

EXTENDED TO JANUARY 16, 2018

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

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning **MAR 1, 2016**, and ending **FEB 28, 2017**Name of foundation
**CHARLES A WEYERHAEUSER MEMORIAL
FOUNDATION**

A Employer identification number

41-6012063

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

30 E. SEVENTH ST, SUITE 2000

Room/suite

B Telephone number

6512280935

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

ST PAUL, MN 55101-4930

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

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

► \$ **9,959,346.** (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)

Revenue	1 Contributions, gifts, grants, etc., received	2,000.		N/A	
	2 Check <input checked="" 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	129,003.	133,589.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	88,386.			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,447,712.			
	7 Capital gain net income (from Part IV, line 2)		233,712.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	132,650.	87,472.		STATEMENT 3
	12 Total. Add lines 1 through 11	352,049.	554,773.		
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	47,918.	6,632.		39,786.
	c Other professional fees STMT 5	80.	40.		40.
	17 Interest		23,807.		
	18 Taxes STMT 6	105.	5,922.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	1,550.	49,042.		1,550.
	24 Total operating and administrative expenses. Add lines 13 through 23	49,653.	85,443.		41,376.
	25 Contributions, gifts, grants paid	410,000.			405,000.
	26 Total expenses and disbursements. Add lines 24 and 25	459,653.	85,443.		446,376.
	27 Subtract line 26 from line 12	-107,604.			
	a Excess of revenue over expenses and disbursements		469,330.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	-1.		
	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	5,237,836.	5,009,751.	5,907,636.
	c Investments - corporate bonds STMT 10	2,206,867.	2,394,904.	2,541,469.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	999,813.	834,975.	1,510,241.	
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)	8,444,515.	8,239,630.	9,959,346.	
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	8,444,515.	8,239,630.	
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	8,444,515.	8,239,630.		
31 Total liabilities and net assets/fund balances	8,444,515.	8,239,630.		

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	8,444,515.
2 Enter amount from Part I, line 27a	2	-107,604.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	771.
4 Add lines 1, 2, and 3	4	8,337,682.
5 Decreases not included in line 2 (itemize) ▶ K-1 PRIOR YEAR ADJUSTMENTS	5	98,052.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,239,630.

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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 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 1,447,712.		1,214,000.	233,712.

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

(i) FMV 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			233,712.

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	233,712.
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))
2015	465,602.	9,468,632.	.049173
2014	496,808.	10,167,243.	.048864
2013	440,615.	9,650,618.	.045657
2012	430,144.	8,929,019.	.048174
2011	410,310.	8,488,304.	.048338

2 Total of line 1, column (d)	2	.240206
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	.048041
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	9,241,584.
5 Multiply line 4 by line 3	5	443,975.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,693.
7 Add lines 5 and 6	7	448,668.
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	446,376.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	9,387.
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	9,387.
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	9,387.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	17,777.
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	17,777.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,390.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 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)? 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 (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (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 ► <u>NONE</u>	X	
14 The books are in care of ► <u>FIDUCIARY COUNSELLING, INC.</u> Telephone no ► <u>651-228-0935</u> Located at ► <u>30 E. SEVENTH ST, STE 2000, ST. PAUL, MN</u> ZIP+4 ► <u>55101-4930</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 2016, 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 ►	Yes	No
	16	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 type="checkbox"/> Yes <input checked="" 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	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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2016 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 2016)	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 2016?		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)? ☐ Yes ☒ No
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? ☒ Yes ☐ No
SEE STATEMENT 13
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
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? ☐ Yes ☒ No
N/A

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 12		0.	0.	0.

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

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

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

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

Part IX-A Summary of Direct Charitable Activities	
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Expenses

0.

Amount

0.

3

0.

623561 11-23-16

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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	8,173,298.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	1,209,021.
d	Total (add lines 1a, b, and c)	1d	9,382,319.
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	9,382,319.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	140,735.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,241,584.
6	Minimum investment return. Enter 5% of line 5	6	462,079.

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	462,079.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	9,387.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,387.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	452,692.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	452,692.
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	452,692.

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	446,376.
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	446,376.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	446,376.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				452,692.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			426,354.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 446,376.				
a Applied to 2015, but not more than line 2a			426,354.	
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 2016 distributable amount				20,022.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				432,670.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

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

1 Information Regarding Foundation Managers:

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

ROBERT J. SIVERSTEN (DECEASED)

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

CHARLES A WEYERHAEUSER MEMORIAL
FOUNDATION

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Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED				410,000.
Total			3a	410,000.
b Approved for future payment				
NONE				
Total			3b	0.

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

- [illegible]

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Date _____

Title

☒ Yes ☐ No

Phone no **651-228-0935**

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2016.05020 CHARLES A WEYERHAEUSER MEMO 560001

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 PUBLICLY TRADED SECURITIES		P		
b WASH SALES		P		
c LONG TERM CAPITAL GAIN DISTRIBUTIONS		P		
d LONG TERM CAPITAL GAIN THRU SPELL CAPITAL MEZZANI		P		
e SHORT TERM CAPITAL GAIN THRU SIT OPPORTUNITY BOND		P		
f LONG TERM CAPITAL GAIN THRU SIT OPPORTUNITY BOND		P		
g SHORT TERM CAPITAL GAIN THRU CPOF		P		
h LONG TERM CAPITAL GAIN THRU CPOF		P		
i 1231 GAIN THRU CPOF		P		
j SHORT TERM CAPITAL LOSS THRU CPOF III		P		
k LONG TERM CAPITAL GAIN THRU CPOF II		P		
l 1231 GAIN THRU CPOF II		P		
m SHORT TERM CAPITAL LOSS THRU CPOF III		P		
n LONG TERM CAPITAL GAIN THRU CPOF III		P		
o 1231 LOSS THRU CPOF III		P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,156,142.		1,212,628.	-56,486.
b 10,522.			10,522.
c 136,869.			136,869.
d 6,097.			6,097.
e 4,196.			4,196.
f 3,837.			3,837.
g 83.			83.
h 20,003.			20,003.
i 66.			66.
j		172.	-172.
k 37,174.			37,174.
l 123.			123.
m		723.	-723.
n 51,476.			51,476.
o		477.	-477.

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

(i) FMV 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			-56,486.
b			10,522.
c			136,869.
d			6,097.
e			4,196.
f			3,837.
g			83.
h			20,003.
i			66.
j			-172.
k			37,174.
l			123.
m			-723.
n			51,476.
o			-477.

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	SHORT TERM CAPITAL GAIN THRU CPOF IV	P		
b	LONG TERM CAPITAL GAIN THRU CPOF IV	P		
c	1231 GAIN THRU CPOF IV	P		
d	SHORT TERM CAPITAL GAIN THRU CPOF V	P		
e	LONG TERM CAPITAL GAIN THRU CPOF V	P		
f	1231 GAIN THRU CPOF V	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,703.			3,703.
b 16,469.			16,469.
c 29.			29.
d 492.			492.
e 407.			407.
f 24.			24.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV 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			3,703.
b			16,469.
c			29.
d			492.
e			407.
f			24.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	233,712.
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
PUBLICLY TRADED SECURITIES					
	1,156,142.	1,212,628.	0.	0.	-56,486.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WASH SALES					
	10,522.	0.	0.	0.	10,522.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG TERM CAPITAL GAIN DISTRIBUTIONS					
	136,869.	2,519.	0.	0.	134,350.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG TERM CAPITAL GAIN THRU SPELL CAPITAL MEZZANINE	6,097.	6,097.	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
SHORT TERM CAPITAL GAIN THRU SIT OPPORTUNITY BOND FUND	4,196.	4,196.	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
LONG TERM CAPITAL GAIN THRU SIT OPPORTUNITY BOND FUND	3,837.	3,837.	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
SHORT TERM CAPITAL GAIN THRU CPOF	83.	83.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAIN THRU CPOF	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,003.	20,003.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
1231 GAIN THRU CPOF	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66.	66.	0.	0.	0.

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAIN THRU CPOF II	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37,174.	37,174.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
1231 GAIN THRU CPOF II	123.	123.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
SHORT TERM CAPITAL LOSS THRU CPOF III	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	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
LONG TERM CAPITAL GAIN THRU CPOF III	51,476.	51,476.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
1231 LOSS THRU CPOF III	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
SHORT TERM CAPITAL GAIN THRU CPOF IV					
	3,703.	3,703.	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
LONG TERM CAPITAL GAIN THRU CPOF IV					
	16,469.	16,469.	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
1231 GAIN THRU CPOF IV					
	29.	29.	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
SHORT TERM CAPITAL GAIN THRU CPOF V					
	492.	492.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAIN THRU CPOF V	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
407.	407.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
1231 GAIN THRU CPOF V	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24.	24.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	88,386.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY INVESTMENTS	127,723.	0.	127,723.	133,580.	
ROCK ISLAND COMPANY	9.	0.	9.	9.	
SHORT TERM CAPITAL GAIN DISTRIBUTIONS	1,271.	0.	1,271.	0.	
TO PART I, LINE 4	129,003.	0.	129,003.	133,589.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBTI REFUND	51.	0.	
PARTNERSHIP INCOME	132,609.	0.	
CPOF #45-0463589	0.	0.	
ORDINARY INCOME/LOSS	0.	117.	
OTHER NET RENTAL INCOME	0.	4.	
INTEREST	0.	520.	
DIVIDENDS	0.	2,069.	
ROYALTIES	0.	6.	
OTHER PORTFOLIO INCOME/LOSS	0.	1,378.	
CANCELLATION OF DEBT	0.	-21.	
OTHER INCOME/LOSS	0.	92.	
LESS: UBTI	0.	-206.	
CPOF II #20-2825162	0.	0.	
ORDINARY INCOME/LOSS	0.	470.	
RENTAL	0.	-8.	
INTEREST	0.	148.	
DIVIDENDS	0.	8,392.	
ROYALTIES	0.	2.	
OTHER PORTFOLIO INCOME/LOSS			
CANCELLATION OF DEBT	0.	-3,929.	
CANCELLATION OF DEBT	0.	-579.	
OTHER INCOME/LOSS	0.	-129.	
LESS: UBTI	0.	-697.	
CPOF III #26-2251284	0.	0.	
ORDINARY INCOME/LOSS	0.	-124.	
NET RENTAL	0.	-206.	
OTHER RENTAL INCOME/LOSS	0.	-14.	
INTEREST	0.	2,918.	
DIVIDENDS	0.	3,051.	
ROYALTIES	0.	87.	
OTHER PORTFOLIO INCOME/LOSS	0.	2,278.	
CANCELLATION OF DEBT	0.	486.	
OTHER INCOME/LOSS	0.	750.	
LESS: UBTI	0.	564.	
CPOF IV #45-2978316	0.	0.	
ORDINARY INCOME/LOSS	0.	-1,194.	
OTHER RENTAL INCOME/LOSS	0.	-8.	
INTEREST	0.	1,863.	
DIVIDENDS	0.	1,697.	
ROYALTIES	0.	4.	
OTHER PORTFOLIO INCOME/LOSS	0.	-930.	
CANCELLATION OF DEBT	0.	493.	
OTHER INCOME/LOSS	0.	738.	
LESS: UBTI	0.	1,244.	
CPOF V #46-5036194	0.	0.	
ORDINARY INCOME/LOSS	0.	-133.	

INTEREST	0.	575.
ROYALTIES	0.	110.
OTHER PORTFOLIO INCOME/LOSS	0.	1,303.
OTHER INCOME/LOSS	0.	22.
LESS: UBTI	0.	1,350.
SPELL CAPITAL MEZZANINE PARTNERS #37-1661465	0.	0.
ORDINARY INCOME/LOSS	0.	-18,985.
INTEREST	0.	117,685.
DIVIDENDS	0.	1,084.
LESS: UBTI	0.	18,985.
SIT OPPORTUNITY BOND FUND #41-1966452	0.	0.
INTEREST	0.	710.
DIVIDENDS	0.	43,440.
TOTAL TO FORM 990-PF, PART I, LINE 11	132,660.	187,472.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX SERVICE	47,918.	6,632.		39,786.
TO FORM 990-PF, PG 1, LN 16B	47,918.	6,632.		39,786.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	80.	40.		40.
TO FORM 990-PF, PG 1, LN 16C	80.	40.		40.

FORM 990-PF	TAXES		STATEMENT		6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE TAX WITHHELD FROM PARTNERSHIP DISTRIBUTION	105.	0.		0.	
FOREIGN TAXES	0.	5,411.		0.	
FOREIGN TAX THRU CPOF	0.	26.		0.	
FOREIGN TAX THRU CPOF II	0.	180.		0.	
FOREIGN TAX THRU CPOF III	0.	274.		0.	
FOREIGN TAX THRU CPOF IV	0.	14.		0.	
FOREIGN TAX THRU CPOF V	0.	17.		0.	
TO FORM 990-PF, PG 1, LN 18	105.	5,922.		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	
MISC STATE FILING FEES	25.	0.		25.	
MEMBERSHIP FEE - MINNESOTA COUNCIL ON FOUNDATIONS	1,525.	0.		1,525.	
CPOF #45-0463589	0.	0.		0.	
SEC. 59(E)(2) DEDUCTION	0.	15.		0.	
2% PORTFOLIO DEDUCTIONS	0.	3,741.		0.	
OTHER DEDUCTIONS	0.	70.		0.	
CPOF II #20-2825162	0.	0.		0.	
SEC. 179 DEDUCTION	0.	21.		0.	
ROYALTY DEDUCTIONS	0.	13.		0.	
SEC. 59(E)(2) DEDUCTION	0.	191.		0.	
2% PORTFOLIO DEDUCTIONS	0.	5,087.		0.	
OTHER DEDUCTIONS	0.	110.		0.	
CPOF III #26-2251284	0.	0.		0.	
SEC. 179 DEDUCTION	0.	2.		0.	
ROYALTY DEDUCTIONS	0.	125.		0.	
SEC. 59(E)(2) DEDUCTION	0.	832.		0.	
2% PORTFOLIO DEDUCTIONS	0.	8,045.		0.	
OTHER PORTFOLIO DEDUCTIONS	0.	2.		0.	
OTHER DEDUCTIONS	0.	148.		0.	
CPOF IV #45-2978316	0.	0.		0.	
SEC. 59(E)(2) DEDUCTION	0.	531.		0.	
2% PORTFOLIO DEDUCTIONS	0.	9,767.		0.	
OTHER PORTFOLIO DEDUCTIONS	0.	1.		0.	
OTHER DEDUCTIONS	0.	282.		0.	
CPOF V #46-5036194	0.	0.		0.	

ROYALTY DEDUCTIONS	0.	10.	0.
SEC. 59(E)(2) DEDUCTION	0.	691.	0.
2% PORTFOLIO DEDUCTIONS	0.	5,937.	0.
OTHER DEDUCTIONS	0.	190.	0.
SPELL CAPITAL MEZZANINTE			
PARTNERS SBIC #37-1661465	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	9,667.	0.
SIT OPPORTUNITY BOND FUND			
#41-1966452	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	3,564.	0.
TO FORM 990-PF, PG 1, LN 23	1,550.	49,042.	1,550.

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

DESCRIPTION	AMOUNT
WASH SALES PRIOR YEAR ADJUSTMENTS	770.
ROUNDING	1.
TOTAL TO FORM 990-PF, PART III, LINE 3	771.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY CASH RESERVES	85,297.	85,297.
OAKMARK SELECT FD	165,434.	283,471.
SELECTED AMERICAN SHARES CL D	274,889.	286,231.
VANGUARD PRIMECAP CORE FD	150,807.	294,552.
CLEARWATER SMALL COMPANIES FUND	755,829.	874,040.
AMERICAN EUROPACIFIC GR CL FD CLASS F2	218,920.	427,877.
ARTISAN INTL VALUE FUND	169,086.	217,204.
DODGE & COX INTL STOCK FUND	181,032.	211,615.
TEMPLETON INST FOREIGN SM COS	261,712.	426,113.
AQR TM EMERGING MULTI SYLE R6	0.	0.
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	515,077.	503,110.
ROCK ISLAND COMPANY	500.	850.
THIRD AVENUE REAL ESTATE	363,836.	503,394.
PIMCO ALL ASSET INST CLASS	419,761.	420,443.
THIRD AVENUE FOCUSED CREDIT INSTL	271,166.	140,239.
WILLIAM BLAIR MACRO ALLOCATION FD	434,348.	412,918.
JP MORGAN ALERIAN MLP INDEX	296,236.	312,298.
AQR EMERGING MULTI STYLE FUND	445,821.	507,984.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,009,751.	5,907,636.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE TOTAL RETURN BOND FD CL I	417,780 .	403,699 .
LOOMIS SAYLES BOND INSTL	305,712 .	406,838 .
PIMCO EMERGING MARKETS BOND FD	427,004 .	413,834 .
SIT OPPORTUNITY BOND FUND, LLC	825,474 .	898,203 .
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	418,934 .	418,895 .
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,394,904 .	2,541,469 .

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLEARWATER PRIVATE OPP FD	COST	0 .	88,930 .
CLEARWATER PRIVATE OPP FD II	COST	0 .	253,120 .
CLEARWATER PRIVATE OPP FD III	COST	170,975 .	365,133 .
CLEARWATER PRIVATE OPP FD IV	COST	210,000 .	267,766 .
CLEARWATER PRIVATE OPP FD V	COST	129,000 .	127,928 .
SPELL MEZZANINE PARTNERS SBIC LP	COST	325,000 .	407,364 .
TOTAL TO FORM 990-PF, PART II, LINE 13		834,975 .	1,510,241 .

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
LUCY ROSENBERY JONES 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	PRESIDENT/DIRECTOR 1.00	0.	0. 0.
SARAH-JANE MARKOE 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0. 0.
JOSEPH S. MICALLEF 7 MONTCALM COURT ST. PAUL, MN 55116	SECR/TREAS/OFFICER 1.00	0.	0. 0.
CHARLES W. ROSENBERY, II 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101-4930	DIR/AST SECR/AST TRS 1.00	0.	0. 0.
ELISE H. PHARES 30 E. SEVENTH ST, SUITE 2000 ST. PAUL, MN 55101	DIRECTOR/VICE PRESIDENT 1.00	0.	0. 0.
ROBERT J. SIVERSTEN (DECEASED)	0.00	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 ADDRESS

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

GRANT AMOUNT

5,000.

DATE OF GRANT

01/18/17

AMOUNT EXPENDED

0.

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

1/3/2018

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

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

GRANTEE'S NAME

WEYERHAEUSER FAMILY FOUNDATION

GRANTEE'S ADDRESS30 EAST SEVENTH STREET, SUITE 2000
ST PAUL, MN 55101GRANT AMOUNT

1,000.

DATE OF GRANT

02/04/16

AMOUNT EXPENDED

1,000.

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

1/3/2018

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

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