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CHANGE OF ACCOUNTING PERIOD

Form **990-PF** **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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047
2019
Open to Public Inspection

For calendar year 2019 or tax year beginning JUL 1, 2019 , and ending DEC 31, 2019

Name of foundation: THE CHARLES L. WEYERHAEUSER FOUNDATION

A Employer identification number: 41-6029036

Number and street (or P O box number if mail is not delivered to street address): 30 EAST SEVENTH STREET, 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

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [X] Name change

D 1 Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 7,316,814.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d), must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

CA

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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	68,386.	71,434.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	710,878.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,938,291.				
	7 Capital gain net income (from Part IV, line 2)		828,118.		
	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	0.	166,620.		STATEMENT 3
	12 Total. Add lines 1 through 11	779,264.	1,066,172.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	1,011.	0.		1,011.
	b Accounting fees STMT 5	18,881.	1,004.		16,377.
	c Other professional fees				
	17 Interest		48,541.		
	18 Taxes STMT 6	20,000.	3,756.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,228.	0.		2,228.
	22 Printing and publications				
	23 Other expenses STMT 7		90,233.		
	24 Total operating and administrative expenses Add lines 13 through 23	42,120.	143,534.		19,616.
	25 Contributions, gifts, grants paid	982,000.			977,000.
	26 Total expenses and disbursements Add lines 24 and 25	1,024,120.	143,534.		996,616.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-244,856.			
	b Net investment income (if negative, enter -0-)		922,638.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 10	9,169,650.	3,445,545.	3,958,824.
	c	Investments - corporate bonds STMT 11	3,477,885.	1,280,646.	1,319,201.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	4,988,508.	1,585,942.	2,038,789.
	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)	17,636,043.	6,312,133.	7,316,814.
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 FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30.**			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ [X] and complete lines 26 through 30.			
	26	Capital stock, trust principal, or current funds	17,636,043.	6,312,133.	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	29	**Total net assets or fund balances**	17,636,043.	6,312,133.	
	30	**Total liabilities and net assets/fund balances**	17,636,043.	6,312,133.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	17,636,043.
2	Enter amount from Part I, line 27a	2	-244,856.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	677,045.
4	Add lines 1, 2, and 3	4	18,068,232.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	11,756,099.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	6,312,133.

Form **990-PF** (2019)

923511 12-17-19

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	PUBLICLY TRADED SECURITIES	P		
c	LTCG THRU SPELL CAPITAL MEZZANINE PARTNERS SBIC L	P		
d	SEC 1231 LOSS THRU SPELL CAPITAL MEZZANINE PARTNE	P		
e	STCG THRU CPOF III	P		
f	LTCG THRU CPOF III	P		
g	SEC 1231 GAIN THRU CPOF III	P		
h	SEC 1256 GAIN THRU CPOF III	P		
i	STCG THRU CPOF V	P		
j	LTCG THRU CPOF V	P		
k	SEC 1231 GAIN THRU CPOF V	P		
l	SEC 1256 GAIN THRU CPOF V	P		
m	STCL THRU CPOF VI	P		
n	LTCG THRU CPOF VI	P		
o	STCG THRU CPOF IV	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	132,426.			132,426.
b	2,688,293.		2,109,841.	578,452.
c	6,531.			6,531.
d			7.	-7.
e	14.			14.
f	6,797.			6,797.
g	47.			47.
h	19.			19.
i	2,521.			2,521.
j	8,355.			8,355.
k	941.			941.
l	51.			51.
m			320.	-320.
n	359.			359.
o	1,374.			1,374.

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				132,426.
b				578,452.
c				6,531.
d				-7.
e				14.
f				6,797.
g				47.
h				19.
i				2,521.
j				8,355.
k				941.
l				51.
m				-320.
n				359.
o				1,374.

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	

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04-01-19

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	LTCG THRU CPOF IV	P		
b	SEC 1231 GAIN THRU CPOF IV	P		
c	STCG THRU RIVERVIEW SEVENTH STREET	P		
d	LTCG THRU RIVERVIEW SEVENTH STREET	P		
e	SEC 1256 GAIN THRU RIVERVIEW SEVENTH STREET	P		
f	SEC 1231 LOSS THRU RIVERVIEW SEVENTH STREET	P		
g	SEC 1256 GAIN THRU CPOF IV	P		
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	14,386.			14,386.
b	118.			118.
c	22,756.			22,756.
d	41,387.			41,387.
e	11,842.			11,842.
f			5.	-5.
g	74.			74.
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			(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				14,386.
b				118.
c				22,756.
d				41,387.
e				11,842.
f				-5.
g				74.
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	828,118.
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

923591
04-01-19

Part IV Capital Gains and Losses for Tax on Investment Income

SEE ATTACHED STATEMENTS

	(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				
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	2,938,291.		2,110,173.	828,118.

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				828,118.

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 } 2 828,118.

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 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))
2018	1,143,948.	21,140,630.	.054111
2017	1,001,796.	22,527,730.	.044469
2016	939,231.	21,013,527.	.044696
2015	900,434.	19,777,389.	.045528
2014	1,075,899.	21,649,542.	.049696

2	Total of line 1, column (d)	2	.238500
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	.047700
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	7,054,867.
5	Multiply line 4 by line 3	5	336,517.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,226.
7	Add lines 5 and 6	7	345,743.
8	Enter qualifying distributions from Part XII, line 4	8	996,616.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	9,226.
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	9,226.
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	9,226.
6	Credits/Payments:			
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a 39,550.		
b	Exempt foreign organizations - tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d 0.		
7	Total credits and payments. Add lines 6a through 6d		7	39,550.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] 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	30,324.
11	Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶ 30,324. **Refunded** ▶		11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.	2		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	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5	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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

Form **990-PF** (2019)

923531 12-17-19

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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	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIDUCIARY COUNSELLING INC. Telephone no. ▶ 651-228-0935
Located at ▶ 30 E. 7TH STREET, SUITE 2000, ST. PAUL, MN ZIP+4 ▶ 55101-4930

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2019, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
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 2019?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b		X

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))? ☐ Yes [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes [X] No			

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
AMY W. STRIED 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
MICHAEL K. WEYERHAEUSER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	VICE PRES/TREASURER/DIRECTOR 1.00	0.	0.	2,228.
DANIEL J. WEYERHAEUSER 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	VICE PRES/SECRETARY/DIRECTOR 1.00	0.	0.	0.
TOM W. WALSH 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	ASSISTANT SECRETARY/ASSISTANT TREASURE 1.00	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

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 NOT APPLICABLE	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.

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	5,123,513.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	2,038,789.
d	Total (add lines 1a, b, and c)	1d	7,162,302.
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	7,162,302.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	107,435.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,054,867.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	177,818.

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	177,818.
2a	Tax on investment income for 2019 from Part VI, line 5 — 2a 9,226.		
b	Income tax for 2019. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	9,226.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	168,592.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	168,592.
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	168,592.

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	996,616.
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	996,616.
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	9,226.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	987,390.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				168,592.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			979,771.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 996,616.				
a Applied to 2018, but not more than line 2a			979,771.	
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 2019 distributable amount				16,845.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				151,747.
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 2014 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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 2019, 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)

	Tax year	Prior 3 years			
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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:

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				982,000.
Total			▶ 3a	982,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	68,386.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	-95.	
8 Gain or (loss) from sales of assets other than inventory			18	710,878.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SECTION 965(A) INCOME					
b INCLUSION					95.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		779,169.	95.
13 Total. Add line 12, columns (b), (d), and (e)				13	779,264.

(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).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/7/20 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KIM M. MERTENS	Kim M Mertens	11/05/20		P01059443

Firm's name ▶ FIDUCIARY COUNSELLING, INC — Firm's EIN ▶ 41-0445819

Firm's address ▶ 30 E. 7TH STREET, SUITE 2000 SAINT PAUL, MN 55101-4930 — Phone no. 651-228-0935

Form **990-PF** (2019)

923622 12-17-19

Reporting a Substantial Contraction Resulting from a Significant Disposition of Assets

Organization: The Charles L. Weyerhaeuser Foundation
EIN: 41-6029036
Tax Year Ended: December 31, 2019

Form 990-PF, Part VII-A, Item 5

This statement is submitted in accordance with Reg. 1.6043-3(a)(1) and Form 990-PF General Instruction T to report the distribution of certain assets that resulted in a substantial contraction of assets during the current tax year.

During 2019, the Charles L. Weyerhaeuser Foundation made a distribution of assets from sources other than current income. Such distributions represented approximately 66.67% of the Charles L. Weyerhaeuser's net assets of $21,858,241 (as measured by fair market value) on June 18, 2019. Information regarding these distributions is attached.

The FT Weyerhaeuser Family Fund and the W. Second Growth Foundation are exempt from taxes under IRC Sec. 501(c)(3) and are private non-operating foundations. They are not controlled (directly or indirectly) by the Charles L. Weyerhaeuser Foundation or any disqualified persons with respect to the Charles L. Weyerhaeuser Foundation.

The distributions were made to facilitate a planned split of the Charles L. Weyerhaeuser Foundation (formerly the F & ML Weyerhaeuser Foundation) into three separate private foundations.

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
132,426.	0.	0.	0.	132,426.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,688,293.	2,109,841.	0.	0.	578,452.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCG THRU SPELL CAPITAL MEZZANINE PARTNERS SBIC LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,531.	6,531.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1231 LOSS THRU SPELL CAPITAL MEZZANINE PARTNERS SBIC LP	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
STCG THRU CPOF III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14.	14.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCG THRU CPOF III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,797.	6,797.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1231 GAIN THRU CPOF III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47.	47.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1256 GAIN THRU CPOF III	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19.	19.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STCG THRU CPOF V	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,521.	2,521.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCG THRU CPOF V	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,355.	8,355.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 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
941.	941.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1256 GAIN THRU CPOF V	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51.	51.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STCL THRU CPOF VI	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 CPOF VI	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
359.	359.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STCG THRU CPOF IV	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,374.	1,374.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCG THRU CPOF IV	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,386.	14,386.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1231 GAIN THRU CPOF IV	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
118.	118.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STCG THRU RIVERVIEW SEVENTH STREET	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,756.	22,756.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCG THRU RIVERVIEW SEVENTH STREET	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
41,387.	41,387.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1256 GAIN THRU RIVERVIEW SEVENTH STREET	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,842.	11,842.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1231 LOSS THRU RIVERVIEW SEVENTH STREET	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 GAIN THRU CPOF IV	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74.	74.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	710,878.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS PER BOOK - NATIONAL FINANCIAL SERVICES LLC	67,558.	0.	67,558.	71,434.	
SHORT-TERM CAPITAL GAIN DISTRIBUTIONS PER BOOK	828.	0.	828.	0.	
TO PART I, LINE 4	68,386.	0.	68,386.	71,434.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CPOF III, EIN:26-2251284	0.	0.	
ORDINARY BUSINESS INCOME/LOSS	0.	-6.	
NET RENTAL INCOME/LOSS	0.	-16.	
OTHER RENTAL INCOME	0.	4.	
INTEREST INCOME	0.	267.	
DIVIDENDS	0.	564.	
ROYALTIES	0.	3.	
OTHER PORTFOLIO INCOME	0.	297.	
OTHER INCOME/COD	0.	-63.	
LESS: UBTI	0.	8.	
CPOF IV, EIN:45-2978316	0.	0.	
ORDINARY BUSINESS INCOME/LOSS	0.	277.	
INTEREST INCOME	0.	622.	
DIVIDENDS/ROYALTY	0.	976.	
OTHER PORTFOLIO INCOME	0.	-1,023.	
OTHER INCOME/COD	0.	-586.	
PLUS: UBTI LOSS	0.	351.	
THRU RIVERVIEW 7TH STREET, EIN:20-3506141	0.	0.	
ORDINARY INCOME/LOSS	0.	18,776.	
RENTAL INCOME/LOSS	0.	1.	
INTEREST INCOME	0.	64,126.	
DIVIDENDS	0.	9,121.	
OTHER PORTFOLIO INCOME	0.	4,449.	
OTHER INCOME	0.	73,743.	
LESS: UBTI	0.	-29,104.	
THRU SPELL CAPITAL MEZZANINE PARTNERS SBIC, LP, EIN: 37-1661465	0.	0.	
ORDINARY BUSINESS INCOME/LOSS	0.	-1,376.	
INTEREST INCOME	0.	116.	
DIVIDENDS/COD	0.	128.	
LESS: UBTI	0.	4,330.	
CPOF V, EIN: 46-5036194	0.	0.	

ORDINARY BUSINESS INCOME/LOSS	0.	2,040.	
INTEREST/DIV/ROYALTY INCOME	0.	2,723.	
OTHER PORTFOLIO INCOME	0.	-1,649.	
PLUS: UBTI LOSS	0.	-799.	
THRU SPELL CAPITAL MEZZANINE PARTNERS SBIC II LP, EIN: 35-2600658	0.	0.	
ORDINARY BUSINESS INCOME/LOSS	0.	7,444.	
INTEREST INCOME	0.	1.	
LESS: UBTI	0.	2,933.	
THRU CLEARWATER OPPORTUNITY FUND EIN: 82-2233098	0.	0.	
INTEREST INCOME	0.	31.	
DIVIDENDS	0.	3,285.	
OTHER PORTFOLIO INCOME	0.	1,089.	
OTHER INCOME	0.	3,515.	
LESS: SEC 965 INCOME REPORTED ON FORM 990-T	-95.	-95.	
CPOF VI, EIN: 82-2245537	0.	0.	
ORDINARY BUSINESS INCOME/LOSS	0.	116.	
INTEREST INCOME	0.	124.	
DIVIDENDS	0.	96.	
LESS: UBTI	0.	-314.	
SECTION 965(A) INCOME INCLUSION	95.	95.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	166,620.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,011.	0.		1,011.
TO FM 990-PF, PG 1, LN 16A	1,011.	0.		1,011.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX SERVICES	18,881.	1,004.		16,377.
TO FORM 990-PF, PG 1, LN 16B	18,881.	1,004.		16,377.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL 2019 QUARTERLY ESTIMATES	20,000.	0.		0.
FOREIGN TAXES WITHHELD	0.	3,047.		0.
FOREIGN TAXES THRU CPOF III	0.	27.		0.
FOREIGN TAXES THRU CPOF IV	0.	17.		0.
FOREIGN TAXES THRU RIVERVIEW 7TH STREET	0.	353.		0.
FOREIGN TAXES THRU CPOF V	0.	14.		0.
FOREIGN TAXES THRU CLEARWATER OPPORTUNITY FUND	0.	298.		0.
TO FORM 990-PF, PG 1, LN 18	20,000.	3,756.		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
THRU CPOF VI, EIN: 82-2245537	0.	0.		0.
OTHER DEDUCTIONS	0.	2,294.		0.
THRU CPOF III, EIN:26-2251284	0.	0.		0.
ROYALTY DEDUCTIONS/SEC 179	0.	2.		0.
SEC. 59 E(2)	0.	104.		0.
OTHER PORTFOLIO DEDUCTIONS	0.	5.		0.
OTHER DEDUCTIONS	0.	886.		0.
THRU CPOF IV, EIN:20-3506141	0.	0.		0.
SEC. 59 E(2)/179/ROYALTY	0.	97.		0.
OTHER PORTFOLIO DEDUCTIONS	0.	5.		0.
OTHER DEDUCTIONS	0.	2,410.		0.
THRU SPELL MEZZANINE PARTNERS, EIN:37-1661465	0.	0.		0.
SEC. 179	0.	165.		0.
OTHER DEDUCTIONS	0.	129.		0.
THRU RIVERVIEW 7TH, 20-3506141	0.	0.		0.
OTHER DEDUCTIONS	0.	76,006.		0.
THRU CPOF V, EIN: 46-5036194	0.	0.		0.
SEC. 59 E(2)/ROYALTY	0.	2,366.		0.
OTHER DEDUCTIONS	0.	4,391.		0.
THRU SPELL CAPITAL MEZZANINE PARTNERS SBIC II, LP EIN: 35-2600658	0.	0.		0.
OTHER DEDUCTIONS	0.	133.		0.
THRU CLEARWATER OPPORTUNITY FUND EIN: 82-2233098	0.	0.		0.
OTHER DEDUCTIONS	0.	1,240.		0.
TO FORM 990-PF, PG 1, LN 23	0.	90,233.		0.

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

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENTS	15,378.
PARTNERSHIP INCOME	6,667.
TRANSFER IN FROM W. SECOND GROWTH FOUNDATION	328,000.
TRANSFER IN FROM FT WEYERHAEUSER FAMILY FUND	327,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	677,045.

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

DESCRIPTION	AMOUNT
ASSETS TRANSFERRED OUT AS PART OF DIVISION OF ORIGINAL FOUNDATION	11,752,135.
MISCELLANEOUS	3,964.
TOTAL TO FORM 990-PF, PART III, LINE 5	11,756,099.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY CASH RESERVES	137,061.	137,061.
VANGUARD PRIMECAP FUND	18,311.	52,268.
CLEARWATER SMALL COMPANIES FUND	551,802.	737,451.
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	265,689.	389,579.
PIMCO ALL ASSET INST CLASS	100,865.	108,536.
WILLIAM BLAIR MACRO ALLOCATION FD	106,556.	103,386.
AQR EMERGING MULTI STYLE	312,307.	399,051.
PZENA MID CAP VALUE FD	14,385.	15,179.
OAKMARK SELECT FD ADVISOR	5,187.	15,226.
THIRD AVENUE REAL ESTATE VALUE FD	416,056.	430,730.
CLEARWATER INTERNATIONAL FUND	397,715.	416,428.
PAX GLOBAL ENVIRONMENTAL MKTS FD	578,922.	621,994.
NEUBERGER BERMAN SOC RESPONSIVE INSTL CL	540,689.	531,935.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,445,545.	3,958,824.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SIT OPPORTUNITY BOND FUND	403,987.	441,895.
CALVERT GREEN BOND CLASS I	352,959.	355,170.
FIDELITY CONS INCOME BOND FD	146,235.	146,235.
GUGGENHEIM TOTAL RETURN BOND FD INSTL	125,119.	124,250.
PERFORMANCE TRUST STRATEGIC BOND FD	126,049.	124,636.
PIMCO INCOME FUND INSTITUTIONAL FUND	126,297.	127,015.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,280,646.	1,319,201.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLEARWATER PRIVATE OPPORTUNITY FUND IV	COST	55,833.	123,404.
SPELL CAPITAL MEZZANINE PARTNERS	COST	31,176.	253,675.
RIVERVIEW 7TH STREET FUND	COST	346,986.	394,923.
CLEARWATER PRIVATE OPPORTUNITY FUND V	COST	296,000.	414,540.
CLEARWATER OPPORTUNITY FUND LLLP	COST	308,832.	276,963.
CLEARWATER PRIVATE OPPORTUNITY FUND VI	COST	84,000.	78,251.
SPELL CAPITAL MEZZANINE PARTNERS SBIC II LP	COST	161,172.	162,017.
HARVEST MLP INCOME FUND LLC	COST	301,943.	255,007.
CLEARWATER PRIVATE OPPORTUNITY FUND III	COST	0.	80,009.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,585,942.	2,038,789.