTUARY OF ST CROIX VALLEY PO BOX 847 STILLWATER, MN 55082		PC	OPERATING SUPPORT	50,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				958,908.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	47,774.	
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	7,188.	
8 Gain or (loss) from sales of assets other than inventory			18	36,363.	
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.		91,325.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 91,325.

(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).
	N/A

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.

Joseph S. Micallef | 11/12/14 | SECRETARY

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
KIM M. MERTENS	Kim M Mertens	11-11-14		P01059443

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

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

Form **990-PF** (2013)

323622
10-10-13

14311023 144130 56012 2013.04030 CHERBEC ADVANCEMENT FOUNDAT 560121

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization: CHERBEC ADVANCEMENT FOUNDATION

Employer identification number: 41-1906601

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 its Form 990-PF, Part I, line 2, 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
CHERBEC ADVANCEMENT FOUNDATION	41-1906601

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	CAW 1966 TRUST FBO RMW P.O. BOX 1278 TACOMA, WA 98401	$ 272,532.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	CAW 1968 TRUST FBO RMW P.O. BOX 1278 TACOMA, WA 98401	$ 82,612.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	CAW 1969 TRUST C P.O. BOX 1278 TACOMA, WA 98401	$ 51,060.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	CAW 1972 TRUST P.O. BOX 1278 TACOMA, WA 98401	$ 254,568.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	CAW CHARITABLE UNITRUST - EXEMPT 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	$ 121,979.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
6	CAW CHARITABLE UNITRUST-NON-EXEMPT 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	$ 137,995.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
CHERBEC ADVANCEMENT FOUNDATION	41-1906601

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
7	ROBERT M WEYERHAEUSER 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
8	CHAW 2012 CHARITABLE TRUST 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	$ 243,605.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
9	RMW 2012 CHARITABLE TRUST 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	$ 244,885.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
CHERBEC ADVANCEMENT FOUNDATION	41-1906601

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	Employer identification number
CHERBEC ADVANCEMENT FOUNDATION	41-1906601

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	LOOMIS SAYLES BOND INSTL	P	04/26/11	11/05/13
b	LOOMIS SAYLES BOND INSTL	P	05/24/11	11/05/13
c	LOOMIS SAYLES BOND INSTL	P	06/23/11	11/05/13
d	LOOMIS SAYLES BOND INSTL	P	07/26/11	11/05/13
e	LOOMIS SAYLES BOND INSTL	P	09/21/12	11/05/13
f	LOOMIS SAYLES BOND INSTL	P	10/22/12	11/05/13
g	LOOMIS SAYLES BOND INSTL	P	11/20/12	11/05/13
h	LOOMIS SAYLES BOND INSTL	P	12/17/12	11/05/13
i	LOOMIS SAYLES BOND INSTL	P	01/28/13	11/05/13
j	LOOMIS SAYLES BOND INSTL	P	02/25/13	11/05/13
k	LOOMIS SAYLES BOND INSTL	P	03/11/13	11/05/13
l	LOOMIS SAYLES BOND INSTL	P	03/26/13	11/05/13
m	LOOMIS SAYLES BOND INSTL	P	04/25/13	11/05/13
n	LOOMIS SAYLES BOND INSTL	P	05/28/13	11/05/13
o	LOOMIS SAYLES BOND INSTL	P	07/26/13	11/05/13

	(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	298.		290.	8.
b	317.		309.	8.
c	6,398.		6,178.	220.
d	393.		384.	9.
e	615.		605.	10.
f	711.		701.	10.
g	669.		654.	15.
h	2,257.		2,225.	32.
i	604.		605.	-1.
j	672.		666.	6.
k	25,008.		25,015.	-7.
l	765.		765.	0.
m	745.		756.	-11.
n	866.		878.	-12.
o	798.		787.	11.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				8.
b				8.
c				220.
d				9.
e				10.
f				10.
g				15.
h				32.
i				-1.
j				6.
k				-7.
l				0.
m				-11.
n				-12.
o				11.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 } ... 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 ... 3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LOOMIS SAYLES BOND INSTL	P	08/27/13	11/05/13
b	LOOMIS SAYLES BOND INSTL	P	09/25/13	11/05/13
c	LOOMIS SAYLES BOND INSTL	P	10/28/13	11/05/13
d	PIMCO ALL ASSET INST CLASS	P	09/16/10	11/05/13
e	PIMCO ALL ASSET INST CLASS	P	12/31/10	11/05/13
f	PIMCO ALL ASSET INST CLASS	P	03/17/11	11/05/13
g	PIMCO ALL ASSET INST CLASS	P	06/16/11	11/05/13
h	PIMCO ALL ASSET INST CLASS	P	06/23/11	11/05/13
i	PIMCO ALL ASSET INST CLASS	P	09/15/11	11/05/13
j	PIMCO ALL ASSET INST CLASS	P	12/20/11	11/05/13
k	PIMCO ALL ASSET INST CLASS	P	03/22/12	11/05/13
l	PIMCO ALL ASSET INST CLASS	P	04/13/12	11/05/13
m	PIMCO ALL ASSET INST CLASS	P	09/20/12	11/05/13
n	PIMCO ALL ASSET INST CLASS	P	12/27/12	11/05/13
o	PIMCO ALL ASSET INST CLASS	P	12/31/12	11/05/13

	(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	876.		846.	30.
b	704.		696.	8.
c	789.		793.	-4.
d	597.		593.	4.
e	2,430.		2,368.	62.
f	278.		274.	4.
g	541.		540.	1.
h	18,997.		19,015.	-18.
i	994.		965.	29.
j	31,383.		30,234.	1,149.
k	1,090.		1,066.	24.
l	3,577.		3,515.	62.
m	859.		880.	-21.
n	3,526.		3,607.	-81.
o	771.		784.	-13.

	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				30.
b				8.
c				-4.
d				4.
e				62.
f				4.
g				1.
h				-18.
i				29.
j				1,149.
k				24.
l				62.
m				-21.
n				-81.
o				-13.

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	

323591
05-01-13

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PIMCO ALL ASSET INST CLASS	P	03/11/13	11/05/13
b	PIMCO ALL ASSET INST CLASS	P	03/21/13	11/05/13
c	PIMCO ALL ASSET INST CLASS	P	06/20/13	11/05/13
d	PIMCO ALL ASSET INST CLASS	P	09/19/13	11/05/13
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	19,462.		20,015.	-553.
b	1,260.		1,279.	-19.
c	1,014.		979.	35.
d	1,205.		1,199.	6.
e	35,360.			35,362.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-553.
b				-19.
c				35.
d				6.
e				35,362.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) ... { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	36,365.
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	N/A

323591
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BASKET OF HOPE 330 LANDAU STREET ROBINS, IA 52328		PC	OPERATING SUPPORT	10,000.
BOSTON ATHENAEUM 10 1/2 BEACON STREET BOSTON, MA 02108		PC	OPERATING SUPPORT	10,000.
BOSTON BRUINS FOUNDATION 100 LEGENDS WAY BOSTON, MA 02114		PC	OPERATING SUPPORT	2,000.
BRIMMER & MAY SCHOOL 69 MIDDLESEX ROAD CHESTNUT HILL, MA 02467		PC	OPERATING SUPPORT	20,000.
CATHEDRAL OF SAINT PAUL 239 SELBY AVENUE ST PAUL, MN 55102		PC	OPERATING SUPPORT	10,000.
DEVEREUX GLENHOLME SCHOOL 81 SABBADAY LANE WASHINGTON, CT 06793		PC	OPERATING SUPPORT	10,000.
FOREST HISTORY SOCIETY 701 WM VICKERS AVENUE DURHAM, NC 27701-3162		PC	OPERATING SUPPORT	10,000.
FOREST HISTORY SOCIETY 701 WM VICKERS AVENUE DURHAM, NC 27701-3162		PC	OPERATING SUPPORT	15,000.
FOUNDATION FOR THE DEVELOPMENT OF HUMAN POTENTIAL 30 EAST SEVENTH STREET, SUITE 2000 ST PAUL, MN 55101		PF	OPERATING SUPPORT	105,000.
GREATER BOSTON FOOD BANK 70 SOUTH BAY AVENUE BOSTON, MA 02118-2700		PC	OPERATING SUPPORT	2,000.
Total from continuation sheets				858,908.

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GROUNDWORK DENVER 2740 WEST 28TH AVENUE DENVER, CO 80211		PC	OPERATING SUPPORT	10,000.
HILL MUSEUM & MANUSCRIPT LIBRARY SAINT JOHN'S UNIVERSITY, BOX 7300 COLLEGEVILLE, MN 56321		PC	FOR THE MALTA PRESERVATION FUND	30,000.
HOME FOR LIFE FOUNDATION 332 MINNESOTA STREET, SUITE 3090 ST PAUL, MN 55101		PF	OPERATING SUPPORT	10,000.
ISLAND CREEK OYSTERS FOUNDATION PO BOX 348 DUXBURY, MA 02331		PC	FUNDING TOWARDS THE CARIBBEAN HARVEST PROGRAM PROVIDING TILAPIA FISH FARMING KITS IS HAITI.	1,000.
LAMP MINISTRIES 2704 SCHURZ AVENUE BRONX, NY 10465-3173		PC	OPERATING SUPPORT	1,000.
MINNEAPOLIS INSTITUTE OF ART 2400 THIRD AVENUE SOUTH MINNEAPOLIS, MN 55404		PC	OPERATING SUPPORT IN MEMORY OF W. JOHN DRISCOLL	1,000.
MUSEUM OF GLASS 1801 DOCK STREET TACOMA, WA 98402-3217		PC	FOR THE MEMORIAL ENDOWMENT FUND	1,000.
NATIONAL TROPICAL BOTANICAL GARDENS 3530 PAPALINA ROAD KALAHEO, HI 96742		PC	FOR THE MARY E. DAVIS MEMORIAL	1,000.
NEW ENGLAND BAPTIST HOSPITAL 125 PARKER HILL AVENUE BOSTON, MA 02120		PC	OPERATING SUPPORT	10,000.
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115		PC	FOR THE EGW SCHOLARSHIP FUND	45,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEW ENGLAND FORESTRY FOUNDATION PO BOX 1346 LITTLETON, MA 04160		PC	OPERATING SUPPORT	1,000.
NORTH CAROLINA COMMUNITY FOUNDATION RALEIGH 4601 SIX FORKS ROAD, SUITE 524 RALEIGH, NC 27609		PC	OPERATING SUPPORT	15,000.
NORTH CAROLINA COMMUNITY FOUNDATION RALEIGH 4601 SIX FORKS ROAD, SUITE 524 RALEIGH, NC 27609		PC	OPERATING SUPPORT	20,000.
NORTH CAROLINA COMMUNITY FOUNDATION RALEIGH 4601 SIX FORKS ROAD, SUITE 524 RALEIGH, NC 27609		PC	OPERATING SUPPORT	126,000.
ORCHESTRA 2001 PO BOX 30282 PHILADELPHIA, PA 19103		PC	FOR ARTISTIC DIRECTOR'S COMPENSATION	60,000.
RAZIA'S RAY OF HOPE FOUNDATION PO BOX 81052 WELLESLEY, MA 02481		PC	OPERATING SUPPORT	1,000.
RED SOX FOUNDATION 4 YAWKEY WAY BOSTON, MA 02215		PC	OPERATING SUPPORT	2,000.
SHELTER BOX USA 8374 MARKET STREET #203 LAKEWOOD RANCH, FL 34202		PC	FOR ASSISTANCE IN THE PHILIPPINES	1,000.
SISTERS OF ST JOSEPH OF CARONDELET MINISTRIES 1884 RANDOLPH AVENUE ST PAUL, MN 55105-1700		PC	OPERATING SUPPORT	1,000.
THE ART COMPLEX MUSEUM PO BOX 2814 DUXBURY, MA 02331		POF	OPERATING SUPPORT	5,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE ART COMPLEX MUSEUM PO BOX 2814 DUXBURY, MA 02331		POF	OPERATING SUPPORT	40,000.
THE ART COMPLEX MUSEUM PO BOX 2814 DUXBURY, MA 02331		POF	OPERATING SUPPORT	76,908.
THE JONTY FOUNDATION FOR RESEARCH IN IMMUNO ENDOCRINE NEUROLOGICAL DISORDER 332 MINNESOTA STREET, SUITE 3090 ST PAUL, MN 55101		PF	OPERATING SUPPORT	10,000.
THE JONTY FOUNDATION FOR RESEARCH IN IMMUNO ENDOCRINE NEUROLOGICAL DISORDER 332 MINNESOTA STREET, SUITE 3090 ST PAUL, MN 55101		PF	OPERATING SUPPORT	15,000.
THE JONTY FOUNDATION FOR RESEARCH IN IMMUNO ENDOCRINE NEUROLOGICAL DISORDER 332 MINNESOTA STREET, SUITE 3090 ST PAUL, MN 55101		PF	OPERATING SUPPORT	100,000.
THERESA A. & VINCENT J. BAKER CHARITABLE TRUST 332 MINNESOTA STREET, SUITE 3090 ST PAUL, MN 55101		PF	OPERATING SUPPORT	7,000.
TWIN CITIES PUBLIC TELEVISION 172 EAST FOURTH STREET ST PAUL, MN 55101		PC	OPERATING SUPPORT	1,000.
UNITED WAY OF MASSACHUSETTS BAY PO BOX 51381 BOSTON, MA 02205-1381		PC	OPERATING SUPPORT	10,000.
UNIVERSITY OF MASSACHUSETTS-AMHERST BUILDING MATERIALS AND WOOD TECHNOLOGY, 126 HOLDSWORTH NATURAL RESOURCES CTR AMHERST, MA 01003		PC	OPERATING SUPPORT	3,000.
WENTWORTH INSTITUTE OF TECHNOLOGY DEVELOPMENT OFFICE, 550 HUNTINGTON AVENUE BOSTON, MA 02115		PC	FOR WOMEN IN ENGINEERING AND TECHNOLOGY SCHOLARSHIP	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WESTTOWN SCHOOL 975 WESTTOWN ROAD WESTTOWN, PA 19382-5700		PC	CLASS OF 1988 SCIENCE CENTER	2,000.
WEYERHAEUSER FAMILY FOUNDATION 30 EAST SEVENTH STREET, SUITE 2000 ST PAUL, MN 55101		PF	OPERATING SUPPORT	1,000.
WEYERHAEUSER FAMILY FOUNDATION 30 EAST SEVENTH STREET, SUITE 2000 ST PAUL, MN 55101		PF	OPERATING SUPPORT	2,000.
WEYERHAEUSER FAMILY FOUNDATION 30 EAST SEVENTH STREET, SUITE 2000 ST PAUL, MN 55101		PF	OPERATING SUPPORT	25,000.
WGHB EDUCATIONAL FOUNDATION ONE GUEST STREET BOSTON, MA 02135		PC	OPERATING SUPPORT	10,000.
WHEATON COLLEGE 26 EAST MAIN STREET NORTON, MA 02766		PC	FOR GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS - FIDELITY	42,140.	0.	42,140.	48,364.	
INTEREST - FIDELITY	42.	0.	42.	42.	
INTEREST - FIDELITY	167.	0.	167.	167.	
SHORT TERM DISTRIBUTIONS - FIDELITY	5,425.	0.	5,425.	0.	
TO PART I, LINE 4	47,774.	0.	47,774.	48,573.	

FORM 990-PF	OTHER INCOME	STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND	7,188.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,188.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
*LEGAL FEES	55.	0.		55.
TO FM 990-PF, PG 1, LN 16A	55.	0.		55.

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	7,911.	1,582.		6,329.
TO FORM 990-PF, PG 1, LN 16B	7,911.	1,582.		6,329.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	0.	800.		0.
EXCISE TAXES - 2012 O/P APPLIED TO 2013	7,188.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,188.	800.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
*STATE FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.

FORM 990-PF OTHER FUNDS STATEMENT 7

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	1,313,303.	1,824,156.
TOTAL TO FORM 990-PF, PART II, LINE 29	1,313,303.	1,824,156.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OAKMARK SELECT FD	100,138.	147,418.
SELECTED AMERICAN SHARES	116,772.	146,208.
CLEARWATER SMALL CAP FUND	58,138.	76,643.
THIRD AVENUE SMALL CAP VALUE	56,674.	76,682.
DODGE & COX INTL STOCK FUND	38,268.	51,370.
AMERICAN EUROPACIFIC GR CL	80,117.	100,971.
MORGAN STANLEY INST INLT EQTY	40,564.	51,352.
TEMPLETON INST FOREIGN SM COS	71,847.	97,962.
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	57,374.	63,453.
TOUCHSTONE EMERGING MARKETS	63,371.	60,543.
PIMCO ALL ASSET INST CLASS	59,073.	60,238.
EII GLOBAL PROPERTY FUND	53,435.	62,755.
THIRD AVENUE REAL ESTATE	48,837.	64,151.
THIRD AVENUE FOCUSED CREDIT INSTL	62,261.	62,649.
WILLIAM BLAIR MACRO ALLOCATION FD	62,585.	62,254.
TOTAL TO FORM 990-PF, PART II, LINE 10B	969,454.	1,184,649.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE TOTAL RETURN BOND FD	164,499.	159,711.
LOOMIS SAYLES BOND INSTL	146,536.	161,585.
PIMCO EMERGING MARKETS FOND FD	166,734.	158,712.
TEMPLETON GLOBAL TOTAL RTN FD	155,919.	162,832.
ROUNDING	1.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	633,689.	642,840.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 10

EXPLANATION

THE TAXPAYER MADE A CONTRIBUTION IN TOTAL OF $161,000 TO THE HENRY AND ROYA WEYERHAEUSER DONOR-ADVISED FUND OF THE NORTH CAROLINA COMMUNITY FOUNDATION WHICH THE TAXPAYER IS TREATING AS A QUALIFIED DISTRIBUTION. HENRY G. WEYERHAEUSER IS A DIRECTOR OF CHERBEC ADVANCEMENT FOUNDATION AND MAY OFFER ADVICE TO THE NORTH CAROLINA COMMUNITY FOUNDATION ON GRANTS MADE FROM THE DONOR-ADVISED FUND. THE NORTH CAROLINA COMMUNITY FOUNDATION IS A PUBLIC CHARITY AND GRANTS FROM IT MAY ONLY BE MADE TO CHARITABLE ORGANIZATIONS UNDER SECTION 170(C)(2)(B).

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES A. WEYERHAEUSER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
HENRY G. WEYERHAEUSER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
ROBERT M. WEYERHAEUSER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
CARRIE W. FARMER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
ELIZABETH W. BENTINCK-SMITH 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
JOSEPH S. MICALLEF 332 MINNESOTA ST., STE 3090 ST. PAUL, MN 55101	TREASURER/SECRETARY 2.00	0.	0.	927.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	927.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 12
PART VII-B, LINE 5C

GRANTEE'S NAME

HOME FOR LIFE FOUNDATION

GRANTEE'S ADDRESS

332 MINNESOTA STREET, SUITE 3090
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000.	01/02/12	

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE HOME FOR LIFE FOUNDATION PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT WILL BE AVAILABLE AFTER MAY 15, 2014

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. TO THE KNOWLEDGE OF THE GRANTOR, NEITHER PRINCIPAL NOR THE INCOME FROM THE GRANT FUNDS HAS BEEN USED FOR ANY PURPOSE WHICH WOULD RESULT IN TAX UNDER IRC SECTION 4945(D). NO VERIFICATIONS HAVE BEEN UNDERTAKEN.

GRANTEE'S NAME

THE ART COMPLEX MUSEUM

GRANTEE'S ADDRESS

PO BOX 2814
DUXBURY, MA 02331

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
139,714.	12/27/12	

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE ART COMPLEX, INC PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT WILL BE AVAILABLE AFTER MAY 15, 2014

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. TO THE KNOWLEDGE OF THE GRANTOR, NEITHER PRINCIPAL NOR THE INCOME FROM THE GRANT FUNDS HAS BEEN USED FOR ANY PURPOSE WHICH WOULD RESULT IN TAX UNDER IRC SECTION 4945(D). NO VERIFICATIONS HAVE BEEN UNDERTAKEN.

GRANTEE'S NAME

THE JONTY FOUNDATION FOR RESEARCH IN IMMUNO ENDOCRINE NEUROLOGICAL DISORDER

GRANTEE'S ADDRESS

332 MINNESOTA STREET, SUITE 3090
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
10,000.	01/02/12	10,000.	10/22/14

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE JONTY FOUNDATION FOR RESEARCH IN IMMUNO ENDOCRINE NEUROLOGICAL DISORDERS PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). THE JONTY FOUNDATION IS A PRIVATE, GRANT-MAKING FOUNDATION THAT DOES NOT CONDUCT ANY PROGRAMS OF ITS OWN. SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT WILL BE AVAILABLE AFTER MAY 15, 2014

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. TO THE KNOWLEDGE OF THE GRANTOR, NEITHER PRINCIPAL NOR THE INCOME FROM THE GRANT FUNDS HAS BEEN USED FOR ANY PURPOSE WHICH WOULD RESULT IN TAX UNDER IRC SECTION 4945(D). NO VERIFICATIONS HAVE BEEN UNDERTAKEN.

GRANTEE'S NAME

THE JONTY FOUNDATION FOR RESEARCH IN IMMUNO ENDOCRINE NEUROLOGICAL DISORDER

GRANTEE'S ADDRESS

332 MINNESOTA STREET, SUITE 3090
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
101,000.	12/27/12	

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE JONTY FOUNDATION FOR RESEARCH IN IMMUNO ENDOCRINE NEUROLOGICAL DISORDERS PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). THE JONTY FOUNDATION IS A PRIVATE, GRANT-MAKING FOUNDATION THAT DOES NOT CONDUCT ANY PROGRAMS OF ITS OWN. SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT WILL BE AVAILABLE AFTER MAY 15, 2014

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. TO THE KNOWLEDGE OF THE GRANTOR, NEITHER PRINCIPAL NOR THE INCOME FROM THE GRANT FUNDS HAS BEEN USED FOR ANY PURPOSE WHICH WOULD RESULT IN TAX UNDER IRC SECTION 4945(D). NO VERIFICATIONS HAVE BEEN UNDERTAKEN.

GRANTEE'S NAME

WEYERHAEUSER FAMILY FOUNDATION

GRANTEE'S ADDRESS

30 EAST SEVENTH STREET, SUITE 2000
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
28,000.	12/27/12	28,000.	05/07/14

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE WEYERHAEUSER FAMILY FOUNDATION PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). THE WEYERHAEUSER FAMILY FOUNDATION IS A PRIVATE, GRANTMAKING FOUNDATION THAT DOES NOT CONDUCT ANY PROGRAMS OF ITS OWN. SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT WILL BE AVAILABLE AFTER MAY 15, 2014

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. TO THE KNOWLEDGE OF THE GRANTOR, NEITHER PRINCIPAL NOR THE INCOME FROM THE GRANT FUNDS HAS BEEN USED FOR ANY PURPOSE WHICH WOULD RESULT IN TAX UNDER IRC SECTION 4945(D). NO VERIFICATIONS HAVE BEEN UNDERTAKEN.

GRANTEE'S NAME

THERESA A. & VINCENT J. BAKER CHARITABLE TRUST

GRANTEE'S ADDRESS

332 MINNESOTA STREET, SUITE 3090
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
7,000.	01/02/12	7,000.	10/22/14

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE TERESA A & VINCENT J BAKER CHARITABLE TRUST PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). THE TERESA A & VINCENT J BAKER CHARITABLE TRUST IS A PRIVATE, GRANTMAKING FOUNDATION THAT DOES NOT CONDUCT ANY PROGRAMS OF ITS OWN. SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT WILL BE AVAILABLE AFTER MAY 15, 2014

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. TO THE KNOWLEDGE OF THE GRANTOR, NEITHER PRINCIPAL NOR THE INCOME FROM THE GRANT FUNDS HAS BEEN USED FOR ANY PURPOSE WHICH WOULD RESULT IN TAX UNDER IRC SECTION 4945(D). NO VERIFICATIONS HAVE BEEN UNDERTAKEN.

GRANTEE'S NAME

FOUNDATION FOR THE DEVELOPMENT OF HUMAN POTENTIAL

GRANTEE'S ADDRESS

30 EAST SEVENTH STREET, SUITE 2000
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
81,995.	07/26/12	81,995.	10/22/14

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE FOUNDATION FOR THE DEVELOPMENT OF HUMAN POTENTIAL PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). THE FOUNDATION FOR THE DEVELOPMENT OF HUMAN POTENTIAL IS A PRIVATE, GRANT-MAKING FOUNDATION THAT DOES NOT CONDUCT ANY PROGRAMS OF ITS OWN. SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT WILL BE AVAILABLE AFTER MAY 15, 2014

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. TO THE KNOWLEDGE OF THE GRANTOR, NEITHER PRINCIPAL NOR THE INCOME FROM THE GRANT FUNDS HAS BEEN USED FOR ANY PURPOSE WHICH WOULD RESULT IN TAX UNDER IRC SECTION 4945(D). NO VERIFICATIONS HAVE BEEN UNDERTAKEN.

GRANTEE'S NAME

THE ART COMPLEX MUSEUM

GRANTEE'S ADDRESS

PO BOX 2814
DUXBURY, MA 02331

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
93,000.	04/19/12	93,000.	10/22/14

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE ART COMPLEX, INC PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT WILL BE AVAILABLE AFTER MAY 15, 2014

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. TO THE KNOWLEDGE OF THE GRANTOR, NEITHER PRINCIPAL NOR THE INCOME FROM THE GRANT FUNDS HAS BEEN USED FOR ANY PURPOSE WHICH WOULD RESULT IN TAX UNDER IRC SECTION 4945(D). NO VERIFICATIONS HAVE BEEN UNDERTAKEN.

GRANTEE'S NAME

OPEN MINDS, INC

GRANTEE'S ADDRESS

PO BOX 1195
DUXBURY, MA 02331

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
50,000.	04/06/12	50,000.	10/22/14

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE OPEN MINDS, INC PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT WILL BE AVAILABLE AFTER MAY 15, 2014

ANY DIVERSION BY GRANTEE

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RESULTS OF VERIFICATION

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GRANTEE'S NAME

OPEN MINDS, INC

GRANTEE'S ADDRESS

PO BOX 1195
DUXBURY, MA 02331

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
50,000.	12/12/12	48,799.	10/22/14

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE OPEN MINDS, INC PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

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GRANTEE'S NAME

THE ART COMPLEX MUSEUM

GRANTEE'S ADDRESS

PO BOX 2814
DUXBURY, MA 02331

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
5,000.	08/01/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

THE ART COMPLEX MUSEUM

GRANTEE'S ADDRESS

PO BOX 2814
DUXBURY, MA 02331

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
40,000.	12/09/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

THE ART COMPLEX MUSEUM

GRANTEE'S ADDRESS

PO BOX 2814
DUXBURY, MA 02331

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
76,908.	12/09/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

HOME FOR LIFE FOUNDATION

GRANTEE'S ADDRESS

332 MINNESOTA STREET, SUITE 3090
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000.	01/02/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

THE JONTY FOUNDATION FOR RESEARCH IN IMMUNO ENDOCRINE NEUROLOGICAL DISORDER

GRANTEE'S ADDRESS

332 MINNESOTA STREET, SUITE 3090
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
10,000.	01/02/13	10,000.	10/22/14

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

THE JONTY FOUNDATION FOR RESEARCH IN IMMUNO ENDOCRINE NEUROLOGICAL DISORDER

GRANTEE'S ADDRESS

332 MINNESOTA STREET, SUITE 3090
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
15,000.	07/22/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

THE JONTY FOUNDATION FOR RESEARCH IN IMMUNO ENDOCRINE NEUROLOGICAL DISORDER

GRANTEE'S ADDRESS

332 MINNESOTA STREET, SUITE 3090
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
100,000.	07/22/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

WEYERHAEUSER FAMILY FOUNDATION

GRANTEE'S ADDRESS

30 EAST SEVENTH STREET, SUITE 2000
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
1,000.	08/15/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

WEYERHAEUSER FAMILY FOUNDATION

GRANTEE'S ADDRESS

30 EAST SEVENTH STREET, SUITE 2000
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
2,000.	08/15/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

WEYERHAEUSER FAMILY FOUNDATION

GRANTEE'S ADDRESS

30 EAST SEVENTH STREET, SUITE 2000
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
25,000.	12/05/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

THERESA A. & VINCENT J. BAKER CHARITABLE TRUST

GRANTEE'S ADDRESS

332 MINNESOTA STREET, SUITE 3090
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
7,000.	01/02/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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GRANTEE'S NAME

FOUNDATION FOR THE DEVELOPMENT OF HUMAN POTENTIAL

GRANTEE'S ADDRESS

30 EAST SEVENTH STREET, SUITE 2000
ST PAUL, MN 55101

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
105,000.	07/31/13	

PURPOSE OF GRANT

FOR GENERAL SUPPORT PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

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ARTICLES OF AMENDMENT AMENDING AND RESTATING THE ARTICLES OF INCORPORATION OF CHERBEC ADVANCEMENT FOUNDATION

Cherbec Advancement Foundation, a Minnesota nonprofit corporation (the "corporation"), acting through its President, hereby files these Articles of Amendment amending and restating its Articles of Incorporation as follows:

ARTICLE I.

Name

The name of this corporation shall be Cherbec Advancement Foundation.

ARTICLE II.

Purpose

The primary purpose of this corporation is exclusively charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or such other provisions of Minnesota or federal law as may from time to time be applicable. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. In furtherance of that purpose, the corporation may make distributions to or for the benefit of one or more organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and may engage directly in activities which are in furtherance of its charitable purpose. The corporation:

(1) shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by section 4942(a) of the Code;

(2) may not engage in an act of "self-dealing" as defined in section 4941(d) of the Code that would give rise to liability for the tax imposed by section 4941(a) of the Code;

(3) may not retain "excess business holdings" as defined in section 4943(c) of the Code that would give rise to liability for the tax imposed by section 4943(a) of the Code;

(4) may not make investments that would jeopardize the carrying out of the exempt purposes of the corporation, within the meaning of section 4944 of the Code so as to give rise to liability for the tax imposed by section 4944(a) of the Code; and

(5) may not make a "taxable expenditure" as defined in section 4945(d) of the Code that would give rise to liability for the tax imposed by section 4945(a) of the Code.

ARTICLE III.

Powers

Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, scientific, literary or educational purposes and in such manner that no part of the net earnings of this corporation will in any event inure to the benefit of any person or entity that is not an organization described in Section 501(c)(3) of the Code. This corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Code and regulations issued thereunder. This corporation shall not engage in any activity which may not be carried on (1) by an organization which is exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code or (2) by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code. No part of the principal, assets or net income of this corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Code and regulations issued thereunder. No individual or entity that is not an organization described in Section 501(c)(3) of the Code, including any officer or director of this corporation shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of this corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the directors or officers of this corporation may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

ARTICLE IV.

Inurement of Income

This corporation shall not afford pecuniary gain incidentally or otherwise to any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods received, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles.

ARTICLE V.

Duration

The duration of this corporation shall be perpetual.

ARTICLE VI.

Registered Office

The registered office of this corporation shall be located at 30 E. 7th Street, Suite 2000, St. Paul, Minnesota 55101.

ARTICLE VII.

Members

This corporation shall have no members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board.

ARTICLE VIII.

Directors

The management of this corporation shall be vested in a Board of Directors. The Board of Directors shall initially consist of six directors to be named by the incorporator. Thereafter the Board of Directors shall consist of the number of directors provided in the Bylaws of this corporation. The initial Board of Directors shall continue in office until successors are elected and qualified as provided by law or in the Bylaws of this corporation. The terms of office of the directors, other than the members of the initial Board of Directors, shall be fixed by the Bylaws of this corporation.

ARTICLE IX.

Less Than Unanimous Written Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present.

ARTICLE X.

Dissolution

In the event of the liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed as provided in the Bylaws of this corporation, or in the absence of any such provision in the Bylaws, in such manner as the Board of Directors of this corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall by the affirmative vote of a majority of the directors determine to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Code or such other provisions of Minnesota or federal law as may from time to time be applicable.

ARTICLE XI.

Amendment

These Articles may be amended at any time and from time to time by the affirmative vote of a majority of directors then in office, at a meeting for which notice of the meeting and the proposed amendment have been given.

The foregoing Articles of Amendment Amending and Restating the Articles of Incorporation of Cherbec Advancement Foundation have been adopted pursuant to Minnesota Statutes Chapter 317A, and shall be effective when filed with the Office of the Secretary of State.

Date: July 20, 2012

CHERBEC ADVANCEMENT FOUNDATION

By Joseph S. Micallef
Its Secretary

GP:3194039 v2

Work Item 680619100022
Original File Number 1Q-482

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
07/10/2013 11:59 PM

Mark Ritchie

Mark Ritchie
Secretary of State

AMENDED AND RESTATED BYLAWS OF
CHERBEC ADVANCEMENT FOUNDATION

This instrument constitutes the Bylaws of Cherbec Advancement Foundation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

CORPORATE SEAL

Section 1.1. The corporation shall not have a seal.

ARTICLE II

MEMBERS

Section 2.1. This corporation shall have no Members.

Section 2.2. Any action or approval of the Members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the directors present at a duly held meeting. The Board of Directors shall consist of three (3) or more individuals as established from time to time by resolution of the Board of Directors.

Section 3.2. At all meetings of the Board of Directors at least one-third of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business; except that at least two directors must be present to constitute a quorum.

Section 3.3. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 3.4. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action.

When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.5. The Board of Directors shall have meetings at such places and times as it shall establish by resolution. One meeting shall be designated as the annual meeting, at which the Board of Directors shall elect the Secretary and the Treasurer, and the President if applicable; shall review the corporation's conflict of interest policy; shall review the financial statements of the corporation; and shall conduct such other items of business as the Board of Directors may determine.

Section 3.6. A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice.

Section 3.7. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 3.8. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 3.9. Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.10. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof.

Section 3.11. Notice shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the director of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the corporation. Whenever written notice to directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify directors by telephone of the meeting at the time of giving written notice, but the failure to contact any director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting. Notwithstanding the foregoing, no written notice of any meeting of the Board of Directors is required if the date, time and place of the meeting was announced at a previous meeting of the Board.

Section 3.12. One or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or, if authorized by the Board of Directors, by another means of remote communication, in each case through which that director, other directors so participating, and all directors present at the meeting may participate with each other during the meeting. Alternatively, if authorized by the Board of Directors, any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting. For these purposes, "remote communication" means communication via electronic communication, conference telephone, video conference, the internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Section 3.13. Directors shall not be compensated for their duties as directors, but may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE IV

OFFICERS

Section 4.1. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.2. The duties of the officers of this corporation shall be:

4.2.1. President - The President shall be the chief executive officer of the corporation and shall be responsible for the day to day operations of the corporation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors.

4.2.2. Secretary - The Secretary shall attend meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

4.2.3. Treasurer - The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.3. The President shall be a member of the Board of Directors. All other officers may but need not be members of the Board of Directors.

Section 4.4. All officers of the corporation except the President shall serve for a term of one year and shall be elected annually by the Board of Directors. The President shall hold office at the discretion of the Board of Directors. An officer shall hold office until his or her successor shall have been elected or until his or her prior death, resignation or removal from office as hereinafter provided.

Section 4.5. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.6. A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

ARTICLE V

STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 5.1. It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5.2. The conflict of interest policy of the corporation is as follows:

5.2.1. It shall be the policy of the corporation that it shall not engage in any activities that would constitute self-dealing under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). In addition, it is the policy of the corporation that all interested persons shall scrupulously avoid any conflict between their own respective individual interests and the interests of the corporation in any and all actions taken by them on behalf of the corporation in their representative capacities. No interested person of the corporation shall use his or her position in a manner that may create a conflict between personal interests and those of the corporation or related entity, or otherwise engage in actions that may create a conflict of interest. Interested persons shall comply with all governmental statutes, ordinances and regulations, including those relating to conflicts of interest. "Interested person" means directors, officers, and substantial contributors to, the corporation.

5.2.2. A conflict of interest exists when any interested person of the corporation has a direct or indirect interest in or a relationship with any individual or organization which proposes to enter into any transaction with the corporation for the sale, purchase, lease or rental of property, or the loan of money, or to render or employ services, personal or otherwise; or with any individual or organization that proposes to submit a grant application to the Foundation or currently receives grant funding from the Foundation.

5.2.3. The following are considered direct or indirect interests or relationships which would trigger this conflict of interest policy. As a result, the requirements of Section 5.2.4 must be met if the corporation is contemplating a transaction with any of the following:

(a) an interested person of the corporation, or a member of the family of an interested person of the corporation (for purposes of this Section 5.2.3, a member of the family is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister);

(b) a director of a related organization, or a member of the family of a director of a related organization;

(c) an organization in which an interested person of the corporation, or a member of the family of an interested person, is a director, officer, or legal representative; or

(d) an organization in which an interested person of the corporation, or a member of the family of an interested person, has a material financial interest.

5.2.4. The corporation may enter into a transaction involving a conflict of interest if it has determined the transaction would not constitute self-dealing under the Internal Revenue Code and if all of the following are true:

(a) Fairness and Reasonableness: The contract or transaction was fair and reasonable to the corporation. Whether a contract or transaction is fair and reasonable to the corporation will be determined by looking to the time the contract or transaction was authorized, approved or ratified. The party asserting the validity of the contract or transaction has the burden of establishing the contract's or transaction's fairness and reasonableness to the corporation.

(b) Disclosure of Material Facts to Board of Directors: The material facts about both the contract or transaction and the person's interest in the contract or transaction are either fully disclosed or known to the Board of Directors or a committee of the Board.

(c) Approval by Board of Directors: The contract or transaction must be authorized, ratified, or approved in good faith by a majority of the Board of Directors or committee of the Board.

5.2.5. A copy of this statement shall be furnished to each director, committee member or executive who is presently serving the corporation or who may hereafter become associated with the corporation.

5.2.6. This policy shall be called to the attention of the Board of Directors of the corporation, at least annually at a regular meeting thereof, and such action shall be recorded in the minutes of such meeting.

ARTICLE VI

FINANCE

Section 6.1. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 6.2. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 6.3. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 6.4. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 6.5. Title to all property shall be held in the name of the corporation.

Section 6.6. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE VII

INDEMNIFICATION

Section 7.1. In connection with any judicial proceeding, whether civil or criminal, or any administrative proceeding, including, but not limited to, any judicial or administrative proceedings involving Chapter 42 of the Internal Revenue Code or state laws relating to mismanagement of funds of charitable organizations, the corporation may indemnify a "disqualified person" with respect to the corporation within the meaning of Section 4946 of the Internal Revenue Code ("Disqualified Person") only against all expenses (other than taxes, penalties, or expenses of correction), including attorney's fees, sustained in connection with the defense of any such proceeding only if:

(a) such expenses are reasonably incurred by him or her in connection with such proceeding, and

(b) he or she is successful in such defense, or such proceeding is terminated by settlement, and he or she has not acted willfully and without reasonable cause with respect to the act or failure to act which gave rise to the proceeding with respect to which such expenses were incurred.

Any indemnification available under this section shall be limited to suits or actions brought against the individual in his or her capacity as an officer, director, employee or agent of the corporation. The corporation may not indemnify a person who is a Disqualified Person against judgments, fines, taxes, expenses of correction, and amounts paid in settlement with respect to any judicial proceedings, whether civil or criminal or any administrative proceedings, including, but not limited to, any judicial or administrative proceedings involving Chapter 42 of the Internal Revenue Code or state laws relating to mismanagement of funds of charitable organizations.

Section 7.2. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article, provided that each Disqualified Person's share of the premium for an insurance policy which covers amounts the indemnification of which directly by the corporation would constitute an act or acts of self dealing within the meaning of Section 4941 of the Internal Revenue Code and the regulations thereunder shall be treated as compensation paid to such Disqualified Person, and further provided, that such share of such premium shall be paid by the corporation only if such payment would not cause the total compensation paid to such Disqualified Person by the corporation to be unreasonable or excessive.

ARTICLE VIII

COMMITTEES

Section 8.1. The Board of Directors may establish one or more committees by resolutions approved by a majority of the directors then in office. Committees will have the authority of the Board of Directors in the management of the business of the corporation, to the extent provided in the resolution establishing the committee or a subsequent resolution approved by a majority of the directors then in office. Committees are at all times subject to the direction and control of the Board of Directors. Committee members must be natural persons.

Section 8.2. The President, or a representative appointed by the President, is an *ex officio* member, without voting rights, of each committee of the corporation.

Section 8.3. The provisions of these Bylaws apply to committees and committee members to the same extent they apply to the Board of Directors and directors, including, without limitation, the provisions with respect to meetings and notice, written actions, and valid acts. Each committee shall keep regular minutes of its proceedings and provide periodic reports to the Board of Directors.

ARTICLE IX

AMENDMENT OF BYLAWS

AMENDMENT OF BYLAWS

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation.

Joseph S. Micallef

Secretary

Amended as of July 20, 2012.

GP 3024602 v5

WRITTEN ACTION OF THE
BOARD OF DIRECTORS OF THE
CHERBEC ADVANCEMENT FOUNDATION

The undersigned, being at least a majority of the members of the Board of Directors of Cherbec Advancement Foundation, a Minnesota nonprofit corporation (the "Foundation"), do hereby take the following actions pursuant to Section 317A.239, Subd. 1 of the Minnesota Statutes in lieu of a meeting of Directors:

Regarding Contributions from the
Robert M. Weyerhaeuser 2012 Charitable Trust

WHEREAS, on December 13, 2012, Robert M. Weyerhaeuser signed the Robert M. Weyerhaeuser 2012 Charitable Trust (the "RMW Trust") and named Charles A. Weyerhaeuser and Carrie W. Farmer as trustees;

WHEREAS, the RMW Trust is a Charitable Lead Unitrust within the meaning of Rev. Proc. 2008-45 and it provides that its annual unitrust payments must be paid to one or more charitable organizations selected by the Trustees;

WHEREAS, for 2013, the Trustees of the RMW Trust intend to designate the Foundation as recipient of the RMW Trust's 2013 annual unitrust amount;

WHEREAS, the assets comprising the 2013 distribution from the RMW Trust will be segregated by the Foundation for accounting purposes upon receipt and Robert M. Weyerhaeuser will have no control over or decision making authority with respect to this segregated fund;

WHEREAS, the Foundation desires to formalize a plan for the segregation and separate governance of these assets going forward;

WHEREAS, guidance from the IRS suggests that the Foundation's governance documents should be amended to further protect against any control by Robert M. Weyerhaeuser over distributions received from the RMW Trust and the Foundation intends to fully comply with IRS guidance and best practices;

Regarding Contributions from the
Charles A. Weyerhaeuser 2012 Charitable Trust

WHEREAS, on December 13, 2012, Charles A. Weyerhaeuser signed the Charles A. Weyerhaeuser 2012 Charitable Trust (the "CAW Trust") and named Robert M. Weyerhaeuser and Carrie W. Farmer as trustees;

WHEREAS, the CAW Trust is a Charitable Lead Unitrust within the meaning of Rev. Proc. 2008-45 and it provides that its annual unitrust payments must be paid to one or more charitable organizations selected by the Trustees;

WHEREAS, for 2013, the Trustees of the CAW Trust intend to designate the Foundation as recipient of the CAW Trust's 2013 annual unitrust amount;

WHEREAS, the assets comprising the 2013 distribution from the CAW Trust will be segregated by the Foundation for accounting purposes upon receipt and Charles A. Weyerhaeuser will have no control over or decision making authority with respect to this segregated fund;

WHEREAS, the Foundation desires to formalize a plan for the segregation and separate governance of these assets going forward;

WHEREAS, guidance from the IRS suggests that the Foundation's governance documents should be amended to further protect against any control by Charles A. Weyerhaeuser over distributions received from the CAW Trust and the Foundation intends to fully comply with IRS guidance and best practices;

Changes to the Bylaws

NOW, THEREFORE, BE IT RESOLVED, That Article IX of the Bylaws of the Cherbec Advancement Foundation dated July 20, 2012 is hereby replaced with the following Articles IX and X:

"**ARTICLE IX**

SEGREGATED FUNDS

Section 9.1. The Board of Directors may designate any assets received by the Foundation as a Segregated Fund, as defined in Section 9.2, by an affirmative vote of a majority of the then serving Directors. Without any further action by the Board of Directors, any distributions received by the Foundation from the Charles A. Weyerhaeuser 2012 Charitable Trust dated December 13, 2012 or the Robert M. Weyerhaeuser 2012 Charitable Trust dated December 13, 2012 must be automatically placed into either separate Segregated Funds or added to existing separate Segregated Funds holding prior distributions from those respective trusts.

Section 9.2. A Segregated Fund is a fund of the Foundation that has the following characteristics: (1) the fund is segregated for accounting purpose; and (2) any Disqualified Director as to the fund is prohibited from voting on decisions related to the management of and grant-making from the fund.

Section 9.3. The Board of Directors by an affirmative vote of a majority of the then serving Directors may determine that a

Director is a Disqualified Director with respect to any Segregated Fund. Moreover, Charles A. Weyerhaeuser is a Disqualified Director with respect to any Segregated Fund holding assets received from the Charles A. Weyerhaeuser 2012 Charitable Trust dated December 13, 2012 and Robert M. Weyerhaeuser is a Disqualified Director with respect to any Segregated Fund holding assets received from the Robert M. Weyerhaeuser 2012 Charitable Trust dated December 13, 2012.

Section 9.4. The Board of Directors may remove assets from a Segregated Fund under this article if there are no Disqualified Directors as to that Segregated Fund and such a removal is approved by a majority of the then serving Directors.

ARTICLE X

AMENDMENT TO BYLAWS

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that a Disqualified Director a defined in Section 9.3, may not participate in a vote to amend or repeal ARTICLE IX or ARTICLE X of the Bylaws. Amendments to Article IX or ARTICLE X of the Bylaws may be made by a majority of the then serving Directors that are not Disqualified Directors as defined in Section 9.3."

RESOLVED FURTHER, that any one officer of the Foundation is authorized to take or cause to be taken any and all actions (including preparing, executing, issuing, and delivering and filing any and all instruments, documents and agreements and amendments thereto) and to do any and all other acts or things in the name and on behalf of the Foundation as such officer may deem necessary or appropriate to effect these resolutions.

This action shall be effective as of the 1st day of July, 2013. This action may be executed in counterparts and either electronically or by hand.

Charles A. Weyerhaeuser	Carrie W. Farmer
Henry G. Weyerhaeuser	Robert M. Weyerhaeuser
Elizabeth W. Bentinck-Smith	

Director is a Disqualified Director with respect to any Segregated Fund. Moreover, Charles A. Weyerhaeuser is a Disqualified Director with respect to any Segregated Fund holding assets received from the Charles A. Weyerhaeuser 2012 Charitable Trust dated December 13, 2012 and Robert M. Weyerhaeuser is a Disqualified Director with respect to any Segregated Fund holding assets received from the Robert M. Weyerhaeuser 2012 Charitable Trust dated December 13, 2012.

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The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that a Disqualified Director a defined in Section 9.3, may not participate in a vote to amend or repeal ARTICLE IX or ARTICLE X of the Bylaws. Amendments to Article IX or ARTICLE X of the Bylaws may be made by a majority of the then serving Directors that are not Disqualified Directors as defined in Section 9.3."

RESOLVED FURTHER, that any one officer of the Foundation is authorized to take or cause to be taken any and all actions (including preparing, executing, issuing, and delivering and filing any and all instruments, documents and agreements and amendments thereto) and to do any and all other acts or things in the name and on behalf of the Foundation as such officer may deem necessary or appropriate to effect these resolutions.

This action shall be effective as of the 1st day of July, 2013. This action may be executed in counterparts and either electronically or by hand.

______________________	Carrie W. Farmer 12/18/13
Charles A. Weyerhaeuser	Carrie W. Farmer
______________________	______________________
Henry G. Weyerhaeuser	Robert M. Weyerhaeuser
______________________	
Elizabeth W. Bentinck-Smith	

Director is a Disqualified Director with respect to any Segregated Fund. Moreover, Charles A. Weyerhaeuser is a Disqualified Director with respect to any Segregated Fund holding assets received from the Charles A. Weyerhaeuser 2012 Charitable Trust dated December 13, 2012 and Robert M. Weyerhaeuser is a Disqualified Director with respect to any Segregated Fund holding assets received from the Robert M. Weyerhaeuser 2012 Charitable Trust dated December 13, 2012.

Section 9.4. The Board of Directors may remove assets from a Segregated Fund under this article if there are no Disqualified Directors as to that Segregated Fund and such a removal is approved by a majority of the then serving Directors.

ARTICLE X

AMENDMENT TO BYLAWS

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that a Disqualified Director a defined in Section 9.3, may not participate in a vote to amend or repeal ARTICLE IX or ARTICLE X of the Bylaws. Amendments to Article IX or ARTICLE X of the Bylaws may be made by a majority of the then serving Directors that are not Disqualified Directors as defined in Section 9.3."

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This action shall be effective as of the 1st day of July, 2013. This action may be executed in counterparts and either electronically or by hand.

Charles A. Weyerhaeuser

Charles A. Weyerhaeuser | Carrie W. Farmer

Henry G. Weyerhaeuser | Robert M. Weyerhaeuser

Elizabeth W. Bentinck-Smith

Director is a Disqualified Director with respect to any Segregated Fund. Moreover, Charles A. Weyerhaeuser is a Disqualified Director with respect to any Segregated Fund holding assets received from the Charles A. Weyerhaeuser 2012 Charitable Trust dated December 13, 2012 and Robert M. Weyerhaeuser is a Disqualified Director with respect to any Segregated Fund holding assets received from the Robert M. Weyerhaeuser 2012 Charitable Trust dated December 13, 2012.

Section 9.4. The Board of Directors may remove assets from a Segregated Fund under this article if there are no Disqualified Directors as to that Segregated Fund and such a removal is approved by a majority of the then serving Directors.

ARTICLE X

AMENDMENT TO BYLAWS

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that a Disqualified Director a defined in Section 9.3, may not participate in a vote to amend or repeal ARTICLE IX or ARTICLE X of the Bylaws. Amendments to Article IX or ARTICLE X of the Bylaws may be made by a majority of the then serving Directors that are not Disqualified Directors as defined in Section 9.3."

RESOLVED FURTHER, that any one officer of the Foundation is authorized to take or cause to be taken any and all actions (including preparing, executing, issuing, and delivering and filing any and all instruments, documents and agreements and amendments thereto) and to do any and all other acts or things in the name and on behalf of the Foundation as such officer may deem necessary or appropriate to effect these resolutions.

This action shall be effective as of the 1st day of July, 2013. This action may be executed in counterparts and either electronically or by hand.

Charles A. Weyerhaeuser	Carrie W. Farmer
Henry G. Weyerhaeuser	Robert M Weyerhaeuser Robert M. Weyerhaeuser
Elizabeth W. Bentinck-Smith	