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EXTENDED TO NOVEMBER 16, 2015

## Return of Private Foundation

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

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OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

|   |  |  |
|---|--|--|
| Name of foundation<br><b>WEYERHAEUSER FAMILY FOUNDATION, INC</b>  |  | A Employer identification number<br><b>41-6012062</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>30 EAST SEVENTH STREET, SUITE 2000</b>  | Room/suite   | B Telephone number<br><b>6512280935</b>  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>ST PAUL, MN 55101-4930</b>   |  | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |  | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation   |  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><b>\$ 26,303,809.</b>   | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><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<br>(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  |  | 179,559.                           |                           | 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  |  | 733,183.                           | 717,528.                  |                         | STATEMENT 2   |
| 5a Gross rents  |  |                                    |                           |                         |   |
| b Net rental income or (loss)   |  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10  |  | 860,630.                           |                           |                         | STATEMENT 1   |
| b Gross sales price for all assets on line 6a <b>2,716,010.</b>   |  |                                    |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)  |  |                                    | 867,170.                  |                         |   |
| 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   |  | 20,123.                            | 256,491.                  |                         | STATEMENT 3   |
| 12 Total. Add lines 1 through 11  |  | 1,793,495.                         | 1,841,189.                |                         |   |
| 13 Compensation of officers, directors, trustees, etc   |  | 0.                                 | 0.                        |                         | 0.  |
| 14 Other employee salaries and wages  |  |                                    |                           |                         |   |
| 15 Pension plans, employee benefits   |  |                                    |                           |                         |   |
| 16a Legal fees  |  | 738.                               | 0.                        |                         | 738.  |
| b Accounting fees   |  | 84,173.                            | 15,392.                   |                         | 67,281.   |
| c Other professional fees   |  | 85,639.                            | 0.                        |                         | 85,639.   |
| 17 Interest   |  |                                    | 26,534.                   |                         |   |
| 18 Taxes  |  | 57,514.                            | 12,713.                   |                         | 0.  |
| 19 Depreciation and depletion   |  |                                    |                           |                         |   |
| 20 Occupancy  |  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings  |  |                                    |                           |                         |   |
| 22 Printing and publications  |  |                                    |                           |                         |   |
| 23 Other expenses   |  | 58,083.                            | 52,291.                   |                         | 58,083.   |
| 24 Total operating and administrative expenses. Add lines 13 through 23   |  | 286,147.                           | 106,930.                  |                         | 211,741.  |
| 25 Contributions, gifts, grants paid  |  | 883,775.                           |                           |                         | 880,875.  |
| 26 Total expenses and disbursements. Add lines 24 and 25  |  | 1,169,922.                         | 106,930.                  |                         | 1,092,616.  |
| 27 Subtract line 26 from line 12:   |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements   |  | 623,573.                           |                           |                         |   |
| b Net investment income (if negative, enter -0-)  |  |                                    | 1,734,259.                |                         |   |
| c Adjusted net income (if negative, enter -0-)  |  |                                    |                           | N/A                     |   |

| Part II Balance Sheets      |   | Attached schedules and amounts in the description column should be for end-of-year amounts only |             | Beginning of year | End of year    |                       |
|-----------------------------|---|---|-------------|-------------------|----------------|-----------------------|
|                             |   |   |             | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1   | Cash - non-interest-bearing   |             |                   |                |                       |
|                             | 2   | Savings and temporary cash investments  |             |                   |                |                       |
|                             | 3   | Accounts receivable ▶   |             |                   |                |                       |
|                             |   | Less: allowance for doubtful accounts ▶   |             | 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     | 12,895,523.       | 13,442,583.    | 16,993,731.           |
|                             | c   | Investments - corporate bonds   | STMT 11     | 7,780,137.        | 7,711,031.     | 8,179,788.            |
|                             | 11  | Investments - land, buildings, and equipment basis ▶  |             |                   |                |                       |
|                             | Less accumulated depreciation ▶   |   |             |                   |                |                       |
| 12                          | Investments - mortgage loans  |   |             |                   |                |                       |
| 13                          | Investments - other   | STMT 12   | 863,972.    | 995,944.          | 1,070,290.     |                       |
| 14                          | Land, buildings, and equipment basis ▶  |   |             |                   |                |                       |
|                             | Less accumulated depreciation ▶   |   |             |                   |                |                       |
| 15                          | Other assets (describe ▶) STATEMENT 13)   |   | 60,000.     | 60,000.           | 60,000.        |                       |
| 16                          | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) |   | 21,600,832. | 22,209,558.       | 26,303,809.    |                       |
| Liabilities                 | 17  | Accounts payable and accrued expenses   |             |                   |                |                       |
|                             | 18  | Grants payable  |             |                   |                |                       |
|                             | 19  | Deferred revenue  |             |                   |                |                       |
|                             | 20  | Loans from officers, directors, trustees, and other disqualified persons                        |             |                   |                |                       |
|                             | 21  | Mortgages and other notes payable   |             |                   |                |                       |
|                             | 22  | Other liabilities (describe ▶)  |             |                   |                |                       |
| 23                          | Total liabilities (add lines 17 through 22)   |   | 0.          | 0.                |                |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                       |   |             |                   |                |                       |
|                             | and complete lines 24 through 26 and lines 30 and 31.   |   |             |                   |                |                       |
|                             | 24  | Unrestricted  |             |                   |                |                       |
|                             | 25  | Temporarily restricted  |             |                   |                |                       |
|                             | 26  | Permanently restricted  |             |                   |                |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>     |   |             |                   |                |                       |
|                             | and complete lines 27 through 31.   |   |             |                   |                |                       |
|                             | 27  | Capital stock, trust principal, or current funds  |             | 0.                | 0.             |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg., and equipment fund                                  |             | 21,600,832.       | 22,209,558.    |                       |
| 29                          | Retained earnings, accumulated income, endowment, or other funds                              |   | 0.          | 0.                |                |                       |
| 30                          | Total net assets or fund balances   |   | 21,600,832. | 22,209,558.       |                |                       |
| 31                          | Total liabilities and net assets/fund balances  |   | 21,600,832. | 22,209,558.       |                |                       |

## 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 | 21,600,832. |
| 2 | Enter amount from Part I, line 27a   | 2 | 623,573.    |
| 3 | Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENTS  | 3 | 8,048.      |
| 4 | Add lines 1, 2, and 3  | 4 | 22,232,453. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9   | 5 | 22,895.     |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  | 6 | 22,209,558. |

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**Part IV Capital Gains and Losses for Tax on Investment Income**

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| <b>a</b>              |  |   |  |
| <b>b</b>              |  |   |  |
| <b>c</b>              |  |   |  |
| <b>d</b>              |  |   |  |
| <b>e</b> 2,716,010.   |  | 1,848,840.                                      | 867,170.                                     |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| <b>a</b>                  |                                      |   |   |
| <b>b</b>                  |                                      |   |   |
| <b>c</b>                  |                                      |   |   |
| <b>d</b>                  |                                      |   |   |
| <b>e</b>                  |                                      |   | 867,170.  |

|   |   |          |
|---|---|----------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }   | 2 | 867,170. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2013   | 1,069,095.                               | 24,053,366.                                  | .044447   |
| 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   |

|  |   |             |
|--|---|-------------|
| 2 Total of line 1, column (d)  | 2 | .242010     |
| 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 | .048402     |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5   | 4 | 26,358,014. |
| 5 Multiply line 4 by line 3  | 5 | 1,275,781.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 17,343.     |
| 7 Add lines 5 and 6  | 7 | 1,293,124.  |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 1,092,616.  |

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.<br>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       | 34,685. |
| 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       | 34,685. |
| 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       | 34,685. |
| 6 Credits/Payments:  |            |         |         |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014  | 6a 29,875. |         |         |
| b Exempt foreign organizations - tax withheld at source  | 6b         |         |         |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c 16,000. |         |         |
| d Backup withholding erroneously withheld  | 6d         |         |         |
| 7 Total credits and payments. Add lines 6a through 6d  | 7          | 45,875. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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         | 11,190. |         |
| 11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 11,190. 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  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| 1c Did the foundation file Form 1120-POL for this year?  |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.  |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?<br>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:<br>• By language in the governing instrument, or<br>• 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) <u>MN</u>  |     |    |
| 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 2014 or the taxable year beginning in 2014 (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?<br>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><br>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 2014, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 2014?   | 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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 2014 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 2014.) 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 2014?   | 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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 14     |   | 0.  | 0.  | 18,883.                               |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

Form 990-PF (2014)

**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 | 83,983.          |
| PETER KONRAD COMPANY, DENVER, CO  | CONSULTING          | 70,405.          |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

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  |        |
| 2  | 0.     |
| All other program-related investments. See instructions. |        |
| 3  |        |
| <b>Total.</b> Add lines 1 through 3                      | 0.     |

Form 990-PF (2014)

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

|          |   |           |             |
|----------|---|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |             |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 26,004,153. |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> |             |
| <b>c</b> | Fair market value of all other assets   | <b>1c</b> | 755,252.    |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 26,759,405. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 26,759,405. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 401,391.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 26,358,014. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 1,317,901.  |

**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.)

|           |   |           |            |
|-----------|---|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 1,317,901. |
| <b>2a</b> | Tax on investment income for 2014 from Part VI, line 5  | <b>2a</b> | 34,685.    |
| <b>b</b>  | Income tax for 2014. (This does not include the tax from Part VI.)  | <b>2b</b> | 3,915.     |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 38,600.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 1,279,301. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | 0.         |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 1,279,301. |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  | 0.         |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 1,279,301. |

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

|          |   |           |            |
|----------|---|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 1,092,616. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> | 0.         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:  |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | <b>4</b>  | 1,092,616. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 0.         |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 1,092,616. |

**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.

Form 990-PF (2014)

**Part XIII** Undistributed Income (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7   |               |                            |             | 1,279,301.  |
| 2 Undistributed income, if any, as of the end of 2014  |               |                            |             |             |
| a Enter amount for 2013 only   |               |                            | 1,055,111.  |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2014:   |               |                            |             |             |
| a From 2009  |               |                            |             |             |
| b From 2010  |               |                            |             |             |
| c From 2011  |               |                            |             |             |
| d From 2012  |               |                            |             |             |
| e From 2013  |               |                            |             |             |
| f Total of lines 3a through e  | 0.            |                            |             |             |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,092,616.   |               |                            |             |             |
| a Applied to 2013, but not more than line 2a   |               |                            | 1,055,111.  |             |
| 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 2014 distributable amount   |               |                            |             | 37,505.     |
| e Remaining amount distributed out of corpus   | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015  |               |                            |             | 1,241,796.  |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)       | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7   | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a  | 0.            |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2010   |               |                            |             |             |
| b Excess from 2011   |               |                            |             |             |
| c Excess from 2012   |               |                            |             |             |
| d Excess from 2013   |               |                            |             |             |
| e Excess from 2014   |               |                            |             |             |

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

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

### 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE ATTACHED

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

SEE ATTACHED

- c Any submission deadlines:

SEE ATTACHED

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

SEE ATTACHED

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--|--|--------------------------------------|-------------------------------------|----------|
| <b>a Paid during the year</b>                    |  |                                      |                                     |          |
| SEE ATTACHED                                     |  |                                      |                                     | 883,775. |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
| <b>Total</b>                                     |  |                                      | <b>3a</b>                           | 883,775. |
| <b>b Approved for future payment</b>             |  |                                      |                                     |          |
| NONE   |  |                                      |                                     | 0.       |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
| <b>Total</b>                                     |  |                                      | <b>3b</b>                           | 0.       |





**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](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**

Name of the organization

WEYERHAEUSER FAMILY FOUNDATION, INC

Employer identification number

41-6012062

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)

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)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Total contributions | (d)<br>Type of contribution  |
|------------|--|----------------------------|--|
| 1          | TOTAL CASH CONTRIBUTIONS UNDER \$5,000   | \$ 58,469.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
| 2          | BETTE D. MOORMAN<br>30 E. 7TH STREET, SUITE 2000<br>ST. PAUL, MN 55101                       | \$ 25,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
| 3          | ROSENBERRY CHARITABLE TERM TRUST<br>30 E. 7TH STREET, SUITE 2000<br>ST. PAUL, MN 55101       | \$ 5,000.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
| 4          | LUCY ROSENBERRY JONES CHARITABLE TRUST<br>30 E. 7TH STREET, SUITE 2000<br>ST. PAUL, MN 55101 | \$ 5,000.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
| 5          | TOTAL NON CASH CONTRIBUTIONS UNDER \$5,000   | \$ 18,057.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 6          | JANE W. JOHNSON<br>P.O. BOX 1278<br>TACOMA, WA 98401   | \$ 5,033.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(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)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|--|----------------------------|---|
| 7          | WEYERHAEUSER/DAY FOUNDATION<br>30 E. 7TH STREET, SUITE 2000<br>ST. PAUL, MN 55101    | \$ 10,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 8          | CHERBEC ADVANCEMENT FOUNDATION<br>30 E. 7TH STREET, SUITE 2000<br>ST. PAUL, MN 55101 | \$ 28,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 9          | WILLIAM T. WEYERHAEUSER & GAIL T. WEYERHAEUSER<br>P.O. BOX 1278<br>TACOMA, WA 98401  | \$ 5,000.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 10         | GEORGE H. AND WENDY W. WEYERHAEUSER<br>P.O. BOX 1278<br>TACOMA, WA 98401             | \$ 5,000.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 11         | LEILEE WEYERHAEUSER<br>P.O. BOX 1278<br>TACOMA, WA 98401                             | \$ 10,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 12         | HALEY REITER<br>30 E. 7TH STREET, SUITE 2000<br>ST. PAUL, ME 55101                   | \$ 5,000.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |

|  |                                |
|--|--------------------------------|
| Name of organization                       | Employer identification number |
| <b>WEYERHAEUSER FAMILY FOUNDATION, INC</b> | <b>41-6012062</b>              |

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

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given        | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|------------------------------|---|--|----------------------|
| 5                            | SEE ATTACHED  | \$ 18,057.                                     | VARIOUS              |
| 6                            | 119 SHARES OF POTLATCH CORPORATION<br>COMMON STOCK. | \$ 5,033.                                      | 10/14/14             |
|                              |   | \$   |                      |
|                              |   | \$   |                      |
|                              |   | \$   |                      |
|                              |   | \$   |                      |
|                              |   | \$   |                      |
|                              |   | \$   |                      |

Name of organization

Employer identification number

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

*Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info once) ▶ \$ \_\_\_\_\_

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

| (a) No.<br>from<br>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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                                 | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|---------------------------------|--|--------------------------------------|----------------------------------|
| 1a   | THRU CHURCHILL EQUITY & ESOP    | P  |                                      |                                  |
| b  | THRU CORAL'S 2007 MOMENTUM FUND | P  |                                      |                                  |
| c  | THRU SIT OPP BOND FUND          | P  |                                      |                                  |
| d  | THRU SIT OPP BOND FUND          | P  |                                      |                                  |
| e  | THRU SPELL CAPITAL PARTNERS III | P  |                                      |                                  |
| f  | THRU SPELL CAPITAL PARTNERS III | P  |                                      |                                  |
| g  | PUBLICLY TRADED SECURITIES      | P  | VARIOUS                              | VARIOUS                          |
| h  | PUBLICLY TRADED SECURITIES      | P  | VARIOUS                              | VARIOUS                          |
| i  | TAX WASH SALE ADJ               | P  |                                      |                                  |
| j  | TAX WASH SALE ADJ               | P  |                                      |                                  |
| k  | BOOK TO TAX LTCGD ADJ           | P  |                                      |                                  |
| l  | CAPITAL GAINS DIVIDENDS         |  |                                      |                                  |
| m  |                                 |  |                                      |                                  |
| n  |                                 |  |                                      |                                  |
| o  |                                 |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 2,464.              |  |   | 2,464.                                       |
| b                     |  | 68,842.   | -68,842.                                     |
| c 6,865.              |  |   | 6,865.                                       |
| d 4,864.              |  |   | 4,864.                                       |
| e                     |  | 638.  | -638.  |
| f 26,879.             |  |   | 26,879.                                      |
| g 676,431.            |  | 651,882.  | 24,549.                                      |
| h 1,243,648.          |  | 1,127,478.                                      | 116,170.                                     |
| i 1,263.              |  |   | 1,263.                                       |
| j 5,317.              |  |   | 5,317.                                       |
| k 28,368.             |  |   | 28,368.                                      |
| l 719,911.            |  |   | 719,911.                                     |
| 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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a                         |                                      |   | 2,464.  |
| b                         |                                      |   | -68,842.  |
| c                         |                                      |   | 6,865.  |
| d                         |                                      |   | 4,864.  |
| e                         |                                      |   | -638.   |
| f                         |                                      |   | 26,879.   |
| g                         |                                      |   | 24,549.   |
| h                         |                                      |   | 116,170.  |
| i                         |                                      |   | 1,263.  |
| j                         |                                      |   | 5,317.  |
| k                         |                                      |   | 28,368.   |
| l                         |                                      |   | 719,911.  |
| 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

867,170.

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)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>(E)<br>DEPREC. | DATE<br>ACQUIRED<br>(F)<br>GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| THRU CHURCHILL EQUITY & ESOP   |                             |                               |                           | PURCHASED                            |   |           |
|                                | 2,464.                      | 2,464.                        | 0.                        | 0.                                   | 0.                                      |           |

| (A)<br>DESCRIPTION OF PROPERTY  | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>(E)<br>DEPREC. | DATE<br>ACQUIRED<br>(F)<br>GAIN OR LOSS | DATE SOLD |
|---------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| THRU CORAL'S 2007 MOMENTUM FUND |                             |                               |                           | PURCHASED                            |   |           |
|                                 | 0.                          | 0.                            | 0.                        | 0.                                   | 0.                                      |           |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>(E)<br>DEPREC. | DATE<br>ACQUIRED<br>(F)<br>GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| THRU SIT OPP BOND FUND         |                             |                               |                           | PURCHASED                            |   |           |
|                                | 6,865.                      | 6,865.                        | 0.                        | 0.                                   | 0.                                      |           |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>PURCHASED | DATE<br>ACQUIRED | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|------------------|---------------------|
| THRU SIT OPP BOND FUND         | 4,864.                      | 4,864.                        | 0.                        |                                 | 0.               | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY  | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>PURCHASED | DATE<br>ACQUIRED | (F)<br>GAIN OR LOSS |
|---------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|------------------|---------------------|
| THRU SPELL CAPITAL PARTNERS III | 0.                          | 0.                            | 0.                        |                                 | 0.               | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY  | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>PURCHASED | DATE<br>ACQUIRED | (F)<br>GAIN OR LOSS |
|---------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|------------------|---------------------|
| THRU SPELL CAPITAL PARTNERS III | 26,879.                     | 26,879.                       | 0.                        |                                 | 0.               | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>PURCHASED | DATE<br>ACQUIRED<br>VARIOUS | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|---------------------------------|-----------------------------|---------------------|
| PUBLICLY TRADED SECURITIES     | 676,431.                    | 651,882.                        | 0.                        |                                 | 0.                          | 24,549.             |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>PURCHASED | DATE<br>ACQUIRED<br>VARIOUS | DATE SOLD<br>VARIOUS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|---------------------------------|-----------------------------|----------------------|
| PUBLICLY TRADED SECURITIES     | 1,243,648.                  | 1,127,478.                      | 0.                        |                                 | 0.                          | 116,170.             |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>PURCHASED | DATE<br>ACQUIRED | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|------------------|-----------|
| TAX WASH SALE ADJ              | 1,263.                      | 1,263.                        | 0.                        |                                 | 0.               | 0.        |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>PURCHASED | DATE<br>ACQUIRED | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|------------------|-----------|
| TAX WASH SALE ADJ              | 5,317.                      | 5,317.                        | 0.                        |                                 | 0.               | 0.        |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>PURCHASED | DATE<br>ACQUIRED | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|------------------|-----------|
| BOOK TO TAX LTCGD ADJ          | 28,368.                     | 28,368.                       | 0.                        |                                 | 0.               | 0.        |

|                                       |  |  |  |  |  |          |
|---------------------------------------|--|--|--|--|--|----------|
| CAPITAL GAINS DIVIDENDS FROM PART IV  |  |  |  |  |  | 719,911. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A |  |  |  |  |  | 860,630. |

| FORM 990-PF                             | DIVIDENDS AND INTEREST FROM SECURITIES |                               |                             |                                   | STATEMENT                     | 2 |
|---|--|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|---|
| SOURCE                                  | GROSS<br>AMOUNT                        | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |   |
| CRAFT NOTE                              | 1,200.                                 | 0.                            | 1,200.                      | 1,200.                            |                               |   |
| DIVIDENDS                               | 688,691.                               | 0.                            | 688,691.                    | 716,239.                          |                               |   |
| LONG TERM CAPITAL<br>GAIN DISTRIBUTION  | 719,911.                               | 719,911.                      | 0.                          | 0.                                |                               |   |
| ROCK ISLAND<br>COMPANY                  | 0.                                     | 0.                            | 0.                          | 89.                               |                               |   |
| SHORT TERM CAPITAL<br>GAIN DISTRIBUTION | 43,292.                                | 0.                            | 43,292.                     | 0.                                |                               |   |
| TO PART I, LINE 4                       | 1,453,094.                             | 719,911.                      | 733,183.                    | 717,528.                          |                               |   |

| FORM 990-PF  | OTHER INCOME                |                                   | STATEMENT                     | 3 |
|--|-----------------------------|-----------------------------------|-------------------------------|---|
| DESCRIPTION  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |   |
| FEDERAL EXCISE TAX REFUND                              | 13,275.                     | 0.                                |                               |   |
| FEDERAL UBTI TAX REFUND                                | 3,139.                      | 0.                                |                               |   |
| PARTNERSHIP INCOME                                     | 3,709.                      | 0.                                |                               |   |
| CHURCHILL EQTY & ESOP CAPITAL PTRS<br>II LP 41-1958020 | 0.                          | 0.                                |                               |   |
| INTEREST   | 0.                          | 54.                               |                               |   |
| CORAL'S 2007 MOMENTUM FUND LP<br>20-5260256            | 0.                          | 0.                                |                               |   |
| INTEREST   | 0.                          | 202.                              |                               |   |
| SPELL CAPITAL PARTNERS III                             | 0.                          | 0.                                |                               |   |
| ORDINARY INCOME  | 0.                          | 24,926.                           |                               |   |
| LESS UBTI  | 0.                          | -24,926.                          |                               |   |
| INTEREST   | 0.                          | 57.                               |                               |   |
| SPELL CAPITAL MEZZANINE 37-1661465                     | 0.                          | 0.                                |                               |   |
| ORDINARY INCOME  | 0.                          | 7,502.                            |                               |   |
| LESS UBTI  | 0.                          | -7,502.                           |                               |   |
| INTEREST   | 0.                          | 140,675.                          |                               |   |
| DIVIDENDS  | 0.                          | 2,721.                            |                               |   |
| SIT OPPORTUNITY BOND FUND<br>41-1966452                | 0.                          | 0.                                |                               |   |
| DIVIDENDS  | 0.                          | 112,782.                          |                               |   |
| TOTAL TO FORM 990-PF, PART I, LINE 11                  | 20,123.                     | 256,491.                          |                               |   |

| FORM 990-PF                  | LEGAL FEES                   |                                   |                               | STATEMENT                     | 4 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| LEGAL FEES                   | 738.                         | 0.                                |                               | 738.                          |   |
| TO FORM 990-PF, PG 1, LN 16A | 738.                         | 0.                                |                               | 738.                          |   |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ACCOUNTING & TAX SERVICES    | 83,983.                      | 15,297.                           |                               | 67,186.                       |   |
| AUDIT FEES                   | 190.                         | 95.                               |                               | 95.                           |   |
| TO FORM 990-PF, PG 1, LN 16B | 84,173.                      | 15,392.                           |                               | 67,281.                       |   |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 6 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| CONSULTING EXPENSES          | 3,901.                       | 0.                                |                               | 3,901.                        |   |
| CONSULTING FEES              | 81,738.                      | 0.                                |                               | 81,738.                       |   |
| TO FORM 990-PF, PG 1, LN 16C | 85,639.                      | 0.                                |                               | 85,639.                       |   |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FEDERAL EXCISE TAX          | 54,375.                      | 0.                                |                               | 0.                            |   |
| FEDERAL UBTI TAX            | 3,139.                       | 0.                                |                               | 0.                            |   |
| FOREIGN TAXES               | 0.                           | 12,713.                           |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 57,514.                      | 12,713.                           |                               | 0.                            |   |

| FORM 990-PF                  | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 8 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| BOARD OF TRUSTEES EXPENSES   | 33,053.                      | 0.                                |                               | 33,053.                       |   |
| MEMBERSHIP FEES -            | 0.                           | 0.                                |                               | 0.                            |   |
| COUNCIL ON FOUNDATIONS       | 2,530.                       | 0.                                |                               | 2,530.                        |   |
| AN COUNCIL ON FOUNDATIONS    | 3,025.                       | 0.                                |                               | 3,025.                        |   |
| MISSION INVESTORS EXCHANGE   | 1,000.                       | 0.                                |                               | 1,000.                        |   |
| MISCELLANEOUS EXPENSES       | 18,450.                      | 0.                                |                               | 18,450.                       |   |
| FILING FEE                   | 25.                          | 0.                                |                               | 25.                           |   |
| PARTNERSHIP EXPENSES         | 0.                           | 0.                                |                               | 0.                            |   |
| CHURCHILL EQ & ESOP II       |                              |                                   |                               |                               |   |
| #41-1958020                  | 0.                           | 0.                                |                               | 0.                            |   |
| PORTFOLIO DEDUCTIONS         | 0.                           | 231.                              |                               | 0.                            |   |
| CORAL'S 2007 MO FD           |                              |                                   |                               |                               |   |
| #20-5260256                  | 0.                           | 0.                                |                               | 0.                            |   |
| PORTFOLIO DEDUCTIONS         | 0.                           | 8,966.                            |                               | 0.                            |   |
| SPELL CAP MEZZANINE PARTNERS |                              |                                   |                               |                               |   |
| #37-1661465                  | 0.                           | 0.                                |                               | 0.                            |   |
| PORTFOLIO DEDUCTIONS         | 0.                           | 26,492.                           |                               | 0.                            |   |
| SIT OPPORTUNITY BOND FUND    |                              |                                   |                               |                               |   |
| LLC 41-1966452               | 0.                           | 0.                                |                               | 0.                            |   |
| PORTFOLIO DEDUCTIONS         | 0.                           | 16,602.                           |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 23  | 58,083.                      | 52,291.                           |                               | 58,083.                       |   |

| FORM 990-PF                               | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 9 |
|---|--|-----------|---|
| DESCRIPTION                               |  | AMOUNT    |   |
| NON TAXABLE DIFFERENCE BETWEEN COST & FMV |  | 22,895.   |   |
| TOTAL TO FORM 990-PF, PART III, LINE 5    |  | 22,895.   |   |

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|             |                 |              |
|-------------|-----------------|--------------|
| FORM 990-PF | CORPORATE STOCK | STATEMENT 10 |
|-------------|-----------------|--------------|

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| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET VALUE |
|---|-------------|-------------------|
| FIDELITY CASH RESERVES - CLEARING       | -216,947.   | -216,947.         |
| FIDELITY CASH RESERVES                  | 753,056.    | 753,056.          |
| POTLATCH CORP NEW COM                   | 14,625.     | 130,551.          |
| WEYERHAEUSER CO                         | 171,601.    | 741,021.          |
| DAKMARK SELECT FD                       | 634,773.    | 976,021.          |
| SELECTED AMERICAN SHARES CL D           | 906,091.    | 966,870.          |
| ANGUARD PRIMECAP CORE FD                | 597,892.    | 975,985.          |
| BARON SMALL CAP FD INSTL CL             | 795,982.    | 793,616.          |
| CLEARWATER SMALL CAP FUND               | 1,025,373.  | 1,623,189.        |
| AMERICAN EUROPACIFIC GR CL F2           | 607,972.    | 1,102,325.        |
| ARTISAN INTL VALUE FUND                 | 485,176.    | 608,455.          |
| CLEARWATER INTERNATIONAL FUND           | 0.          | 0.                |
| DODGE & COX INTL STOCK FUND             | 392,681.    | 581,294.          |
| TEMPLETON INST FOREIGN SM COS           | 607,187.    | 1,125,337.        |
| PARAMETRIC VANCE T-M EMERGING MKTS      | 1,107,892.  | 1,249,884.        |
| FOUCHSTONE EMERGING MARKETS             | 1,461,608.  | 1,273,152.        |
| PIMCO ALL ASSET INST CLASS              | 990,639.    | 956,987.          |
| THIRD AVENUE FOCUSED CREDIT INST        | 1,039,354.  | 893,767.          |
| WILLIAM BLAIR MACRO ALLOCATION FD       | 1,020,139.  | 985,160.          |
| EUROPEAN INVESTORS GLBL PROP            | 0.          | 0.                |
| THIRD AVENUE REAL ESTATE                | 1,043,423.  | 1,463,869.        |
| ROCK ISLAND COMPANY                     | 4,066.      | 10,139.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 13,442,583. | 16,993,731.       |

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|             |                 |              |
|-------------|-----------------|--------------|
| FORM 990-PF | CORPORATE BONDS | STATEMENT 11 |
|-------------|-----------------|--------------|

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| DESCRIPTION                                 | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| DOUBLELINE TOTAL RETURN BOND FD             | 1,605,994. | 1,591,545.        |
| LOOMIS SAYLES BOND INSTL                    | 1,117,525. | 1,566,421.        |
| PIMCO EMERGING MARKETS BOND FD              | 1,644,423. | 1,531,675.        |
| SIT OPPORTUNITY BOND FUND, LLC              | 1,804,477. | 1,932,337.        |
| TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL | 1,538,612. | 1,557,810.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10C     | 7,711,031. | 8,179,788.        |

| FORM 990-PF                                | OTHER INVESTMENTS |            | STATEMENT 12      |
|--|-------------------|------------|-------------------|
| DESCRIPTION                                | VALUATION METHOD  | BOOK VALUE | FAIR MARKET VALUE |
| ROUNDING                                   | COST              | -1.        | -2.               |
| MURCHILL EQUITY & ESOP CAP B               | COST              | 77,951.    | 29,478.           |
| MORAL'S 2007 MOMENTUM FUND                 | COST              | 409,304.   | 283,615.          |
| AS AIP PRIVATE MARKETS FUND VI LP (CAYMAN) | COST              | 0.         | 0.                |
| SPELL CAPITAL MEZZANINE SBIC LP            | COST              | 434,500.   | 463,938.          |
| SPELL CAPITAL PARTNERS III                 | COST              | 74,190.    | 293,261.          |
| TOTAL TO FORM 990-PF, PART II, LINE 13     |                   | 995,944.   | 1,070,290.        |

| FORM 990-PF                      | OTHER ASSETS                  |                           | STATEMENT 13         |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
| DRAFTS3 PRI 2% NOTE DUE 12/31/14 | 60,000.                       | 60,000.                   | 60,000.              |
| TO FORM 990-PF, PART II, LINE 15 | 60,000.                       | 60,000.                   | 60,000.              |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14  
TRUSTEES AND FOUNDATION MANAGERS

| NAME AND ADDRESS   | TITLE AND<br>AVRG HRS/WK       | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|--|--------------------------------|-------------------|------------------------------|--------------------|
| FREDERICK W. TITCOMB<br>P.O. BOX 1278<br>TACOMA, WA 98401-1278                                 | PRESIDENT/TRUSTEE<br>2.00      | 0.                | 0.                           | 8,581.             |
| MELISSA M. DAVIS (1/1 - 5/31)<br>30 EAST SEVENTH STREET, SUITE 2000<br>ST. PAUL, MN 55101-4930 | TRUSTEE<br>1.00                | 0.                | 0.                           | 1,609.             |
| JOHN B. DRISCOLL (1/1 - 5/31)<br>30 EAST SEVENTH STREET, SUITE 2000<br>ST. PAUL, MN 55101-4930 | VICE PRESIDENT/TRUSTEE<br>1.00 | 0.                | 0.                           | 0.                 |
| ANNE W. MEADOWCROFT<br>P.O. BOX 1278<br>TACOMA, WA 98401-1278                                  | TRUSTEE<br>1.00                | 0.                | 0.                           | 0.                 |
| IAN WEYERHAEUSER<br>30 EAST SEVENTH STREET, SUITE 2000<br>ST. PAUL, MN 55101-4930              | TRUSTEE<br>1.00                | 0.                | 0.                           | 0.                 |
| DREW WEYERHAEUSER<br>P.O. BOX 1278<br>TACOMA, WA 98401-1278                                    | TRUSTEE<br>1.00                | 0.                | 0.                           | 0.                 |
| BREER DENT (1/1 - 5/31)<br>30 EAST SEVENTH STREET, SUITE 2000<br>ST. PAUL, MN 55101-4930       | TRUSTEE<br>1.00                | 0.                | 0.                           | 0.                 |
| SARAH N. TITCOMB (1/1 - 5/31)<br>30 EAST SEVENTH STREET, SUITE 2000<br>ST. PAUL, MN 55101-4930 | TRUSTEE<br>1.00                | 0.                | 0.                           | 0.                 |
| JANE W. JOHNSON<br>P.O. BOX 1278<br>TACOMA, WA 98401-1278                                      | TRUSTEE<br>1.00                | 0.                | 0.                           | 873.               |
| MICHAEL K WEYERHAEUSER<br>30 EAST SEVENTH STREET, SUITE 2000<br>ST. PAUL, MN 55101-4930        | TRUSTEE<br>1.00                | 0.                | 0.                           | 0.                 |
| GRETCHEN SPRAFKE<br>30 EAST SEVENTH STREET, SUITE 2000<br>ST. PAUL, MN 55101-4930              | SECRETARY/TRUSTEE<br>1.00      | 0.                | 0.                           | 487.               |

|  |                          |    |    |         |
|--|--------------------------|----|----|---------|
| ARAH E. COOMBS                                   | TRUSTEE                  |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 0.      |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>JANE C. BREWSTER                             | TRUSTEE                  |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 419.    |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>MIKE SLOCUM                                  | TREASURER/TRUSTEE        |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 1,206.  |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>ALEXANDRIA W. CARR                           | TRUSTEE                  |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 530.    |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>ANORA ROSENBERY                              | TRUSTEE                  |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 2,264.  |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>LAHLEN TITCOMB                               | TRUSTEE                  |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 875.    |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>JOHN PROVO                                   | ASST SECRETARY/TREASURER |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 0.      |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>ROBERT C. TITCOMB (6/1 - 12/31)              | TRUSTEE                  |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 1,399.  |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>LEE A. MCFEE (6/1 - 12/31)                   | TRUSTEE                  |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 0.      |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>LYNN P. CUNNINGHAM (6/1 - 12/31)             | VICE PRESIDENT/TRUSTEE   |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 0.      |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>JOEL F.C. DAVIS (6/1 - 12/31)                | TRUSTEE                  |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 640.    |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>JOHN C. DRISCOLL (6/1 - 12/31)               | TRUSTEE                  |    |    |         |
| 0 EAST SEVENTH STREET, SUITE 2000                | 1.00                     | 0. | 0. | 0.      |
| ST. PAUL, MN 55101-4930                          |                          |    |    |         |
| <br>TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII |                          | 0. | 0. | 18,883. |

# Weyerhaeuser Family Foundation

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

Schedule of Contributions Paid in 2014  
EIN 41-6012062

19000

| Grantee Organization           | Address  | Status of recipient | Purpose  | Amount      | Date       |
|--------------------------------|--|---------------------|--|-------------|------------|
| 180 Turning Lives Around, Inc  | 1 Bethany Rd., Bldg. 3, Suite 42<br>Hazlet, NJ 02145 | PC                  | Child and Parent Domestic Violence Project   | \$25,000.00 | 12/16/2014 |
| AfricaAid, Inc.                | 1031 33rd St.<br>Suite 174<br>Denver, CO 80205       | PC                  | support of the KISA Project  | \$2,000.00  | 7/2/2014   |
| AfricaAid, Inc.                | 1031 33rd St.<br>Suite 174<br>Denver, CO 80205       | PC                  | The Kisa Project   | \$25,000.00 | 12/16/2014 |
| Amazon Conservation Team       | 4211 N. Fairfax Dr.<br>Arlington, VA 22203, VA 22203 | PC                  | Indigenous Women of the Amazon   | \$30,000.00 | 12/16/2014 |
| Asante Africa Foundation       | 1334 Carlton Place<br>Livermore, CA 94550            | PC                  | Girls' Financial Literacy, Life Skills and Savings Project, Rural Tanzania and Kenya | \$25,000.00 | 12/16/2014 |
| Austin Childrens Services      | 4800 Manor Road<br>Austin, TX 78723                  | PC                  | Safe Start   | \$20,000.00 | 12/16/2014 |
| Bradley Angle House            | 5432 N. Albina<br>Portland, OR 97217                 | PC                  | Healing Kids, Healing Families   | \$30,000.00 | 12/16/2014 |
| Child Crisis Center of El Paso | 2100 N. Stevens<br>El Paso, TX 79930                 | PC                  | honorarium   | \$750.00    | 12/16/2014 |

# Weyerhaeuser Family Foundation

30 E 7th Street, Suite 2000

St. Paul, MN 55101-4930

Schedule of Contributions Paid in 2014

EIN 41-6012062

| Grantee Organization               | Address   | Status of recipient | Purpose  | Amount      | Date       |
|------------------------------------|---|---------------------|--|-------------|------------|
| Cornerstone Advocacy Service       | 1000 East 80th Street<br>Bloomington, MN 55420                        | PC                  | Early Childhood Program  | \$32,000.00 | 12/16/2014 |
| Ecotrust                           | 721 NW 9th Avenue, Suite 200  | PC                  | Conserving municipal watersheds through  | \$25,000.00 | 12/16/2014 |
| El Paso Center for Children        | 2200 N Stevens Street<br>El Paso, TX 79930                            | PC                  | honorarium   | \$750.00    | 12/16/2014 |
| Fabretto Childrens Foundation, Inc | 3124 North 10th Street 2nd Floor<br>Arlington, VA 22201               | PC                  | "Improving the lives and livelihoods of girls and young women from Managua's Acahualinca community."                                   | \$9,604.35  | 12/16/2014 |
| Family Partnership                 | 414 South 8th Street<br>Minneapolis, MN 55404                         | PC                  | Culturally Modified Trauma Focused Treatment   | \$25,000.00 | 12/16/2014 |
| Familywise Services                | 3036 University Ave SE<br>Minneapolis, MN 55414                       | PC                  | Maternal Guidance Family and Parenting Development Program   | \$20,000.00 | 12/16/2014 |
| Forsyth County Family Haven        | P O Box 1160<br>Cumming, GA 30028                                     | PC                  | THRIVE   | \$10,700.00 | 12/16/2014 |
| Forterra                           | 901 5th Ave, Suite 2200<br>Seattle, WA 98164                          | PC                  | Reinvigorating Forest Communities through Engineered Wood Products   | \$25,000.00 | 12/16/2014 |
| Friends of Coronado State Monument | c/o Coronado State Monument<br>485 Kuaua Road<br>Bernalillo, NM 87004 | PC                  | general operating support, suggesting outreach to increase participation in the educational programs offered by Coronado Historic Site | \$2,000.00  | 7/2/2014   |

# Weyerhaeuser Family Foundation

30 E 7th Street, Suite 2000

St. Paul, MN 55101-4930

## Schedule of Contributions Paid in 2014

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19000

| Grantee Organization                | Address  | Status of recipient | Purpose   | Amount      | Date       |
|-------------------------------------|--|---------------------|---|-------------|------------|
| Great Peninsula Conservancy         | 423 Pacific Avenue, Suite 401<br>Bremerton,, WA 98337            | PC                  | Kitsap Community Forest   | \$30,000.00 | 12/16/2014 |
| Hope Through Health, Inc            | P.O. Box 605<br>Medway, MA 02053                                 | PC                  | Community based integration of family<br>planning and HIV services in Togo, West Africa | \$24,846.00 | 12/16/2014 |
| Lotus Outreach                      | PO Box 60351<br>Sacramento, CA 95860                             | PC                  | Honorarium for 2014 International Site Visit  | \$2,000.00  | 3/25/2014  |
| Lwala Community Alliance            | PO Box 60688<br>Nashville, TN 37206                              | PC                  | Salama Pamoja (Safety Together)   | \$25,090.00 | 12/16/2014 |
| Mali Health Organizing Project, Inc | PO Box 425081<br>Cambridge, MA 02142                             | PC                  | Women's Microsaving and Health Loans in<br>Mali's Slum Communities                      | \$25,000.00 | 12/16/2014 |
| Minneapolis Foundation              | IDS Center, 80 South 8th Street<br>Minneapolis, MN 55402         | PC                  | 2014 Children's Initiative hold   | \$15,000.00 | 12/29/2014 |
| Mt. Adams Resource Stewards         | PO Box 152<br>Glenwood, WA 98619                                 | PC                  | Mt. Adams Forest Values Project   | \$24,000.00 | 12/16/2014 |
| National Forest Foundation          | Building 27, Suite 3<br>Fort Missoula Road<br>Missoula, MT 59802 | PC                  | Idaho Panhandle National Forest Treasured<br>Landscapes Campaign                        | \$24,000.00 | 12/16/2014 |

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St. Paul, MN 55101-4930

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EIN 41-6012062

19000

| Grantee Organization                             | Address  | Status of recipient | Purpose   | Amount      | Date       |
|--|--|---------------------|---|-------------|------------|
| New Mexico Museum of Natural History and Science | 1801 Mountain Road NW<br>Albuquerque, NM 87104         | PC                  | general operating support, suggesting enhancements to the curriculum of the Sandia Mountain Natural History Center and the children it serves | \$8,000.00  | 7/2/2014   |
| Northwest Natural Resource Group                 | 1917 1st Ave, Level A, Suite 200<br>Seattle, WA 98101  | PC                  | Ecosystem Services Demonstration Project  | \$30,000.00 | 12/16/2014 |
| One Heart World-Wide                             | 1818 Pacheco Street<br>San Francisco, CA 94116         | PC                  | Early detection of Eclampsia/pre Eclampsia in a remote district of Nepal  | \$24,750.00 | 12/16/2014 |
| Pacific Forest Trust, Inc.                       | 1001-A O'Reilly Avenue<br>San Francisco, CA 94129      | PC                  | Demonstrating a new Forestry for the 21st Century   | \$25,000.00 | 12/16/2014 |
| Pathfinder International                         | 9 Galen Street, Suite 217<br>Watertown, MA 02472       | PC                  | Adolescent and youth sexual and reproductive health project in Burkina Faso   | \$25,000.00 | 12/16/2014 |
| Peace At Home Family Shelter, Inc.               | PO Box 10946<br>Fayetteville, AR 72703                 | PC                  | Healing Together: Parents and Children Recovering from Domestic Violence  | \$14,300.00 | 12/16/2014 |
| Peter C. Alderman Foundation                     | PO Box 278<br>Bedford, NY 10506                        | PC                  | Honorarium for 2014 International Site Visit  | \$2,000.00  | 3/25/2014  |
| Possible (formerly Nyaya Health)                 | 17 West 17th Street<br>7th Floor<br>New York, NY 10011 | PC                  | Comprehensive family planning program in Achham, Nepal  | \$35,000.00 | 12/16/2014 |

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St. Paul, MN 55101-4930

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EIN 41-6012062

19000

| Grantee Organization         | Address  | Status of recipient | Purpose   | Amount      | Date       |
|------------------------------|--|---------------------|---|-------------|------------|
| Pueblo a Pueblo              | PO Box 43<br>Cabin John, MD 20818                  | PC                  | Family Planning Champions   | \$22,000.00 | 12/16/2014 |
| Safe Voices                  | P.O. Box 713<br>Auburn, ME 04212-0713              | PC                  | Family Support Group  | \$24,920.00 | 12/16/2014 |
| Sistercare, Inc.             | PO Box 1029<br>Columbia, SC 29202                  | PC                  | Safe Place and Caring Environment (SPACE)   | \$27,000.00 | 12/16/2014 |
| St. Croix River Association  | PO Box 655<br>St. Croix Falls, WI 54024            | PC                  | Linking Forestry & Clean Water Quality, Upper St. Croix Project   | \$15,000.00 | 12/16/2014 |
| Sustainable Northwest        | 813 SW Alder St. Ste 500<br>Portland, OR 97205     | PC                  | Western Juniper Utilization Group Project   | \$25,000.00 | 12/16/2014 |
| Sustainable Northwest        | 813 SW Alder St. Ste 500<br>Portland, OR 97205     | PC                  | From forest to floor, integrating the sustainable woodproducts supply chain through the Build Local Alliance. | \$35,000.00 | 12/16/2014 |
| Village Enterprise Fund      | 751 Laurel Street, PMB 222<br>San Carlos, CA 94070 | PC                  | Overcoming Poverty and Violence Through Micro-entrepreneurship in Northern Uganda                             | \$30,000.00 | 12/16/2014 |
| Western Rivers Conservancy   | 71 SW Oak Street, Suite 100<br>Portland, OR 97204  | PC                  | Minam River Project   | \$30,000.00 | 12/16/2014 |
| Women's Center International | 307 Lee St. #6<br>Oakland, CA 94610                | PC                  | Women's Health Assistance Program   | \$11,325.00 | 12/16/2014 |

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

Schedule of Contributions Paid in 2014  
EIN 41-6012062

| Grantee Organization           | Address                                       | Status of recipient | Purpose   | Amount              | Date       |
|--------------------------------|---|---------------------|---|---------------------|------------|
| Wuqu Kawoq Sa                  | P.O. Box 91<br>Bethel, VT 05032               | PC                  | Expanding Comprehensive Women's Health<br>Services in Mayan Communities | \$20,240.00         | 12/16/2014 |
| YWCA El Paso del Norte Region  | 201 East Main, Suite 400<br>El Paso, TX 79901 | PC                  | honorarium  | \$1,500.00          | 12/16/2014 |
| <b>Grand Totals (36 Items)</b> |   |                     |   | <b>\$883,775.35</b> |            |

WEYERHAEUSER FAMILY FOUNDATION  
30 East Seventh Street, Suite 2000  
St. Paul, Minnesota 55101-4930  
[www.wfamilyfoundation.org](http://www.wfamilyfoundation.org)  
41-6012062  
2014 Form 990-PF, Return of Private Foundation  
PART XV SUPPLEMENTARY INFORMATION

The Weyerhaeuser Family Foundation requires that all Letters of Inquiry and Full Proposals be completed via the Foundation's online application system. The link to the online Letter of Inquiry is provided on the Foundation's website at [www.wfamilyfoundation.org](http://www.wfamilyfoundation.org). A link to the Full Proposal is provided when a grantee is invited to submit a Full Proposal. The Foundation has three priority funding areas:

- Children's Initiative
- International Initiative
- Sustainable Forests and Communities Initiative

**Deadlines—April 1 / August 1**

Letters of Inquiry are accepted through April 1. The Foundation Board will consider a Letter of Inquiry in June and invite proposals to be submitted by August 1 to be considered by the Board in November. Funding will be available in December for the next year.

The **International Initiative** provides support to programs that help women, girls, and their families overcome violence, poverty, and other hardships in under-developed countries. Priority is given to programs that:

- Address the needs of at-risk youth
- Preserve and protect the environment by using scarce resources wisely
- Address mental health (including, chemical dependency) and family planning
- Support micro-lending, providing a source of capital to create better lives

The **Children's Initiative** provides support to programs that create and promote stability and resiliency for children who have been exposed to domestic violence. Priority is given to programs that:

- Have the objective of preventing future abuse and breaking the cycle of violence
- Assist children in coping with the physical, emotional, and mental trauma of abuse
- Provide treatment and services beyond initial intervention
- Target children of middle school age and younger
- Use an approach based on proven and documented strategies and provides clear metrics to measure the program's outcomes

The **Sustainable Forests and Communities Initiative** supports organizations that work in forested landscapes to enhance the environment, the economy, and the community within the regions in which the Weyerhaeuser family's business originated: Idaho, Oregon, Washington, northern California, western Montana, Minnesota, and Wisconsin. Priority is given to projects that:

- Employ sustainable forest management, conservation, and ecological restoration
- Develop and encourage enterprise-based sustainable economic activities
- Use innovative social and locally-based business processes to meet agreed-upon environmental and economic sustainability goals

- Use innovative business or policy models to better establish prices and markets for ecosystem services

### **Grant Size**

The average grant size for the Initiatives is \$25,000 or less.

### **Outcome-Based Assessment**

The Foundation has a particular interest in measurable outcomes. Therefore, applicants will be asked to clearly state their goals at the outset of each grant period, and to report on their activities and achievements at the end. The single most important question to be addressed is: What measurable improvements will occur in the participants' lives as a result of the project or program?

### **Restrictions**

The Foundation will not consider proposals in the following areas:

- Ongoing projects or general operating support for an organization.
- Projects whose purpose is to create specific media, film, photography, or books.
- Capital projects, including land acquisition or the construction of buildings.
- Grants or scholarships to individuals.
- Projects that attempt to change behavior by education of the general public.
- Camps or cultural exchange programs.
- Lobbying prohibited by the Internal Revenue Code.
- Conferences.
- Endowments.
- Start-up costs or new organizations.
- Research projects.

**WEYERHAEUSER FAMILY FOUNDATION**

**30 East Seventh Street, Suite 2000**

**St. Paul, Minnesota 55101-4930**

**www.wfamilyfoundation.org**

**41-6012062**

**2014 Form 990 PF, Sch B. Part II**

|           |                      |               |
|-----------|----------------------|---------------|
| 26 shares | Potlatch Corporation | 1,042         |
| 62 shares | Weyerhaeuser Company | 2,028         |
| 49 shares | Potlatch Corporation | 2,024         |
| 35 shares | Weyerhaeuser Company | 1,272         |
| 47 shares | Life Time Fitness    | 2,531         |
| 50 shares | Potlatch Corporation | 2,038         |
| 25 shares | Potlatch Corporation | 1,021         |
| 15 shares | St. Judes Medical    | 1,009         |
| 85 shares | Weyerhaeuser Company | 2,986         |
| 29 shares | Weyerhaeuser Company | 1,050         |
| 29 shares | Weyerhaeuser Company | 1,056         |
|           |                      | <u>18,058</u> |