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EXTENDED TO NOVEMBER 15, 2016

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open To Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

WEYERHAEUSER/DAY FOUNDATION

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

30 E. 7TH STREET

Room/suite

2000

A Employer identification number

41-1815686

B Telephone number

6512280935

City or town, state or province, country, and ZIP or foreign postal code

ST. PAUL, MN 55101-4930

Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

Fair market value of all assets at end of year

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

\$ 10,096,017. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(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

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

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a 1,928,663.

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

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

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

STMT 4

b Accounting fees

STMT 5

c Other professional fees

17 Interest

18 Taxes

STMT 6

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7

24 Total operating and administrative

expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

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

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

N/A

523501

11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

1

13581107 144130 15008

2015.04030 WEYERHAEUSER/DAY FOUNDATION 150081

Part II Balance Sheets		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 ▶				
	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 9	6,488,274.	6,463,953.	6,855,332.	
	c Investments - corporate bonds STMT 10	2,101,818.	1,848,690.	1,786,071.	
	11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 11	814,258.	993,758.	1,454,614.		
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,404,350.	9,306,401.	10,096,017.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	9,404,350.	9,306,401.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.			
30 Total net assets or fund balances	9,404,350.	9,306,401.			
31 Total liabilities and net assets/fund balances	9,404,350.	9,306,401.			

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	9,404,350.
2 Enter amount from Part I, line 27a	2	-138,504.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	40,555.
4 Add lines 1, 2, and 3	4	9,306,401.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,306,401.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,928,663.		1,601,103.	327,560.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			327,560.

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	327,560.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	520,848.	11,206,996.	.046475
2013	501,137.	10,609,041.	.047237
2012	448,344.	9,718,123.	.046135
2011	446,855.	9,597,635.	.046559
2010	389,904.	9,001,810.	.043314

2 Total of line 1, column (d)	2	.229720
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	.045944
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	10,683,032.
5 Multiply line 4 by line 3	5	490,821.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,553.
7 Add lines 5 and 6	7	496,374.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	552,268.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	5,553.
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	5,553.
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	5,553.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	18,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	18,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,447.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 12,447. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (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)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► FIDUCIARY COUNSELLING, INC. Telephone no. ► (651) 228-0935 Located at ► 30 E. 7TH STREET, SUITE 2000, ST PAUL, MN ZIP+4 ► 55101-4930		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2015 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 2015.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		X

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

(a) Name and address of each person paid more than \$50,000

(b) Type of service

(c) Compensation

NONE

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

0

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

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,682,027.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	1,163,691.
d	Total (add lines 1a, b, and c)	1d	10,845,718.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,845,718.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	162,686.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,683,032.
6	Minimum investment return. Enter 5% of line 5	6	534,152.

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

1	Minimum investment return from Part X, line 6	1	534,152.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	5,553.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,553.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	528,599.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	528,599.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	528,599.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	552,268.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	552,268.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,553.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	546,715.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				528,599.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			513,074.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 552,268.				
a Applied to 2014, but not more than line 2a			513,074.	
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 2015 distributable amount				39,194.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				489,405.
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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

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

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	 Signature of officer of trustee	11/9/16 Date	 Title
May the IRS discuss this return with the preparer shown below (see instr. 7)?			☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	KIM M. MERTENS	<i>[Signature]</i>	11-8-16		P01059443
	Firm's name ▶ FIDUCIARY COUNSELLING, INC				Firm's EIN ▶ 41-0445819
	Firm's address ▶ 30 E. 7TH STREET, SUITE 2000 SAINT PAUL, MN 55101-4930				Phone no. 651-228-0935

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BOOK TO TAX LTCGD ADJ			
b	PUBLICALLY TRADED SECURITIES			
c	WASH SALE ADJ			
d	PUBLICALLY TRADED SECURITIES			
e	WASH SALE ADJ			
f	STCG THRU CPOF II	P		
g	LTCG THRU CPOF II	P		
h	SEC. 1231 THRU CPOF II	P		
i	SEC. 1256 THRU CPOF II	P		
j	STCG THRU CPOF III	P		
k	LTCG THRU CPOF III	P		
l	SEC. 1231 THRU CPOF III	P		
m	SEC. 1256 THRU CPOF III	P		
n	STCG THRU CPOF IV	P		
o	LTCG THRU CPOF IV	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	31,451.		31,451.
b	271,094.	275,242.	-4,148.
c	1,663.		1,663.
d	1,285,823.	1,323,131.	-37,308.
e	9,743.		9,743.
f	757.		757.
g	37,975.		37,975.
h	267.		267.
i	660.		660.
j	442.		442.
k	20,508.		20,508.
l		1,591.	-1,591.
m	538.		538.
n	528.		528.
o	6,577.		6,577.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			31,451.
b			-4,148.
c			1,663.
d			-37,308.
e			9,743.
f			757.
g			37,975.
h			267.
i			660.
j			442.
k			20,508.
l			-1,591.
m			538.
n			528.
o			6,577.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEC. 1231 THRU CPOF IV	P		
b	SEC. 1256 THRU CPOF IV	P		
c	STCG THRU CPOF V	P		
d	LTCG THRU CPOF V	P		
e	SEC. 1231 THRU CPOF V	P		
f	STCL THRU SIT OPP BOND FD	P		
g	LTCG THRU SIT OPP BOND FD	P		
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		28.	-28.
b	19.		19.
c	248.		248.
d	1,121.		1,121.
e	2.		2.
f		1,111.	-1,111.
g	3,079.		3,079.
h	256,168.		256,168.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-28.
b			19.
c			248.
d			1,121.
e			2.
f			-1,111.
g			3,079.
h			256,168.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 if (loss), enter "-0-" in Part I, line 7 }	2	327,560.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BOOK TO TAX LTCGD ADJ	31,451.	31,451.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES	271,094.	275,242.	0.	0.	-4,148.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CASH SALE ADJ	1,663.	1,663.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES					
	1,285,823.	1,312,079.	0.	0.	-26,256.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CASH SALE ADJ					
	9,743.	9,743.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
STCG THRU CPOF II					
	757.	757.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
STCG THRU CPOF II					
	37,975.	37,975.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
SEC. 1231 THRU CPOF II	267.	267.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
SEC. 1256 THRU CPOF II	660.	660.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
STCG THRU CPOF III	442.	442.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
LTCG THRU CPOF III	20,508.	20,508.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEC. 1231 THRU CPOF III	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEC. 1256 THRU CPOF III	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
538.	538.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
STCG THRU CPOF IV	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
528.	528.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LTCG THRU CPOF IV	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,577.	6,577.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
SEC. 1231 THRU CPOF IV	0.	0.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
SEC. 1256 THRU CPOF IV	19.	19.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	19.	19.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
3TCG THRU CPOF V	248.	248.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	248.	248.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
LTTCG THRU CPOF V	1,121.	1,121.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	1,121.	1,121.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEC. 1231 THRU CPOF V	2.	2.	0.	0.	0.

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LTCG THRU SIT OPP BOND FD	3,079.	3,079.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	256,168.
TOTAL TO FORM 990-PF, PART I, LINE 6A	225,764.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	202,964.	0.	202,964.	165,934.	
ETCGD	256,168.	256,168.	0.	0.	
ETCGD	10,651.	0.	10,651.	0.	
TO PART I, LINE 4	469,783.	256,168.	213,615.	165,934.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP DISTRIBUTIONS	10,000.	0.	
LEARWATER PRIVATE OPP FD II			
#20-2825162	0.	0.	
ORDINARY INCOME	0.	4,019.	
LESS UBTI	0.	-6,119.	
RENTAL REAL ESTATE	0.	-26.	
OTHER RENTAL INCOME	0.	845.	
INTEREST	0.	2,734.	
DIVIDENDS	0.	4,906.	
ROYALTIES	0.	4.	
OTHER PORTFOLIO INCOME	0.	-373.	
CANCELLATION OF DEBT INCOME	0.	-4.	
OTHER INCOME	0.	2,442.	
LEARWATER PRIVATE OPP III			
#26-2251284	0.	0.	
ORDINARY INCOME	0.	57.	
LESS: UBTI	0.	-627.	
NET RENTAL	0.	-138.	
OTHER RENTAL	0.	226.	
INTEREST INCOME	0.	2,188.	
DIVIDENDS	0.	3,575.	
ROYALTIES	0.	163.	
OTHER PORTFOLIO INCOME	0.	-10,272.	
CANCELLATION OF DEBT INCOME	0.	5.	
OTHER INCOME(LOSS)	0.	608.	
LEARWATER PRIVATE OPP FD IV			
#45-2978316	0.	0.	
ORDINARY INCOME	0.	-697.	
LESS UBTI	0.	833.	
RENTAL REAL ESTATE	0.	8.	
INTEREST	0.	1,164.	

DIVIDENDS	0.	1,440.
ROYALTIES	0.	1.
OTHER PORTFOLIO INCOME	0.	-5,830.
CANCELLATION OF DEBT INCOME	0.	6.
OTHER INCOME	0.	178.
CLEARWATER PRIVATE OPP FD V		
46-5036194	0.	0.
ORDINARY INCOME	0.	-377.
LESS UBTI	0.	1,232.
INTEREST	0.	331.
DIVIDENDS	0.	1.
ROYALTIES	0.	2.
OTHER PORTFOLIO INCOME	0.	-2,700.
OTHER INCOME	0.	-373.
SPELL CAPITAL MEZZANINE PARTNERS		
37-1661465	0.	0.
ORDINARY INCOME	0.	-13,459.
INTEREST	0.	107,197.
DIVIDENDS	0.	500.
LESS UBTI	0.	13,459.
SIT OPPORTUNITY BOND FUND, LLC	0.	0.
INTEREST	0.	592.
DIVIDENDS	0.	33,207.
FEDERAL EXCISE REFUND	500.	0.
FEDERAL UBTI REFUND	4,309.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	14,809.	140,928.

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,294.	0.		4,294.
FO FM 990-PF, PG 1, LN 16A	4,294.	0.		4,294.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING & TAX SERVICES	49,773.	5,324.		42,949.	
AUDIT FEES	0.	0.		0.	
NO FORM 990-PF, PG 1, LN 16B	49,773.	5,324.		42,949.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	22,700.	0.		0.	
FEDERAL UBTI TAX	800.	0.		0.	
STATE UBTI TAX	100.	0.		0.	
FOREIGN TAXES PAID	0.	4,478.		0.	
FOREIGN TAX PAID THRU CPOF II	0.	66.		0.	
FOREIGN TAX PAID THRU CPOF III	0.	150.		0.	
FOREIGN TAX PAID THRU CPOF IV	0.	57.		0.	
NO FORM 990-PF, PG 1, LN 18	23,600.	4,751.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE FILING FEE	25.	0.		25.	
CLEARWATER PRIVATE OPP FD II	0.	0.		0.	
SEC. 179	0.	4.		0.	
ROYALTY DEDUCTIONS	0.	3.		0.	
SEC. 59 (E) (2)	0.	268.		0.	
PORTFOLIO DEDUCTIONS	0.	7,204.		0.	
PORTFOLIO DEDUCTIONS	0.	14.		0.	
CLEARWATER PRIVATE OPP FD III	0.	0.		0.	
SEC. 179	0.	2.		0.	

ROYALTY DEDUCTIONS	0.	130.	0.
SEC. 59 (E) (2)	0.	520.	0.
PORTFOLIO DEDUCTIONS	0.	6,953.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	15.	0.
OTHER DEDUCTIONS	0.	83.	0.
CLEARWATER PRIVATE OPP FD IV	0.	0.	0.
ROYALTY DEDUCTIONS	0.	1.	0.
SEC. 59 (E) (2)	0.	269.	0.
PORTFOLIO DEDUCTIONS	0.	9,390.	0.
PORTFOLIO DEDUCTIONS	0.	2.	0.
OTHER DEDUCTIONS	0.	211.	0.
CLEARWATER PRIVATE OPP FD V			
46-5036194	0.	0.	0.
ROYALTY DEDUCTIONS	0.	10.	0.
SEC. 59 (E) (2)	0.	1,259.	0.
PORTFOLIO DEDUCTIONS	0.	9,255.	0.
OTHER DEDUCTIONS	0.	63.	0.
SPELL CAPITAL MEZZANINE			
PARTNERS 37-1661465	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	11,360.	0.
SIT OPPORTUNITY BOND FUND,			
ILC 41-1966452	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	2,808.	0.
TO FORM 990-PF, PG 1, LN 23	25.	49,824.	25.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
ROUNDING	1.
OTHER ADJUSTMENTS	40,554.
TOTAL TO FORM 990-PF, PART III, LINE 3	40,555.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY GOVT CASH RESERVES	64,176.	64,176.
WEYERHAEUSER CO	814,549.	732,531.
DAKMARK SELECT FD	223,929.	379,085.
SELECTED AMERICAN SHARES CL D	390,787.	379,835.
VANGUARD PRIMECAP CORE FD	228,406.	384,570.
BARON SMALL CAP FUND	225,127.	314,660.
CLEARWATER SMALL CAP FUND	642,574.	715,619.
AMERICAN EUROPACIFIC GR CL F2	316,818.	394,807.

DODGE & COX INTL STOCK FUND	346,683.	363,357.
MORGAN STANLEY INST INTL EQUITY	0.	0.
TEMPLETON INST FOREIGN SM COS	282,458.	401,992.
THIRD AVENUE REAL ESTATE	245,648.	294,351.
AQR TM EMERGING MULTI STYLE R6	604,540.	557,404.
EV PARAMETRIC TM EMERGING MKTS	661,036.	559,259.
FOUCHSTONE EMERGING MARKETS	0.	0.
PIMCO ALL ASSET INST CLASS	343,511.	301,373.
THIRD AVENUE FOCUSED CREDIT INSTL	378,470.	198,192.
WILLIAM BLAIR MACRO ALLOCATION FD	323,089.	297,450.
THIRD AVENUE REAL ESTATE	372,150.	516,671.
ROUNDING	2.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,463,953.	6,855,332.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE TOTAL RETURN BOND FD	307,130.	298,809.
LOOMIS SAYLES BOND INSTL	297,159.	291,515.
PIMCO EMERGING MARKETS BOND FD	324,007.	284,295.
SIT OPPORTUNITY BOND FUND, LLC	615,226.	628,849.
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	305,168.	282,603.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,848,690.	1,786,071.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLEARWATER PRIVATE OPP FND II	COST	111,977.	347,271.
CLEARWATER PRIVATE OPP FND III	COST	210,781.	347,323.
CLEARWATER PRIVATE OPP FND IV	COST	186,000.	229,141.
CLEARWATER PRIVATE OPP FND V	COST	160,000.	149,624.
SPELL CAPITAL MEZZANINE PARTNERS	COST		
SBIC LP		325,000.	381,255.
TOTAL TO FORM 990-PF, PART II, LINE 13		993,758.	1,454,614.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WIVIAN W. DAY 30 E. 7TH STREET 2000 ST. PAUL, MN 55101-4930	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
STANLEY R. DAY, JR. 30 E. 7TH STREET 2000 ST. PAUL, MN 55101-4930	SECRETARY/DIRECTOR 1.00	0.	0.	0.
FREDERICK K.W. DAY 30 E. 7TH STREET 2000 ST. PAUL, MN 55101-4930	TREASURER/DIRECTOR 1.00	0.	0.	0.
LINCOLN W. DAY 30 E. 7TH STREET 2000 ST. PAUL, MN 55101-4930	V PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JOSEPH S. MICALLEF 332 MINNESOTA STREET, STE 3090 ST. PAUL, MN 55101	ASST SEC/ASST TREAS 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

WEYERHAEUSER FAMILY FOUNDATION

GRANTEE'S ADDRESS30 EAST SEVENTH STREET, SUITE 2000
ST. PAUL, MN 55101-4930

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
10,000.	12/11/15	10,000.	04/07/16

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT AVAILABLE AFTER MAY 15, 2016

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. TO THE KNOWLEDGE OF THE GRANTOR, NEITHER THE PRINCIPAL NOR THE INCOME FROM THE GRANT FUNDS HAS BEEN USED FOR ANY PURPOSE WHICH WOULD RESULT IN TAX UNDER IRC SECTION 4945(D).

Weyerhaeuser Day Foundation

15008 - Schedule of Contributions Paid in 2015

41-1815686

Grantee Organization	Address	Status of Recipient	Purpose	Date Paid	Amount
Cabrini Clinic	1234 Porter Street Detroit, MI 48226	PC	general operating support	12/11/2015	\$10,000.00
Detroit Institute for Children	2075 E. West Maple Suite B-203 Walled Lake, MI 48390	PC	general operating support	12/11/2015	\$10,000.00
Detroit Symphony Orchestra	Development Department 3711 Woodward Avenue Detroit, MI 48201	PC	general operating support	12/11/2015	\$5,000.00
Forest History Society	701 William Vickers Ave Durham, NC 27701-3198	PC	the Annual Fund	12/11/2015	\$10,000.00
Forgotten Harvest	21800 Greenfield Road Oak Park, MI 48237	PC	general operating support	12/11/2015	\$5,000.00
Greening of Detroit	1418 Michigan Avenue Detroit, MI 48216-1324	PC	general operating support	12/11/2015	\$10,000.00
Henry Ford Health System Foundation	One Ford Place, 5A Detroit, MI 48202	PC	general operating support	12/11/2015	\$25,000.00
Michigan Environmental Council	602 W. Ionia St. Lansing, MI 48933	PC	general operating support	12/11/2015	\$5,000.00
Michigan Forest Foundation	6120 S. Clinton Trail Eaton Rapids, MI 48827	PC	general operating support	12/11/2015	\$10,000.00
Miss Porter's School	60 Main Street Farmington, CT 06032	PC	general operating support	12/11/2015	\$5,000.00

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41-1815686

Grantee Organization	Address	Status of Recipient	Purpose	Date Paid	Amount
Nature Conservancy -Michigan Chapter	101 East Grant River Avenue Lansing, MI 48906	PC	general operating support	12/11/2015	\$25,000.00
The Detroit Institute of Arts	5200 Woodward Avenue Detroit, MI 48202	PC	general operating support	12/11/2015	\$10,000.00
University Liggett School	1045 Cook Road Grosse Pointe Woods, MI 48236	PC	general operating support	12/11/2015	\$50,000.00
Wayne State University	Wayne State University Fund Office 5475 Woodward Avenue Detroit, MI 48202	PC	general operating support	12/11/2015	\$15,000.00
Weyerhaeuser Family Foundation	30 East Seventh Street, Suite 2000 Saint Paul, MN 55101-4930	PF	unrestricted support	12/11/2015	\$10,000.00
World Bicycle Relief	1000 W Fulton Market, 4th Floor Chicago, IL 60607-1212	PC	general operating support	12/11/2015	\$310,000.00
Grand Totals					\$515,000.00