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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

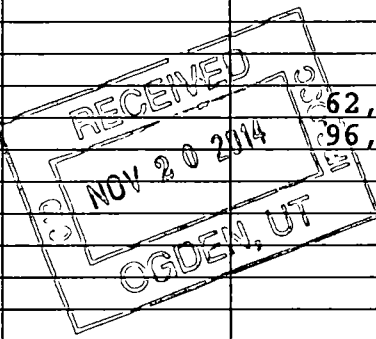
, and ending

Name of foundation WEYERHAEUSER FAMILY FOUNDATION, INC		A Employer identification number 41-6012062
Number and street (or P.O. box number if mail is not delivered to street address) 30 EAST SEVENTH 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 <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,242,139.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,255,820.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		585,677.	577,068.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,606,445.			STATEMENT 1
b Gross sales price for all assets on line 6a		7,364,546.			
7 Capital gain net income (from Part IV, line 2)			1,593,303.		
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		66,438.	153,254.		STATEMENT 3
12 Total. Add lines 1 through 11		3,514,380.	2,323,625.		
13 Compensation of officers, directors, trustees, etc		390.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		78,628.	14,226.		62,902.
c Other professional fees STMT 5		96,652.	0.		96,652.
17 Interest			5,266.		
18 Taxes STMT 6		49,307.	11,358.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		90,309.	51,179.		90,209.
24 Total operating and administrative expenses. Add lines 13 through 23		315,286.	82,029.		249,763.
25 Contributions, gifts, grants paid		819,378.			819,332.
26 Total expenses and disbursements. Add lines 24 and 25		1,134,664.	82,029.		1,069,095.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,379,716.			
b Net investment income (if negative, enter -0-)			2,241,596.		
c Adjusted net income (if negative, enter -0-)				N/A	

ENVELOPE NOV 17 2014
POSTMARK DATE

SCANNED NOV 24 2014



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable 1,200.			
	Less: allowance for doubtful accounts	341,089.	1,200.	1,200.
	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 10	13,390,087.	12,895,523.	16,996,844.
	c Investments - corporate bonds STMT 11	4,684,714.	7,780,137.	8,312,722.
	11 Investments - land, buildings, and equipment basis			
Liabilities	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	751,593.	863,972.	871,373.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation			
	15 Other assets (describe STATEMENT 13)	65,000.	60,000.	60,000.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	19,232,483.	21,600,832.	26,242,139.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	19,232,483.	21,600,832.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	19,232,483.	21,600,832.	
	31 Total liabilities and net assets/fund balances	19,232,483.	21,600,832.	

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	19,232,483.
2 Enter amount from Part I, line 27a	2	2,379,716.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	3,522.
4 Add lines 1, 2, and 3	4	21,615,721.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	15,279.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,600,442.

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 7,364,546.		5,771,243.	1,593,303.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			1,593,303.	
2 Capital gain net income or (net capital loss)		2		1,593,303.
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	1,094,038.	21,837,499.	.050099
2011	947,919.	21,046,128.	.045040
2010	840,288.	19,533,566.	.043018
2009	936,775.	15,768,984.	.059406
2008	1,033,515.	18,761,742.	.055086
2 Total of line 1, column (d)			2 .252649
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 .050530
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 24,053,366.
5 Multiply line 4 by line 3			5 1,215,417.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 22,416.
7 Add lines 5 and 6			7 1,237,833.
8 Enter qualifying distributions from Part XII, line 4			8 1,069,095.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	44,832.
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	44,832.
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	44,832.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	33,607.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	24,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	58,107.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,275.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 13,275. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.WFAMILYFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>FIDUCIARY COUNSELLING, INC</u> Telephone no. ► <u>651-228-0935</u> Located at ► <u>30 EAST 7TH ST, STE 2000, ST. PAUL, MN</u> ZIP+4 ► <u>55101</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? ☐ N/A ☒ 5b

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No 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 ☐ Yes ☐ No 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 14		0.	0.	2,175.

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

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

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDUCIARY COUNSELLING - 30 EAST 7TH ST, STE 2000, ST. PAUL, MN 55101-4930	ACCT, TAX/CUST, INV	78,628.
PETER KONRAD COMPANY, DENVER, CO	CONSULTING	77,868.

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	23,712,864.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	706,797.
d	Total (add lines 1a, b, and c)	1d	24,419,661.
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	24,419,661.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	366,295.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,053,366.
6	Minimum investment return. Enter 5% of line 5	6	1,202,668.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,202,668.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	44,832.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	61.
c	Add lines 2a and 2b	2c	44,893.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,157,775.
4	Recoveries of amounts treated as qualifying distributions	4	5,000.
5	Add lines 3 and 4	5	1,162,775.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,162,775.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,069,095.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,069,095.
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	1,069,095.

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				1,162,775.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			961,431.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 1,069,095.				
a Applied to 2012, but not more than line 2a			961,431.	
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				107,664.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				1,055,111.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

- 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 | | | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |

- (4) Gross investment income**

2013.04030 WEYERHAEUSER FAMILY FOUNDAT 190001

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

Employer identification number

WEYERHAEUSER FAMILY FOUNDATION, INC**41-6012062**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TOTAL CASH CONTRIBUTIONS UNDER \$5,000	\$ 60,885.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	BETTE D. MOORMAN 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	ROSENBERRY CHARITABLE TERM TRUST 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	KYLE REITER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	LUCY ROSENBERRY JONES CHARITABLE TRUST 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	STANLEY R. DAY, JR. AND DANA L. DAY 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

WEYERHAEUSER FAMILY FOUNDATION, INC

41-6012062

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	TOTAL NON CASH CONTRIBUTIONS UNDER \$5,000	\$ 13,001.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
8	MR. AND MRS. STEVEN G. JOHNSON P.O. BOX 1278 TACOMA, WA 98401	\$ 7,934.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	WEYERHAEUSER/DAY FOUNDATION 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	CHERBEC ADVANCEMENT FOUNDATION 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 28,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	WILLIAM T. WEYERHAEUSER & GAIL T. WEYERHAEUSER P.O. BOX 1278 TACOMA, WA 98401	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	ELISE R. DONOHUE CHARITABLE TRUST 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	GEORGE H. AND WENDY W. WEYERHAEUSER P.O. BOX 1278 TACOMA, WA 98401	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	LEILEE WEYERHAEUSER P.O. BOX 1278 TACOMA, WA 98401	\$ 36,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	MR. AND MRS. CHARLES L. WEYERHAEUSER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	JAINA DAVIS 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	W. JOHN DRISCOLL ESTATE TRUST 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

41-6012062

[illegible]

Name of organization

Employer identification number

WEYERHAEUSER FAMILY FOUNDATION, INC**41-6012062**

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

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

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a LITIGATION PROCEEDS				
b ARTISAN INTL VALUE FUND		P	11/12/10	06/14/13
c ARTISAN INTL VALUE FUND		P	11/12/10	11/29/13
d ARTISAN INTL VALUE FUND		P	11/21/13	11/29/13
e ARTISAN INTL VALUE FUND		P	11/21/13	11/29/13
f ARTISAN INTL VALUE FUND		P	11/21/13	11/29/13
g CLEARWATER SMALL COMPANIES FUND		P	12/28/00	11/29/13
h CLEARWATER SMALL COMPANIES FUND		P	11/19/02	11/29/13
i CLEARWATER SMALL COMPANIES FUND		P	12/31/07	11/29/13
j CLEARWATER SMALL COMPANIES FUND		P	03/13/08	11/29/13
k CLEARWATER SMALL COMPANIES FUND		P	12/27/11	11/29/13
l CLEARWATER SMALL COMPANIES FUND		P	12/28/12	11/29/13
m CLEARWATER SMALL COMPANIES FUND		P	12/28/12	11/29/13
n CLEARWATER SMALL COMPANIES FUND		P	12/28/12	11/29/13
o CLEARWATER SMALL COMPANIES FUND		P	01/02/13	06/14/13

(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 2,407.			2,407.
b 19,000.		14,895.	4,105.
c 135,983.		98,883.	37,100.
d 36,525.		36,089.	436.
e 6,040.		5,968.	72.
f 12,452.		12,303.	149.
g 630,218.		307,744.	322,474.
h 19,547.		9,836.	9,711.
i 307,023.		205,917.	101,106.
j 217,654.		132,500.	85,154.
k 196,582.		135,560.	61,022.
l 15,091.		11,123.	3,968.
m 202,839.		149,499.	53,340.
n 2,816.		2,075.	741.
o 230,000.		203,372.	26,628.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,407.
b			4,105.
c			37,100.
d			436.
e			72.
f			149.
g			322,474.
h			9,711.
i			101,106.
j			85,154.
k			61,022.
l			3,968.
m			53,340.
n			741.
o			26,628.

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	CLEARWATER SMALL COMPANIES FUND	P	01/02/13	11/29/13
b	DODGE & COX INTL STOCK FUND	P	11/06/06	11/29/13
c	DODGE & COX INTL STOCK FUND	P	11/06/06	06/14/13
d	DODGE & COX INTL STOCK FUND	P	11/06/06	11/29/13
e	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	10/17/07	11/29/13
f	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	12/24/07	11/29/13
g	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	12/24/07	11/29/13
h	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	03/12/08	11/29/13
i	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	12/29/10	11/29/13
j	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	12/28/12	11/29/13
k	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	12/28/12	11/29/13
l	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	06/18/02	11/29/13
m	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/24/08	11/29/13
n	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/28/11	06/14/13
o	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/28/11	11/29/13

(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 286,230.		220,628.	65,602.
b 167,980.		165,304.	2,676.
c 12,985.		14,795.	-1,810.
d 6,005.		5,953.	52.
e 94,399.		106,378.	-11,979.
f 19,524.		21,219.	-1,695.
g 19,309.		20,985.	-1,676.
h 46,175.		47,015.	-840.
i 15,909.		16,477.	-568.
j 20,684.		20,385.	299.
k 8,492.		8,365.	127.
l 281,268.		151,967.	129,301.
m 23,766.		13,188.	10,578.
n 14,342.		11,789.	2,553.
o 15,951.		11,510.	4,441.

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			65,602.
b			2,676.
c			-1,810.
d			52.
e			-11,979.
f			-1,695.
g			-1,676.
h			-840.
i			-568.
j			299.
k			127.
l			129,301.
m			10,578.
n			2,553.
o			4,441.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/22/11	06/14/13
b	OAKMARK SELECT FD	P	11/08/06	06/14/13
c	OAKMARK SELECT FD	P	11/08/06	11/29/13
d	OAKMARK SELECT FD	P	12/14/06	11/29/13
e	OAKMARK SELECT FD	P	12/14/06	11/29/13
f	OAKMARK SELECT FD	P	11/08/06	11/29/13
g	HUSSMAN STRATEGIC GROWTH	P	05/03/10	11/29/13
h	HUSSMAN STRATEGIC GROWTH	P	12/31/10	11/29/13
i	HUSSMAN STRATEGIC GROWTH	P	12/30/11	11/29/13
j	HUSSMAN STRATEGIC GROWTH	P	12/31/12	11/29/13
k	LOOMIS SAYLES BOND INSTL	P	10/04/10	11/29/13
l	LOOMIS SAYLES BOND INSTL	P	12/03/10	11/29/13
m	LOOMIS SAYLES BOND INSTL	P	07/23/12	11/29/13
n	LOOMIS SAYLES BOND INSTL	P	08/23/12	11/29/13
o	LOOMIS SAYLES BOND INSTL	P	09/21/12	11/29/13

(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 4,643.		3,882.	761.
b 87,000.		89,815.	-2,815.
c 221,375.		198,971.	22,404.
d 95,281.		78,481.	16,800.
e 16,756.		13,802.	2,954.
f 138,587.		124,460.	14,127.
g 478,541.		595,015.	-116,474.
h 1,079.		1,311.	-232.
i 2,388.		2,937.	-549.
j 6,832.		7,238.	-406.
k 394,768.		370,149.	24,619.
l 15,133.		14,183.	950.
m 8,910.		8,483.	427.
n 9,334.		9,033.	301.
o 7,599.		7,514.	85.

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			761.
b			-2,815.
c			22,404.
d			16,800.
e			2,954.
f			14,127.
g			-116,474.
h			-232.
i			-549.
j			-406.
k			24,619.
l			950.
m			427.
n			301.
o			85.

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

2

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LOOMIS SAYLES BOND INSTL	P	10/22/12	11/29/13
b	LOOMIS SAYLES BOND INSTL	P	11/20/12	11/29/13
c	LOOMIS SAYLES BOND INSTL	P	07/26/11	11/29/13
d	LOOMIS SAYLES BOND INSTL	P	05/24/11	11/29/13
e	LOOMIS SAYLES BOND INSTL	P	01/28/13	11/29/13
f	LOOMIS SAYLES BOND INSTL	P	02/25/13	11/29/13
g	LOOMIS SAYLES BOND INSTL	P	03/26/13	11/29/13
h	LOOMIS SAYLES BOND INSTL	P	04/25/13	11/29/13
i	LOOMIS SAYLES BOND INSTL	P	05/28/13	11/29/13
j	LOOMIS SAYLES BOND INSTL	P	06/14/13	11/29/13
k	LOOMIS SAYLES BOND INSTL	P	06/25/13	11/29/13
l	LOOMIS SAYLES BOND INSTL	P	07/26/13	11/29/13
m	LOOMIS SAYLES BOND INSTL	P	08/27/13	11/29/13
n	LOOMIS SAYLES BOND INSTL	P	09/25/13	11/29/13
o	LOOMIS SAYLES BOND INSTL	P	10/28/13	11/29/13

(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	6,405.	6,337.	68.
b	8,273.	8,121.	152.
c	9,144.	8,904.	240.
d	1,003.	972.	31.
e	7,355.	7,404.	-49.
f	8,188.	8,145.	43.
g	8,139.	8,177.	-38.
h	7,932.	8,084.	-152.
i	9,217.	9,381.	-164.
j	40,652.	41,015.	-363.
k	8,226.	7,978.	248.
l	8,651.	8,566.	85.
m	9,498.	9,217.	281.
n	7,639.	7,584.	55.
o	8,559.	8,638.	-79.

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			68.
b			152.
c			240.
d			31.
e			-49.
f			43.
g			-38.
h			-152.
i			-164.
j			-363.
k			248.
l			85.
m			281.
n			55.
o			-79.

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	11/26/13	11/29/13
b	PIMCO ALL ASSET INST CLASS	P	03/23/06	11/29/13
c	PIMCO ALL ASSET INST CLASS	P	09/21/06	11/29/13
d	PIMCO ALL ASSET INST CLASS	P	03/22/07	11/29/13
e	PIMCO ALL ASSET INST CLASS	P	06/21/07	11/29/13
f	PIMCO ALL ASSET INST CLASS	P	09/20/07	11/29/13
g	PIMCO ALL ASSET INST CLASS	P	12/05/05	11/29/13
h	PIMCO ALL ASSET INST CLASS	P	12/29/05	11/29/13
i	PIMCO ALL ASSET INST CLASS	P	09/24/07	11/29/13
j	PIMCO ALL ASSET INST CLASS	P	09/20/12	11/29/13
k	PIMCO ALL ASSET INST CLASS	P	12/05/05	11/29/13
l	PIMCO ALL ASSET INST CLASS	P	12/08/05	11/29/13
m	ST JUDE MED INC COM	P	10/04/78	12/26/13
n	SELECTED AMERICAN SHARES CL D	P	11/08/06	06/14/13
o	SELECTED AMERICAN SHARES CL D	P	11/08/06	11/29/13

(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 8,361.		8,367.	-6.
b 13,167.		13,489.	-322.
c 6,179.		6,325.	-146.
d 13,762.		14,232.	-470.
e 21,793.		22,431.	-638.
f 29,551.		30,823.	-1,272.
g 128,626.		138,111.	-9,485.
h 72,936.		75,013.	-2,077.
i 190,890.		199,893.	-9,003.
j 9,136.		9,358.	-222.
k 37,484.		40,231.	-2,747.
l 7,461.		7,965.	-504.
m 996.		2.	994.
n 46,451.		43,683.	2,768.
o 358,657.		318,103.	40,554.

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			-6.
b			-322.
c			-146.
d			-470.
e			-638.
f			-1,272.
g			-9,485.
h			-2,077.
i			-9,003.
j			-222.
k			-2,747.
l			-504.
m			994.
n			2,768.
o			40,554.

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	SELECTED AMERICAN SHARES CL D	P	11/08/06	06/14/13
b	SELECTED AMERICAN SHARES CL D	P	11/08/06	06/14/13
c	SELECTED AMERICAN SHARES CL D	P	11/08/06	06/14/13
d	SELECTED AMERICAN SHARES CL D	P	07/01/13	11/29/13
e	SELECTED AMERICAN SHARES CL D	P	07/01/13	11/29/13
f	SELECTED AMERICAN SHARES CL D	P	07/01/13	11/29/13
g	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	06/22/12	11/29/13
h	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	02/20/13	11/29/13
i	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	11/06/12	11/29/13
j	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	03/19/13	11/29/13
k	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	04/17/13	11/29/13
l	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	05/17/13	11/29/13
m	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	06/14/13	11/29/13
n	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	06/19/13	11/29/13
o	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	07/17/13	11/29/13

(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	22,466.	21,635.	831.
b	1,885.	1,815.	70.
c	21,183.	20,399.	784.
d	3,158.	2,803.	355.
e	71,477.	63,452.	8,025.
f	7,693.	6,829.	864.
g	7,251.	6,757.	494.
h	5,814.	5,957.	-143.
i	6,141.	6,270.	-129.
j	5,341.	5,468.	-127.
k	5,265.	5,449.	-184.
l	5,268.	5,503.	-235.
m	49,994.	50,015.	-21.
n	5,476.	5,448.	28.
o	5,740.	5,694.	46.

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			831.
b			70.
c			784.
d			355.
e			8,025.
f			864.
g			494.
h			-143.
i			-129.
j			-127.
k			-184.
l			-235.
m			-21.
n			28.
o			46.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	08/19/13	11/29/13
b	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	09/18/13	11/29/13
c	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	10/17/13	11/29/13
d	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	11/19/13	11/29/13
e	TEMPLETON INST FOREIGN SM COS	P	05/07/10	06/14/13
f	TEMPLETON INST FOREIGN SM COS	P	05/07/10	11/29/13
g	TEMPLETON INST FOREIGN SM COS	P	09/10/13	11/29/13
h	TEMPLETON INST FOREIGN SM COS	P	09/10/13	11/29/13
i	TEMPLETON INST FOREIGN SM COS	P	09/10/13	11/29/13
j	TOUCHSTONE EMERGING MARKETS FUND CL I	P	11/12/10	11/29/13
k	TOUCHSTONE EMERGING MARKETS FUND CL I	P	12/30/10	11/29/13
l	VANGUARD PRIMECAP CORE FD	P	11/08/06	06/14/13
m	VANGUARD PRIMECAP CORE FD	P	11/08/06	11/29/13
n	VANGUARD PRIMECAP CORE FD	P	12/28/10	06/14/13
o	VANGUARD PRIMECAP CORE FD	P	12/27/11	06/14/13

(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 5,929.		5,789.	140.
b 6,008.		5,911.	97.
c 6,440.		6,431.	9.
d 5,318.		5,311.	7.
e 58,985.		42,594.	16,391.
f 285,019.		186,344.	98,675.
g 728.		682.	46.
h 1,567.		1,468.	99.
i 1,671.		1,566.	105.
j 105,966.		119,208.	-13,242.
k 2,019.		2,306.	-287.
l 66,477.		48,278.	18,199.
m 453,985.		290,836.	163,149.
n 13,396.		10,467.	2,929.
o 15,742.		12,139.	3,603.

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			140.
b			97.
c			9.
d			7.
e			16,391.
f			98,675.
g			46.
h			99.
i			105.
j			-13,242.
k			-287.
l			18,199.
m			163,149.
n			2,929.
o			3,603.

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	VANGUARD PRIMECAP CORE FD	P	12/17/12	06/14/13
b	BOOK WASH SALE ADJ	P		
c	TAX WASH SALD ADJ	P		
d	TAX WASH SALD ADJ	P		
e	BOOK TO TAX LTCGD ADJ	P		
f	STCL THRU SIT OPP BOND FUND	P		
g	LTCL THRU SIT OPP BOND FUND	P		
h	LTCL THRU SPELL CAPITAL III	P		
i	CAPITAL GAINS DIVIDENDS			
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 20,370.		17,641.	2,729.
b 553.		553.	0.
c 424.			424.
d 3,700.			3,700.
e 19,967.			19,967.
f		228.	-228.
g		2,880.	-2,880.
h		33,572.	-33,572.
i 416,377.			416,377.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,729.
b			0.
c			424.
d			3,700.
e			19,967.
f			-228.
g			-2,880.
h			-33,572.
i			416,377.
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	1,593,303.
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

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LITIGATION PROCEEDS	2,407.	0.	0.	0.	2,407.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ARTISAN INTL VALUE FUND	19,000.	14,895.	0.	0.	4,105.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ARTISAN INTL VALUE FUND	135,983.	98,883.	0.	0.	37,100.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ARTISAN INTL VALUE FUND	36,525.	36,089.	0.	0.	436.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ARTISAN INTL VALUE FUND	6,040.	5,968.	0.	0.	72.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ARTISAN INTL VALUE FUND	12,452.	12,303.	0.	0.	149.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CLEARWATER SMALL COMPANIES FUND	630,218.	307,744.	0.	0.	322,474.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DEARWATER SMALL COMPANIES FUND	19,547.	9,836.	0.	PURCHASED	11/19/02	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DEARWATER SMALL COMPANIES FUND	307,023.	205,917.	0.	PURCHASED	12/31/07	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DEARWATER SMALL COMPANIES FUND	217,654.	132,500.	0.	PURCHASED	03/13/08	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DEARWATER SMALL COMPANIES FUND	196,582.	135,560.	0.	PURCHASED	12/27/11	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DEARWATER SMALL COMPANIES FUND	15,091.	11,123.	0.	0.	3,968.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DEARWATER SMALL COMPANIES FUND	202,839.	149,499.	0.	0.	53,340.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DEARWATER SMALL COMPANIES FUND	2,816.	2,075.	0.	0.	741.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DEARWATER SMALL COMPANIES FUND	230,000.	203,372.	0.	0.	26,628.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DEARWATER SMALL COMPANIES FUND	286,230.	220,628.	0.	0.	65,602.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
RODGE & COX INTL STOCK FUND	167,980.	165,304.	0.	0.	2,676.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
RODGE & COX INTL STOCK FUND	12,985.	14,795.	0.	0.	-1,810.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
RODGE & COX INTL STOCK FUND	6,005.	5,953.	0.	0.	52.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	94,399.	106,378.	0.	0.	-11,979.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	19,524.	21,219.	0.	0.	-1,695.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	19,309.	20,985.	0.	0.	-1,676.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	46,175.	47,015.	0.	0.	-840.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	15,909.	16,477.	0.	0.	-568.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	20,684.	20,385.	0.	0.	299.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	8,492.	8,365.	0.	0.	127.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	281,268.	151,967.	0.	0.	129,301.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	23,766.	13,188.	0.	PURCHASED	12/24/08	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	14,342.	11,789.	0.	PURCHASED	12/28/11	06/14/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	15,951.	11,510.	0.	PURCHASED	12/28/11	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	4,643.	3,882.	0.	PURCHASED	12/22/11	06/14/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DAKMARK SELECT FD	87,000.	89,815.	0.	0.	-2,815.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DAKMARK SELECT FD	221,375.	198,971.	0.	0.	22,404.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DAKMARK SELECT FD	95,281.	78,481.	0.	0.	16,800.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DAKMARK SELECT FD	16,756.	13,802.	0.	0.	2,954.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AKMARK SELECT FD	138,587.	124,460.	0.	0.	14,127.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
HUSSMAN STRATEGIC GROWTH	478,541.	595,015.	0.	0.	-116,474.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
HUSSMAN STRATEGIC GROWTH	1,079.	1,311.	0.	0.	-232.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
HUSSMAN STRATEGIC GROWTH	2,388.	2,937.	0.	0.	-549.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
RUSSMAN STRATEGIC GROWTH	6,832.	7,238.	0.	0.	-406.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	394,768.	370,149.	0.	0.	24,619.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	15,133.	14,183.	0.	0.	950.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	8,910.	8,483.	0.	0.	427.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	9,334.	9,033.	0.	0.	301.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	7,599.	7,514.	0.	0.	85.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	6,405.	6,337.	0.	0.	68.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	8,273.	8,121.	0.	0.	152.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	9,144.	8,904.	0.	0.	240.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	1,003.	972.	0.	0.	31.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	7,355.	7,404.	0.	0.	-49.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	8,188.	8,145.	0.	0.	43.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MOOMIS SAYLES BOND INSTL	8,139.	8,177.	0.	0.	-38.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MOOMIS SAYLES BOND INSTL	7,932.	8,084.	0.	0.	-152.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MOOMIS SAYLES BOND INSTL	9,217.	9,381.	0.	0.	-164.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MOOMIS SAYLES BOND INSTL	40,652.	41,015.	0.	0.	-363.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	8,226.	7,978.	0.	0.	248.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	8,651.	8,566.	0.	0.	85.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	9,498.	9,217.	0.	0.	281.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	7,639.	7,584.	0.	0.	55.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	8,559.	8,638.	0.	0.	-79.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	8,361.	8,367.	0.	0.	-6.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	13,167.	13,489.	0.	0.	-322.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	6,179.	6,325.	0.	0.	-146.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	13,762.	14,232.	0.	0.	-470.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	21,793.	22,431.	0.	0.	-638.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	29,551.	30,823.	0.	0.	-1,272.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	128,626.	138,111.	0.	0.	-9,485.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	72,936.	75,013.	0.	0.	-2,077.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	190,890.	199,893.	0.	0.	-9,003.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	9,136.	9,358.	0.	0.	-222.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	37,484.	40,231.	0.	0.	-2,747.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
IMCO ALL ASSET INST CLASS					
	7,461.	7,965.	0.	0.	-504.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ST JUDE MED INC COM					
	996.	2.	0.	0.	994.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D					
	46,451.	43,683.	0.	0.	2,768.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D					
	358,657.	318,103.	0.	0.	40,554.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	22,466.	21,635.	0.	0.	831.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	1,885.	1,815.	0.	0.	70.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	21,183.	20,399.	0.	0.	784.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	3,158.	2,803.	0.	0.	355.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	71,477.	63,452.	0.	0.	8,025.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	7,693.	6,829.	0.	0.	864.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	7,251.	6,757.	0.	0.	494.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	5,814.	5,957.	0.	0.	-143.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	6,141.	6,270.	0.	PURCHASED	11/06/12	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	5,341.	5,468.	0.	PURCHASED	03/19/13	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	5,265.	5,449.	0.	PURCHASED	04/17/13	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	5,268.	5,503.	0.	PURCHASED	05/17/13	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	49,994.	50,015.	0.	PURCHASED	06/14/13	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	5,476.	5,448.	0.	PURCHASED	06/19/13	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	5,740.	5,694.	0.	PURCHASED	07/17/13	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	5,929.	5,789.	0.	PURCHASED	08/19/13	11/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	6,008.	5,911.	0.	0.	97.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	6,440.	6,431.	0.	0.	9.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	5,318.	5,311.	0.	0.	7.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	58,985.	42,594.	0.	0.	16,391.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	285,019.	186,344.	0.	0.	98,675.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	728.	682.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	1,567.	1,468.	0.	0.	99.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	1,671.	1,566.	0.	0.	105.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FOUCHSTONE EMERGING MARKETS FUND CL I	105,966.	119,208.	0.	0.	-13,242.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FOUCHSTONE EMERGING MARKETS FUND CL I	2,019.	2,306.	0.	0.	-287.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	66,477.	48,278.	0.	0.	18,199.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	453,985.	290,836.	0.	0.	163,149.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	13,396.	10,467.	0.	0.	2,929.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	15,742.	12,139.	0.	0.	3,603.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	20,370.	17,641.	0.	0.	2,729.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BOOK WASH SALE ADJ	553.	0.	0.	0.	553.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
TAX WASH SALD ADJ				PURCHASED		
	424.	424.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
TAX WASH SALD ADJ				PURCHASED		
	3,700.	3,700.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
BOOK TO TAX LTCGD ADJ				PURCHASED		
	19,967.	19,967.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
STCL THRU SIT OPP BOND FUND				PURCHASED		
	0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
JTCL THRU SIT OPP BOND FUND	0.	0.	0.	PURCHASED	0.	0.

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

CAPITAL GAINS DIVIDENDS FROM PART IV	416,377.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,606,445.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
CRAFT NOTE	1,200.	0.	1,200.	1,200.		
DIVIDENDS	515,648.	0.	515,648.	575,785.		
LONG TERM CAPITAL GAIN DISTRIBUTION	416,377.	416,377.	0.	0.		
ROCK ISLAND COMPANY	0.	0.	0.	83.		
SHORT TERM CAPITAL GAIN DISTRIBUTION	68,829.	0.	68,829.	0.		
TO PART I, LINE 4	1,002,054.	416,377.	585,677.	577,068.		

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
FEDERAL EXCISE TAX REFUND	21,607.	0.		
FEDERAL UBTI TAX REFUND	3,200.	0.		
PARTNERSHIP INCOME	41,631.	0.		
MURCHILL EQTY & ESOP CAPITAL PTRS				
II LP 41-1958020	0.	0.		
INTEREST	0.	34.		
MORAL'S 2007 MOMENTUM FUND LP				
20-5260256	0.	0.		
INTEREST	0.	351.		
SPELL CAPITAL PARTNERS III	0.	0.		
ORDINARY INCOME	0.	7,607.		
LESS UBTI	0.	-7,607.		
INTEREST	0.	347.		
OTHER INCOME	0.	109,031.		
SPELL CAPITAL MEZZANINE 37-1661465	0.	0.		
ORDINARY INCOME	0.	-4,652.		
LESS UBTI	0.	4,652.		
INTEREST	0.	34,652.		
SIT OPPORTUNITY BOND FUND				
41-1966452	0.	0.		
INTEREST	0.	38.		
DIVIDENDS	0.	8,801.		
TOTAL TO FORM 990-PF, PART I, LINE 11	66,438.	153,254.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX SERVICES	78,628.	14,226.		62,902.
AUDIT FEES	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	78,628.	14,226.		62,902.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING EXPENSES	14,402.	0.		14,402.	
CONSULTING FEES	82,250.	0.		82,250.	
TO FORM 990-PF, PG 1, LN 16C	96,652.	0.		96,652.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	46,107.	0.		0.	
FEDERAL UBTI TAX	3,200.	0.		0.	
FOREIGN TAXES	0.	11,358.		0.	
TO FORM 990-PF, PG 1, LN 18	49,307.	11,358.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BOARD OF TRUSTEES EXPENSES	68,491.	0.		68,491.	
MEMBERSHIP FEES -	0.	0.		0.	
COUNCIL ON FOUNDATIONS	2,150.	0.		2,150.	
MIN COUNCIL ON FOUNDATIONS	2,950.	0.		2,950.	
NATIONAL CENTER FOR FAMILY PHILANTHROPY	1,500.	0.		1,500.	
PHILANTHROPY NORTHWEST	500.	0.		500.	
MISCELLANEOUS EXPENSES	14,693.	0.		14,593.	
FILING FEE	25.	0.		25.	
PARTNERSHIP EXPENSES	0.	0.		0.	
CHURCHILL EQ & ESOP II					
#41-1958020	0.	0.		0.	
PORTFOLIO DEDUCTIONS	0.	492.		0.	
SPELL CAPITAL PARTNERS					
#20-3715769	0.	0.		0.	
PORTFOLIO DEDUCTIONS	0.	3,514.		0.	
CORAL'S 2007 MO FD					
#20-5260256	0.	0.		0.	

WEYERHAEUSER FAMILY FOUNDATION, INC

41-6012062

PORTFOLIO DEDUCTIONS	0.	13,197.	0.
SMALL CAP MEZZANINE PARTNERS			
137-1661465	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	32,810.	0.
BIT OPPORTUNITY BOND FUND			
SLC 41-1966452	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	1,166.	0.
TO FORM 990-PF, PG 1, LN 23	90,309.	51,179.	90,209.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENTS	2,468.
GAIN/LOSS	1,052.
ROUNDING	2.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,522.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
OTHER ADJUSTMENTS	2,559.
NON TAXABLE DIFFERENCE BETWEEN COST & FMV	11,720.
VOIDED PAYMENT TO BRADLEY ANGLE HOUSE	1,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	15,279.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY CASH RESERVES - CLEARING	-372,986.	-372,986.
FIDELITY CASH RESERVES	1,114,860.	1,114,860.
POTLATCH CORP NEW COM	14,625.	118,917.
WEYERHAEUSER CO	171,444.	644,217.
OAKMARK SELECT FD	635,220.	974,252.
SELECTED AMERICAN SHARES CL D	765,879.	965,688.
VANGUARD PRIMECAP CORE FD	637,288.	958,836.
BARON SMALL CAP FD INSTL CL	751,015.	778,406.
CLEARWATER SMALL CAP FUND	792,709.	1,534,467.
AMERICAN EUROPACIFIC GR CL F2	613,674.	1,162,582.

ARTISAN INTL VALUE FUND	412,883.	579,992.
CLEARWATER INTERNATIONAL FUND	1,287.	2,112.
DODGE & COX INTL STOCK FUND	379,590.	580,847.
TEMPLETON INST FOREIGN SM COS	580,370.	1,159,997.
EATON VANCE T-M EMERGING MKTS	1,067,563.	1,283,383.
FOUCHSTONE EMERGING MARKETS	1,410,562.	1,245,217.
FUSSMAN STRATEGIC GROWTH	0.	0.
PIMCO ALL ASSET INST CLASS	935,016.	940,835.
THIRD AVENUE FOCUSED CREDIT INST	957,928.	950,719.
WILLIAM BLAIR MACRO ALLOCATION FD	962,005.	951,251.
EUROPEAN INVESTORS GLBL PROP	692,204.	702,988.
THIRD AVENUE REAL ESTATE	368,321.	710,566.
ROCK ISLAND COMPANY	4,066.	9,698.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,895,523.	16,996,844.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE TOTAL RETURN BOND FD	1,652,311.	1,605,778.
LOOMIS SAYLES BOND INSTL	1,152,601.	1,639,090.
PIMCO EMERGING MARKETS BOND FD	1,669,359.	1,630,919.
SIT OPPORTUNITY BOND FUND, LLC	1,800,000.	1,800,000.
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,505,866.	1,636,935.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,780,137.	8,312,722.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROUNDING	COST	-1.	-1.
CHURCHILL EQUITY & ESOP CAP B	COST	77,951.	584.
CORAL'S 2007 MOMENTUM FUND	COST	409,304.	414,236.
SPELL CAPITAL MEZZANINE SBIC LP	COST	264,000.	227,599.
SPELL CAPITAL PARTNERS III	COST	112,718.	228,955.
TOTAL TO FORM 990-PF, PART II, LINE 13		863,972.	871,373.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RAFTS3 PRI 2% NOTE DUE 12/31/14	65,000.	60,000.	60,000.
TO FORM 990-PF, PART II, LINE 15	65,000.	60,000.	60,000.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BLAINE GAUSTAD (1/1 TO 5/31) 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	SECRETARY/TRUSTEE 1.00	0.	0.	0.
FREDERICK W. TITCOMB P.O. BOX 1278 TACOMA, WA 98401-1278	PRESIDENT/TRUSTEE 2.00	0.	0.	684.
MELISSA M. DAVIS 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
JOHN B. DRISCOLL 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	VICE PRESIDENT/TRUSTEE 1.00	0.	0.	0.
ANNE W. MEADOWCROFT P.O. BOX 1278 TACOMA, WA 98401-1278	TRUSTEE 1.00	0.	0.	0.
JOHN W. TITCOMB, JR. (1/1 - 5/31) P.O. BOX 1278 TACOMA, WA 98401-1278	TREASURER/TRUSTEE 1.00	0.	0.	0.
IAN WEYERHAEUSER 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	TRUSTEE 1.00	0.	0.	0.
W. DREW WEYERHAEUSER P.O. BOX 1278 TACOMA, WA 98401-1278	TRUSTEE 1.00	0.	0.	0.

WEYERHAEUSER FAMILY FOUNDATION, INC

41-6012062

KRISTIN RASMUSSEN (1/1 - 5/31)	TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	0.
ST. PAUL, MN 55101-4930				
LYLE W. REITER (1/1 - 5/31)	TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	0.
ST. PAUL, MN 55101-4930				
BREER DENT	TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	293.
ST. PAUL, MN 55101-4930				
SARAH N. TITCOMB	TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	195.
ST. PAUL, MN 55101-4930				
JANE W. JOHNSON	TRUSTEE			
P.O. BOX 1278	1.00	0.	0.	808.
MACOMA, WA 98401-1278				
MICHAEL K WEYERHAEUSER	TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	0.
ST. PAUL, MN 55101-4930				
BRETCHEN SPRAFKE	SECRETARY/TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	0.
ST. PAUL, MN 55101-4930				
SARAH E. COOMBS	TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	0.
ST. PAUL, MN 55101-4930				
ANNE C. BREWSTER	TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	0.
ST. PAUL, MN 55101-4930				
MIKE SLOCUM (6/1 - 12/31)	TREASURER/TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	0.
ST. PAUL, MN 55101-4930				
ALEXANDRIA W. CARR (6/1 - 12/31)	TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	0.
ST. PAUL, MN 55101-4930				
LANORA ROSENBERRY (6/1 - 12/31)	TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	0.
ST. PAUL, MN 55101-4930				
ZAHLEN TITCOMB (6/1 - 12/31)	TRUSTEE			
30 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	195.
ST. PAUL, MN 55101-4930				

JOHN PROVO	ASST SECRETARY/TREASURER			
10 EAST SEVENTH STREET, SUITE 2000	1.00	0.	0.	0.
ST. PAUL, MN 55101-4930				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.	0.	2,175.
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FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 16

GRANTEE'S NAME

CRAFT3

GRANTEE'S ADDRESS

P.O. BOX 826, 203 HOWERTON WAY, S.E.
ELWACO, WA 98624-0826

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
60,000.	12/31/2013	60,000.

PURPOSE OF GRANT

FUNDS ARE DESIGNATED AS A PROGRAM RELATED INVESTMENT (PRI) TO CRAFT3'S REVOLVING LOAN FUND FOR THE PURPOSES OF INCREASED CAPITALIZATION FOR LENDING TO SMALL BUSINESSES AND ENTREPRENEURS IN OREGON AND WASHINGTON.

DATES OF REPORTS BY GRANTEE

REPORT AVAILABLE AFTER 03/10/2014

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 RECEIPT 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 VERIFICATINS HAVE BEEN UNDERTAKEN.

WEYERHAEUSER FAMILY FOUNDATION

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

2013 Form 990 PF, Return of Private Foundation

PART XV SUPPLEMENTARY INFORMATION

Grant criteria and other information

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

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

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

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

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

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

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

WEYERHAEUSER FAMILY FOUNDATION

30 East Seventh Street, Suite 2000

St. Paul, Minnesota 55101-4930

www.wfamilyfoundation.org

41-6012062

2013 Form 990 PF, Sch B. Part II

34 shares	Weyerhaeuser Company	1,008
36 shares	Weyerhaeuser Company	1,031
63 shares	Potlatch Corporation	2,536
32 shares	Potlatch Corporation	1,284
35 shares	Weyerhaeuser Company	1,038
130 shares	Clearwater International Fund	2,051
16 shares	St. Jude	969
65 shares	Weyerhaeuser Company	2,040
23 shares	Potlatch Corporation	1,044
		<u>13,001</u>

Weyerhaeuser Family Foundation

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

Schedule of Contributions Paid in 2013
EIN 41-6012062

Grantee Organization	Address	Public Charity Purpose	Date	Amount
AfricaAid	1031 33rd Street, Suite 174 Denver, CO 80205	Yes Kisa Project education programs, training & scholarships to girls in Tanzania	12/20/2013	\$25,000.00
Amazon Conservation Team	4211 North Fairfax Drive Arlington, VA 22203	Yes Indigenous Women of the Amazon	12/20/2013	\$30,000.00
Asante Africa Foundation	1334 Carlton Place Livermore, CA 94550	Yes Girls' Financial Literacy, Life Skills and Savings Projects for girls in Kenya/Uganda	12/20/2013	\$19,278.00
Big Brothers Big Sisters of South Texas	202 Baltimore Avenue San Antonio, TX 78215	Yes Mentoring Children of Domestic Violence	12/20/2013	\$25,000.00
Bradley Angle	5432 N. Albina Portland, OR 97217	Yes Collaboration with Kinship House to provide intensive clinical mental health services for families coping with abuse	12/20/2013	\$30,000.00
Children's Cancer Research	7301 Ohms Lane Suite 460 Minneapolis, MN 55439	Yes General Operating Support	8/2/2013	\$2,500.00
Conservation Northwest	1208 Bay Street #201 Bellingham, WA 98225	Yes Innovation and Efficiency in Forest Restoration	12/20/2013	\$45,000.00
Cornerstone Advocacy Service	1000 East 80th Street Bloomington, MN 55420	Yes Early Childhood Program impacted by domestic violence	12/20/2013	\$32,000.00
CorStone	250 Camino Alto, Suite 100A Mill Valley, CA 94941	Yes Girls First program	12/20/2013	\$30,000.00

Weyerhaeuser Family Foundation

30 E 7th Street, Suite 2000

St. Paul, MN 55101-4930

Schedule of Contributions Paid in 2013

EIN 41-6012062

Grantee Organization	Address	Public		Date	Amount
		Charity	Purpose		
Ecotrust	721 NW Ninth Avenue, Suite 200 Portland, OR 97209	Yes	General Operating Support	8/2/2013	\$2,500.00
Edwin Gould Services for Children & Families	1968 2nd Avenue New York, NY 10029	Yes	0-5 Children's Therapy Initiative	12/20/2013	\$30,000.00
Family Partnership	414 South 8th Street Minneapolis, MN 55404	Yes	Culturally modified Trauma Focused Treatment for Hispanic Children & Mothers	12/20/2013	\$25,000.00
Forest Guild	P.O. Box 519 Santa Fe, NM 87504-0519	Yes	Sustainable Biomass Harvesting and Retention	12/20/2013	\$25,000.00
Friends of Chikumbuso Inc.	350B Cossaduck Hill Road North Stonington, CT 06359	Yes	General Operating Support	8/2/2013	\$1,000.00
Friendship Bridge	405 Urban Street, Suite 140 Lakewood, CO 80228	Yes	Microcredit Plus Program for Guatemalan women	12/20/2013	\$25,000.00
Great Peninsula Conservancy	3721 Kitsap Way, Suite 5 Bremerton, WA 98312	Yes	Sponsorship of the Pacific Northwest Community Forest Conference	12/20/2013	\$3,000.00
Indego Africa	51 West 52nd Street, Suite 2300 New York, NY 10019	Yes	Strategic Growth and Sustainability initiative	12/20/2013	\$8,100.00
Lee Conlee House Inc.	PO Box 2558 Palatka, FL 32178	Yes	Children of Hope	12/20/2013	\$25,000.00
Los Angeles Centers for Alcohol and Drug Abuse	11015 Bloomfield Avenue Santa Fe Springs, CA 90670	Yes	Trauma based Intervention Program	12/20/2013	\$25,000.00

Weyerhaeuser Family Foundation

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

Schedule of Contributions Paid in 2013
EIN 41-6012062

Grantee Organization	Address	Public Charity Purpose	Date	Amount
Lotus Outreach	2801 B Street #3 San Diego, CA 92102	Yes Girls Access to Education program	12/20/2013	\$30,000.00
Mt. Adams Resource Stewards	PO Box 152 Glenwood, WA 98619	Yes Mt. Adams Forest Values Project	12/20/2013	\$24,000.00
Nature Conservancy-Oregon	821 SE 14th Avenue Portland, OR 97214	Yes Ashland Research Natural Area Restoration Project	12/20/2013	\$40,000.00
Nisqually River Basin Land Trust	1420 Marvin Road NE, Suite C, PMB 243 Lacey, WA 98516-2302	No Community Forest Project, Phase II	12/20/2013	\$20,000.00
Northwest Forest Worker Center	PO Box 6722 Albany, CA 94706	Yes Clearinghouse for Sustainable Forest Products	12/20/2013	\$25,000.00
Northwest Natural Resource Group	1917 1st Avenue, Level A, Suite 200 Seattle, WA 98101	Yes Ecosystem Service Demonstration Project	12/20/2013	\$30,000.00
Pathfinder International	9 Galen Street, Suite 217 Watertown, MA 02472	Yes Adolescent and youth health project in Burkina Faso - West Africa	12/20/2013	\$25,000.00
Pueblo a Pueblo	P.O. Box 11486 Washington, DC 20008	Yes Family Planning Champions pilot program for Mayan families	12/20/2013	\$22,000.00

Weyerhaeuser Family Foundation

30 E 7th Street, Suite 2000

St. Paul, MN 55101-4930

Schedule of Contributions Paid in 2013

EIN 41-6012062

Grantee Organization	Address	Public Charity Purpose	Date	Amount
Research Foundation of State University of New York	W5510 Melville Library Stony Brook, NY 11790-3362	Yes Stony Brook Medicine, Mobile Bridge Therapy Program	12/20/2013	\$30,000.00
Rutgers University Foundation	7 College Avenue, Winants Hall New Brunswick, NJ 08901-1261	Yes Office-Based Advocate & Specialist Intervention System	12/20/2013	\$25,000.00
St. Croix River Association	P.O. Box 655 St. Croix Falls, WI 54024	Yes Linking Forestry & Clean Water Quality, Upper St. Croix Project	12/20/2013	\$15,000.00
Village Enterprise Fund	751 Laurel Street, PMB 222 San Carlos, CA 94070	Yes Overcoming Poverty & Violence Through Micro-entrepreneurship in N. Uganda	12/20/2013	\$30,000.00
Wellshare International	122 W. Franklin Avenue, Suite 510 Minneapolis, MN 55404	Yes Survive and Thrive program Micro-entrepreneurship in N. Uganda	12/20/2013	\$25,000.00
Western Rivers Conservancy	71 SW Oak Street, Suite 100 Portland, OR 97204	Yes Minam River Project	12/20/2013	\$30,000.00
World Bicycle Relief	1333 North Kingsbury, 4th Floor Chicago, IL 60642	Yes General operating support	12/20/2013	\$5,000.00
YWCA El Paso del Norte Region	201 East Main, Suite 400 El Paso, TX 79901	Yes Winning Kids program	12/20/2013	\$35,000.00
Grand Totals (36 items)				\$819,378.00

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	WEYERHAEUSER FAMILY FOUNDATION, INC	41-6012062
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	30 EAST SEVENTH STREET, SUITE 2000	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ST PAUL, MN 55101-4930	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

FIDUCIARY COUNSELLING, INC

• The books are in the care of **30 EAST 7TH ST, STE 2000, ST. PAUL, MN - 55101**
Telephone No. **651-228-0935** Fax No. **651-228-0776**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension **SEE STATEMENT 18**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	58,107.
8b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	58,107.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature

Title **TAX PREPARER**

Date

Form 8868 (Rev. 1-2014)

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT 18

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE