

EXTENDED TO JANUARY 15, 2019  
Return of Private Foundation

Form 990-PF

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning MAR 1, 2017, and ending FEB 28, 2018

Name of foundation  
**CHARLES A WEYERHAEUSER MEMORIAL FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**30 E. SEVENTH ST, SUITE 2000**

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)  
\$ **10,597,374.**

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

A Employer identification number  
**41-6012063**

B Telephone number  
**6512280935**

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	2,333.		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	184,580.	190,559.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	391,477.			STATEMENT 1
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		475,911.		
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	305,200.	241,114.		STATEMENT 3
12	Total. Add lines 1 through 11	883,590.	907,584.		
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	48,330.	5,928.		40,902.
c	Other professional fees				
17	Interest		25,492.		
18	Taxes STMT 5	29,127.	6,438.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	447.	0.		447.
22	Printing and publications				
23	Other expenses STMT 6	1,550.	55,441.		1,550.
24	Total operating and administrative expenses. Add lines 13 through 23	79,454.	93,299.		42,899.
25	Contributions, gifts, grants paid	411,500.			410,500.
26	Total expenses and disbursements. Add lines 24 and 25	490,954.	93,299.		453,399.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	392,636.			
b	Net investment income (if negative, enter -0-)		814,285.		
c	Adjusted net income (if negative, enter -0-)			N/A	

**CHARLES A WEYERHAEUSER MEMORIAL  
FOUNDATION**

Form 990-PF (2017)

41-6012063

Page 2

<b>Part II Balance Sheets</b> <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
<b>Assets</b>	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 <b>STMT 7</b>	5,009,751.	5,015,196.	6,284,587.
	c Investments - corporate bonds <b>STMT 8</b>	2,394,904.	2,565,977.	2,669,027.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 9</b>	834,975.	1,100,023.	1,643,760.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ )				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,239,630.	8,681,196.	10,597,374.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26, and lines 30 and 31</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31</b>			
	27 Capital stock, trust principal, or current funds	8,239,630.	8,681,196.	
	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 <b>Total net assets or fund balances</b>	8,239,630.	8,681,196.		
31 <b>Total liabilities and net assets/fund balances</b>	8,239,630.	8,681,196.		

**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	8,239,630.
2 Enter amount from Part I, line 27a	2	392,636.
3 Other increases not included in line 2 (itemize) ▶ <b>K-1 PRIOR YEAR ADJUSTMENTS</b>	3	48,931.
4 Add lines 1, 2, and 3	4	8,681,197.
5 Decreases not included in line 2 (itemize) ▶ <b>ROUNDING</b>	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,681,196.

Form 990-PF (2017)

**CHARLES A WEYERHAEUSER MEMORIAL  
FOUNDATION**

Form 990-PF (2017)

41-6012063 Page 3

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

(a) List and describe the kind(s) of property sold (for example, 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 <b>SEE ATTACHED STATEMENTS</b>			
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 <b>875,687.</b>		<b>399,776.</b>	<b>475,911.</b>

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			<b>475,911.</b>

  

2 Capital gain net income or (net capital loss) <span style="float:right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	2	<b>475,911.</b>
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	<b>N/A</b>

**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 doesn't 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))
2016	<b>446,376.</b>	<b>9,241,584.</b>	<b>.048301</b>
2015	<b>465,602.</b>	<b>9,468,632.</b>	<b>.049173</b>
2014	<b>496,808.</b>	<b>10,167,243.</b>	<b>.048864</b>
2013	<b>440,615.</b>	<b>9,650,618.</b>	<b>.045657</b>
2012	<b>430,144.</b>	<b>8,929,019.</b>	<b>.048174</b>

  

2 Total of line 1, column (d)	2	<b>.240169</b>
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	<b>.048034</b>
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	<b>10,224,076.</b>
5 Multiply line 4 by line 3	5	<b>491,103.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>8,143.</b>
7 Add lines 5 and 6	7	<b>499,246.</b>
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	<b>453,399.</b>

**CHARLES A WEYERHAEUSER MEMORIAL  
FOUNDATION**

Form 990-PF (2017)

41-6012063

Page 4

**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	16,286.
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	16,286.
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	16,286.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	10,500.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	12,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	22,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
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	6,214.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax	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 the 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. \$ 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	
4b 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		
8b 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 2017 or the tax year beginning in 2017? See the 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

Form 990-PF (2017)

**CHARLES A WEYERHAEUSER MEMORIAL  
FOUNDATION**

Form 990-PF (2017)

41-6012063

Page 5

**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 <b>NONE</b>	X	
14 The books are in care of <b>FIDUCIARY COUNSELLING, INC.</b> Telephone no. <b>651-228-0935</b> Located at <b>30 E. SEVENTH ST, STE 2000, ST. PAUL, MN</b> ZIP+4 <b>55101-4930</b>		
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 2017, 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? <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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 2017 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 2017.)	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 2017?		X

Form 990-PF (2017)

**CHARLES A WEYERHAEUSER MEMORIAL  
FOUNDATION**

Form 990-PF (2017)

41-6012063

Page 6

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

		Yes	No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Organizations relying on a current notice regarding disaster assistance, check here	▶ <input type="checkbox"/>	5b	X
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d). <div align="center"><b>SEE STATEMENT 11</b></div>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

**1 List all officers, directors, trustees, and 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 10		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

Form 990-PF (2017)

CHARLES A WEYERHAEUSER MEMORIAL  
FOUNDATION

Form 990-PF (2017)

41-6012063

Page 7

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

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

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2017)

**CHARLES A WEYERHAEUSER MEMORIAL  
FOUNDATION**

Form 990-PF (2017)

41-6012063 Page 8

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	8,968,544.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	
<b>c</b>	Fair market value of all other assets	<b>1c</b>	1,411,229.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,379,773.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	10,379,773.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	155,697.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	10,224,076.
<b>6</b>	<b>Minimum investment return</b> Enter 5% of line 5	<b>6</b>	511,204.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	511,204.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5	<b>2a</b>	16,286.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	16,286.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	494,918.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	494,918.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	494,918.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	453,399.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	453,399.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	453,399.

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

Form **990-PF** (2017)



**CHARLES A WEYERHAEUSER MEMORIAL  
FOUNDATION**

Form 990-PF (2017)

41-6012063 Page 9

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

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				494,918.
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only			432,670.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012				
<b>b</b> From 2013				
<b>c</b> From 2014				
<b>d</b> From 2015				
<b>e</b> From 2016				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 453,399.				
<b>a</b> Applied to 2016, but not more than line 2a			432,670.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2017 distributable amount				20,729.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				474,189.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2013				
<b>b</b> Excess from 2014				
<b>c</b> Excess from 2015				
<b>d</b> Excess from 2016				
<b>e</b> Excess from 2017				

**CHARLES A WEYERHAEUSER MEMORIAL  
FOUNDATION**

Form 990-PF (2017)

41-6012063 Page 10

**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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
<b>b</b> 85% of line 2a				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities.				
Subtract line 2d from line 2c				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:				
<b>a</b> "Assets" alternative test - enter:				
<b>(1)</b> Value of all assets				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
<b>c</b> "Support" alternative test - enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
<b>(3)</b> Largest amount of support from an exempt organization				
<b>(4)</b> Gross investment income				

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

**1 Information Regarding Foundation Managers:**

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

**ROBERT 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or email 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**

Form 990-PF (2017)

41-6012063 Page 11

**Part XV** **Supplementary Information** *(continued)*

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED				411,500.
<b>Total</b>			<b>▶ 3a</b>	411,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.

## Form 990-PF (2017)

**Part XVI-A Analysis of Income-Producing Activities**[illegible]

(See worksheet in line 13 instructions to verify calculations.)

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
--------------	--

N/A
-----

## 41-6012063 Page 13

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a LONG TERM CAPITAL GAIN DISTRIBUTIONS		P		
b MARKETABLE SECURITIES		P		
c SEC 1231 LOSS THRU SPELL CAPITAL MEZZANINE PARTNE		P		
d STCL THRU SIT OPPORTUNITY BOND FUND		P		
e LTCG THRU SIT OPPORTUNITY BOND FUND		P		
f STCL THRU CLEARWATER OPPORTUNITY FUND		P		
g LTCG THRU CLEARWATER OPPORTUNITY FUND		P		
h SEC 1256 LOSS THRU CLEARWATER OPPORTUNITY FUND		P		
i STCG THRU CPOF		P		
j LTCL THRU CPOF		P		
k SEC 1231 GAIN THRU CPOF		P		
l SEC 1256 LOSS THRU CPOF		P		
m STCG THRU CPOF II		P		
n LTCG THRU CPOF II		P		
o SEC 1231 GAIN THRU CPOF II		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 249,402.			249,402.
b 453,560.		371,816.	81,744.
c		32.	-32.
d		772.	-772.
e 2,043.			2,043.
f		539.	-539.
g 6,753.			6,753.
h		63.	-63.
i 78.			78.
j		24,943.	-24,943.
k 20.			20.
l		2.	-2.
m 384.			384.
n 59,845.			59,845.
o 146.			146.

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			249,402.
b			81,744.
c			-32.
d			-772.
e			2,043.
f			-539.
g			6,753.
h			-63.
i			78.
j			-24,943.
k			20.
l			-2.
m			384.
n			59,845.
o			146.

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 1256 LOSS THRU CPOF II	P		
b	STCG THRU CPOF III	P		
c	LTCG THRU CPOF III	P		
d	SEC 1231 LOSS THRU CPOF III	P		
e	SEC 1256 LOSS THRU CPOF III	P		
f	STCG THRU CPOF IV	P		
g	LTCG THRU CPOF IV	P		
h	SEC 1231 LOSS THRU CPOF IV	P		
i	SEC 1256 LOSS THRU CPOF IV	P		
j	STCG THRU CPOF V	P		
k	LTCG THRU CPOF V	P		
l	SEC 1231 GAIN THRU CPOF V	P		
m	INVOLUNTARY CONVERSION THRU CPOF V	P		
n	SEC 1256 LOSS THRU CPOF V	P		
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		82.	-82.
b	358.		358.
c	66,035.		66,035.
d		230.	-230.
e		868.	-868.
f	3,269.		3,269.
g	30,646.		30,646.
h		14.	-14.
i		350.	-350.
j	519.		519.
k	1,538.		1,538.
l	1,091.		1,091.
m		1.	-1.
n		64.	-64.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-82.
b			358.
c			66,035.
d			-230.
e			-868.
f			3,269.
g			30,646.
h			-14.
i			-350.
j			519.
k			1,538.
l			1,091.
m			-1.
n			-64.
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	475,911.
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	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAIN DISTRIBUTIONS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
249,402.	19.	0.	0.	249,383.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
MARKETABLE SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
453,560.	311,466.	0.	0.	142,094.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEC 1231 LOSS THRU SPELL CAPITAL MEZZANINE PARTNERS	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
STCL THRU SIT OPPORTUNITY BOND FUND	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
LTCG THRU SIT OPPORTUNITY BOND FUND	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,043.	2,043.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
STCL THRU CLEARWATER OPPORTUNITY FUND	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
LTCG THRU CLEARWATER OPPORTUNITY FUND	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,753.	6,753.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1256 LOSS THRU CLEARWATER OPPORTUNITY FUND				PURCHASED		
	0.	0.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STCG THRU CPOF				PURCHASED		
	78.	78.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCL THRU CPOF				PURCHASED		
	0.	0.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1231 GAIN THRU CPOF				PURCHASED		
	20.	20.	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 LOSS THRU CPOF	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
STCG THRU CPOF II	384.	384.	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
LTCG THRU CPOF II	59,845.	59,845.	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 GAIN THRU CPOF II	146.	146.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DATE ACQUIRED	(F) DATE SOLD
SEC 1256 LOSS THRU CPOF II	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) DATE ACQUIRED	(F) DATE SOLD
STCG THRU CPOF III	358.	358.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DATE ACQUIRED	(F) DATE SOLD
LTCG THRU CPOF III	66,035.	66,035.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DATE ACQUIRED	(F) DATE SOLD
SEC 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	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
SEC 1256 LOSS THRU CPOF III	0.	0.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					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
STCG THRU CPOF IV	3,269.	3,269.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					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
LTCG THRU CPOF IV	30,646.	30,646.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					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 LOSS THRU CPOF IV.	0.	0.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					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 LOSS THRU CPOF IV	0.	0.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					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
STCG THRU CPOF V	519.	519.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					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
LTCG THRU CPOF V	1,538.	1,538.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					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 GAIN THRU CPOF V	1,091.	1,091.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
INVOLUNTARY CONVERSION THRU CPOF V	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 LOSS THRU CPOF V	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.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	391,477.

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	
FIDELITY INVESTMENTS	158,266.	0.	158,266.	190,550.		
ROCK ISLAND COMPANY	9.	0.	9.	9.		
SHORT TERM CAPITAL GAIN DISTRIBUTIONS	26,305.	0.	26,305.	0.		
TO PART I, LINE 4	184,580.	0.	184,580.	190,559.		

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBTI & EXCISE TAX REFUNDS	27,017.	0.	
PARTNERSHIP INCOME	278,183.	0.	
CPOF #45-0463589	0.	0.	
ORDINARY INCOME/LOSS	0.	-149.	
OTHER NET RENTAL INCOME	0.	1.	
INTEREST	0.	366.	
DIVIDENDS	0.	343.	
ROYALTIES	0.	-1.	
OTHER PORTFOLIO INCOME/LOSS	0.	1,141.	
CANCELLATION OF DEBT	0.	4.	
OTHER INCOME/LOSS	0.	115.	
LESS: UBTI	0.	268.	
CPOF II #20-2825162	0.	0.	
ORDINARY INCOME/LOSS	0.	1,089.	
RENTAL	0.	221.	
OTHER RENTAL INCOME/LOSS	0.	45.	
INTEREST	0.	1,072.	
DIVIDENDS	0.	2,417.	
OTHER PORTFOLIO INCOME/LOSS			
CANCELLATION OF DEBT	0.	769.	
CANCELLATION OF DEBT	0.	17.	
OTHER INCOME/LOSS	0.	128.	
LESS: UBTI	0.	-1,436.	
CPOF III #26-2251284	0.	0.	
ORDINARY INCOME/LOSS	0.	51.	
NET RENTAL	0.	-121.	
OTHER RENTAL INCOME/LOSS	0.	-56.	
INTEREST	0.	2,210.	
DIVIDENDS	0.	3,507.	
ROYALTIES	0.	7.	
OTHER PORTFOLIO INCOME/LOSS	0.	7,143.	
CANCELLATION OF DEBT	0.	292.	
OTHER INCOME/LOSS	0.	829.	
LESS: UBTI	0.	6.	
CPOF IV #45-2978316	0.	0.	
ORDINARY INCOME/LOSS	0.	-1,115.	
OTHER RENTAL INCOME/LOSS	0.	-2.	
INTEREST	0.	2,007.	
DIVIDENDS	0.	1,635.	
ROYALTIES	0.	4.	
OTHER PORTFOLIO INCOME/LOSS	0.	7,299.	
CANCELLATION OF DEBT	0.	122.	
OTHER INCOME/LOSS	0.	318.	
LESS: UBTI	0.	288.	
CPOF V #46-5036194	0.	0.	
ORDINARY INCOME/LOSS	0.	-1,129.	



INTEREST/DIVIDENDS	0.	1,033.
ROYALTIES	0.	39.
OTHER PORTFOLIO INCOME/LOSS	0.	3,280.
OTHER INCOME/LOSS	0.	174.
LESS: UBTI	0.	2,122.
SPELL CAPITAL MEZZANINE PARTNERS #37-1661465	0.	0.
ORDINARY INCOME/LOSS	0.	-11,734.
INTEREST/DIVIDENDS	0.	144,108.
CANCELLATION OF DEBT	0.	10,149.
LESS: UBTI	0.	11,734.
SIT OPPORTUNITY BOND FUND #41-1966452	0.	0.
INTEREST	0.	1,389.
DIVIDENDS	0.	42,299..
SPELL CAPITAL MEZZANINE PARTNERS II #35-2600658	0.	0.
ORDINARY INCOME/LOSS	0.	120.
INTEREST	0.	75.
LESS: UBTI	0.	-120.
CLEARWATER OPPORTUNITY FUND #82-2233098	0.	0.
INTEREST	0.	1.
DIVIDENDS	0.	1,230.
OTHER PORTFOLIO INCOME/LOSS	0.	1,027.
OTHER INCOME/LOSS	0.	487.
965 INCOME NOT INCLUDED ON BOOKS	-3,996.	0.
SECTION 965(A) INCOME INCLUSION	3,996.	3,996.
TOTAL TO FORM 990-PF, PART I, LINE 11	305,200.	241,114.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING AND TAX SERVICE	48,330.	5,928.		40,902.	
TO FORM 990-PF, PG 1, LN 16B	48,330.	5,928.		40,902.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX 2017 OVERPAYMENT	26,167.	0.		0.	
FEDERAL UBTI 2016 OVERPAYMENT	850.	0.		0.	
FEDERAL EXCISE TAX 2018 4TH QUARTER ESTIMATE	2,110.	0.		0.	
FOREIGN TAXES	0.	6,004.		0.	
FOREIGN TAX THRU CPOF	0.	69.		0.	
FOREIGN TAX THRU CPOF II	0.	107.		0.	
FOREIGN TAX THRU CPOF III	0.	184.		0.	
FOREIGN TAX THRU CPOF IV	0.	14.		0.	
FOREIGN TAX THRU COF	0.	60.		0.	
TO FORM 990-PF, PG 1, LN 18	29,127.	6,438.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
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.	10.		0.	
2% PORTFOLIO DEDUCTIONS	0.	3,833.		0.	
OTHER DEDUCTIONS	0.	140.		0.	
CPOF II #20-2825162	0.	0.		0.	
SEC. 179 DEDUCTION	0.	9.		0.	
SEC. 59(E)(2) DEDUCTION	0.	45.		0.	
2% PORTFOLIO DEDUCTIONS	0.	6,916.		0.	
OTHER DEDUCTIONS	0.	184.		0.	
CPOF III #26-2251284	0.	0.		0.	
SEC. 179 DEDUCTION	0.	2.		0.	
ROYALTY DEDUCTIONS	0.	6.		0.	
SEC. 59(E)(2) DEDUCTION	0.	521.		0.	
2% PORTFOLIO DEDUCTIONS	0.	6,694.		0.	
OTHER PORTFOLIO DEDUCTIONS	0.	30.		0.	
OTHER DEDUCTIONS	0.	100.		0.	
CPOF IV #45-2978316	0.	0.		0.	
SEC. 59(E)(2) DEDUCTION	0.	155.		0.	
2% PORTFOLIO DEDUCTIONS	0.	8,009.		0.	

## CHARLES A WEYERHAEUSER MEMORIAL FOUNDATI

41-6012063

OTHER PORTFOLIO DEDUCTIONS	0.	29.	0.
OTHER DEDUCTIONS	0.	280.	0.
CPOF V #46-5036194	0.	0.	0.
ROYALTY DEDUCTIONS	0.	53.	0.
SEC. 59(E)(2) DEDUCTION	0.	1,880.	0.
2% PORTFOLIO DEDUCTIONS	0.	5,687.	0.
OTHER DEDUCTIONS	0.	42.	0.
SPELL CAPITAL MEZZANINTE			
PARTNERS SBIC #37-1661465	0.	0.	0.
2% PORTFOLIO DEDUCTIONS/SEC			
179	0.	16,275.	0.
SIT OPPORTUNITY BOND FUND			
#41-1966452	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	3,745.	0.
SPELL CAPITAL MEZZANINTE			
PARTNERS SBIC II #35-2600658	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	-104.	0.
CLEARWATER OPPORTUNITY FUND			
#82-2233098	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	900.	0.
TO FORM 990-PF, PG 1, LN 23	1,550.	55,441.	1,550.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY CASH RESERVES	49,409.	49,409.
OAKMARK SELECT FD	178,267.	318,843.
SELECTED AMERICAN SHARES CL D	298,102.	340,660.
VANGUARD PRIMECAP CORE FD	150,539.	341,573.
CLEARWATER SMALL COMPANIES FUND	906,745.	944,846.
ARTISAN INTL VALUE FUND	139,584.	210,932.
DODGE & COX INTL STOCK FUND	185,725.	250,122.
TEMPLETON INST FOREIGN SM COS	231,195.	468,180.
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	461,798.	545,756.
ROCK ISLAND COMPANY	500.	979.
THIRD AVENUE REAL ESTATE	397,385.	552,638.
PIMCO ALL ASSET INST CLASS	469,838.	491,379.
THIRD AVENUE FOCUSED CREDIT INSTL	189,042.	16,598.
WILLIAM BLAIR MACRO ALLOCATION FD	491,489.	485,183.
JP MORGAN ALERIAN MLP INDEX	296,236.	246,160.
AQR EMERGING MULTI STYLE FUND	376,451.	549,979.
AMERICAN EUROPACIFIC GR CL FD CLASS F3	192,891.	471,350.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,015,196.	6,284,587.

---



---

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
-------------	-----------------	-----------	---

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE TOTAL RETURN BOND FD CL I	455,810.	433,838.
LOOMIS SAYLES BOND INSTL	348,511.	440,805.
PIMCO EMERGING MARKETS BOND FD	447,352.	438,560.
SIT OPPORTUNITY BOND FUND, LLC	874,405.	915,403.
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	439,899.	440,421.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,565,977.	2,669,027.

---



---

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLEARWATER PRIVATE OPP FD III	COST	83,475.	302,633.
CLEARWATER PRIVATE OPP FD IV	COST	198,000.	294,093.
CLEARWATER PRIVATE OPP FD V	COST	177,000.	195,804.
SPELL MEZZANINE PARTNERS SBIC LP	COST	331,048.	515,272.
CLEARWATER OPPORTUNITY FUND LLLP	COST	300,000.	332,223.
SPELL MEZZANINE PARTNERS SBIC II LP	COST	10,500.	3,735.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,100,023.	1,643,760.

---



---

FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 10  
    TRUSTEES AND FOUNDATION MANAGERS

---

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE 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 11

GRANTEE'S NAME

WEYERHAEUSER FAMILY FOUNDATION

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
5,000.	01/18/17	5,000.	12/20/18

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

12/20/2018

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).