Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 08/01 **, 2008, and ending** 07/31 **, 20**09

G Check all that apply ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: WEATHERTOP FOUNDATION F/K/A THOMAS NELSON

Number and street (or P O box number if mail is not delivered to street address): 5320 GRAND AVE

Room/suite:

City or town, state, and ZIP code: DES MOINES, IA 50312

A Employer identification number 42-1431036

B Telephone number (see page 10 of the instructions) (804) 282-2554

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 ▶ ☐

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)* ▶ $ 7,200,124.

J Accounting method. ☒ Cash ☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

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) (see page 11 of the instructions))*

		(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 (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	121,244.	121,244.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-577,349.			
	b Gross sales price for all assets on line 6a 3,241,421.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	915,493.	905,216.		STMT 2
	12 **Total.** Add lines 1 through 11	459,388.	1,026,460.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,040.	1,020.	NONE	1,020.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	23,020.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	37,797.	17,870.		19,927.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	62,857.	18,890.	NONE	20,947.
	25 Contributions, gifts, grants paid	334,395.			334,395.
	26 **Total expenses and disbursements** Add lines 24 and 25	397,252.	18,890.	NONE	355,342.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	62,136.			
	b **Net investment income** (if negative, enter -0-)		1,007,570.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

RECEIVED
052
FEB 08 2011
OGDEN, UT
IRS-OSC

SCANNED FEB 15 2011

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. **STMT 3

Form **990-PF** (2008)

JSA
8E1410 1 000

AMENDED

44 14

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	734,164.	341,165.	341,165.
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 5	3,102,748.	2,696,927.	2,645,708.
	c	Investments - corporate bonds (attach schedule) STMT 9	NONE	499,131.	513,472.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 10	3,789,037.	4,150,862.	3,699,779.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,625,949.	7,688,085.	7,200,124.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30	Total net assets or fund balances (see page 17 of the instructions)	7,625,949.	7,688,085.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,625,949.	7,688,085.	

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	7,625,949.
2	Enter amount from Part I, line 27a	2	62,136.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,688,085.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,688,085.

AMENDED

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	SEE PART IV SCHEDULE			
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				

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

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

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	-577,349.
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2007	224,264.	7,821,406.	0.028673
2006	234,960.	7,384,096.	0.031820
2005	224,802.	6,066,326.	0.037057
2004	197,301.	5,156,670.	0.038261
2003	102,673.	4,627,566.	0.022187

2 Total of line 1, column (d)	2	0.157998
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.031600
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	6,569,665.
5 Multiply line 4 by line 3	5	207,601.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,076.
7 Add lines 5 and 6	7	217,677.
8 Enter qualifying distributions from Part XII, line 4	8	355,342.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter ________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	10,076.
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	
3	Add lines 1 and 2			3	10,076.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			5	10,076.
6	Credits/Payments·				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	23,020.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	23,020.
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶			9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶			10	12,944.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ▶ 2,869. Refunded ▶			11	10,075.

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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file Form 1120-POL for this year?	1c	N/A	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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	N/A	
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 page 19 of the instructions) ▶ IA,			
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *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

AMENDED

Part VII-A Statements Regarding Activities *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

14 The books are in care of ▶ BILL URBAN Telephone no. ▶ 804-282-2554

Located at ▶ 29 LIBBIE AVENUE RICHMOND, VA ZIP + 4 ▶ 23226

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . . N/A . . . . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . . ▶ 15

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	N/A	
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ 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 page 20 of the instructions.)	2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2008 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 2008.)*	3b	N/A	
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 2008?	4b		X

AMENDED

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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 11		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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 ▶ NONE

AMENDED

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 ▶		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

AMENDED

art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

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	6,236,321.
b Average of monthly cash balances	1b	433,390.
c Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d **Total** (add lines 1a, b, and c)	1d	6,669,711.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
Acquisition indebtedness applicable to line 1 assets	2	NONE
Subtract line 2 from line 1d	3	6,669,711.
Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	100,046.
Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,569,665.
Minimum investment return. Enter 5% of line 5	6	328,483.

art XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

Minimum investment return from Part X, line 6			1	328,483.
a Tax on investment income for 2008 from Part VI, line 5	2a	10,076.		
b Income tax for 2008 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	10,076.
Distributable amount before adjustments Subtract line 2c from line 1			3	318,407.
Recoveries of amounts treated as qualifying distributions			4	
Add lines 3 and 4			5	318,407.
Deduction from distributable amount (see page 25 of the instructions)			6	
Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	318,407.

art XII Qualifying Distributions (see page 25 of the instructions)

Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	355,342.
b Program-related investments - total from Part IX-B	1b	NONE
Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	355,342.
Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	10,076.
Adjusted qualifying distributions. Subtract line 5 from line 4	6	345,266.

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** (2008)

AMENDED

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7					318,407.
2 Undistributed income, if any, as of the end of 2007					
a Enter amount for 2007 only					
b Total for prior years 20____,20____,20____					
3 Excess distributions carryover, if any, to 2008					
a From 2003	NONE				
b From 2004	NONE				
c From 2005	NONE				
d From 2006	NONE				
e From 2007					
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 355,342.					
a Applied to 2007, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2008 distributable amount					318,407.
e Remaining amount distributed out of corpus		36,935.			
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		36,935.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		36,935.			
10 Analysis of line 9					
a Excess from 2004	NONE				
b Excess from 2005	NONE				
c Excess from 2006	NONE				
d Excess from 2007					
e Excess from 2008	36,935.				

AMENDED

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2008, 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			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 page 27 of the 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))

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

AMENDED

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 STATEMENT 12				
Total . . . . ▶ **3a**				334,395.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	19,176.	
4 Dividends and interest from securities			14	102,068.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-577,349.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MERIT ENERGY P/S			15	905,216.	
c FEDERAL TAX REFUND					10,277.
d					
e					
12 Subtotal Add columns (b), (d), and (e)				449,111.	10,277.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 459,388.

(See worksheet in line 13 instructions on page 28 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) (See page 28 of the instructions)
	NOT APPLICABLE

AMENDED

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 2-5-11 | Title TREASURER

Paid Preparer's Use Only

Preparer's signature	Date 1-22-11	Check if self-employed ▶ ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	HAMILTON JUFFER & ASSOCIATES, LLP 666 GRAND AVENUE; SUITE 2400 DES MOINES, IA 50309	EIN ▶ 20-3626340 Phone no 515-245-3737	

Form **990-PF** (2008)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					42,904.	
		SEE STATEMENT A-B					VARIOUS	VARIOUS
1,190,048.		1,493,815.					-303,767.	
		SEE STATEMENT C-D					VARIOUS	VARIOUS
2,008,470.		2,324,956.					-316,486.	

TOTAL GAIN(LOSS)		....					-577,349.	
							==========	

AMENDED

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME		102,068.	102,068.
INTEREST INCOME		19,176.	19,176.
	TOTAL	121,244.	121,244.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERIT ENERGY PARTNERS C-II, L.P.	905,216.	905,216.
FEDERAL TAX REFUND	10,277.	
TOTALS	915,493.	905,216.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAXES		23,020.
	TOTALS	23,020.

STATEMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	335.	335.	
INVESTMENT EXPENSES	17,055.	17,055.	
OTHER EXPENSES	20,407.	480.	19,927.
TOTALS	37,797.	17,870.	19,927.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AVALON BAY COMMUNITIES, INC	71,496.	21,619.	69,200.
DUKE WEEKS REALTY CORP	119,818.	47,250.	33,215.
EQUITY RESIDENTIAL	88,208.	88,208.	90,000.
GENERAL GROWTH PROPERTIES	80,594.	NONE	NONE
MACERICH COMPANY	78,880.	37,635.	36,350.
GENERAL ELECTRIC	63,795.	NONE	NONE
DU PONT E I DE NEMOURS	4,944.	4,944.	98,976.
MICROSOFT CORPORATION	34,672.	34,672.	33,163.
BECTON DICKINSON CO	21,300.	28,684.	29,318.
JOHNSON & JOHNSON	56,194.	41,557.	40,796.
EXXON MOBIL	28,664.	NONE	NONE
TRANSOCEAN INCORPORATED	18,094.	34,149.	35,861.
WAL MART STORES, INC	48,266.	36,757.	39,405.
ZIMMER HOLDINGS	12,277.	NONE	NONE
BLACKROCK S& P 500 INDEX A	547,802.	558,523.	483,697.
AMB PROPERTIES CORP	91,099.	69,803.	49,525.
BLACKROCK SMALL CAP INDEX A	217,959.	245,003.	212,151.
COMCAST CLASS A	55,597.	40,756.	28,470.
FEDEX CORP.	48,837.	NONE	NONE
ANHEUSER BUSCH COMPANIES, INC	22,390.	NONE	NONE
CHEVRON TEXACO CORP.	22,181.	17,429.	23,272.
CISCO SYSTEMS, INC.	36,561.	43,483.	41,599.
FIDELITY ADV DIVERSIFIED INT'L	313,544.	NONE	NONE
PROLOGIS	179,040.	NONE	NONE
3M COMPANY	46,485.	NONE	NONE
EOG RESOURCES	20,177.	30,647.	29,612.
HONEYWELL INTERNATIONAL, INC.	39,629.	39,836.	30,883.
TEXAS INSTRUMENTS	35,868.	NONE	NONE
AMCOL INTERNATIONAL CORP.	13,092.	NONE	NONE

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATP OIL & GAS CORPORATION	12,120.	12,120.	2,209.
BE AEROSPACE, INC.	12,034.	15,843.	12,993.
CARMAX, INC.	5,806.	7,057.	5,742.
COMTECH TELECOMMUNICATIONS	7,820.	7,820.	6,374.
CORE LABORATORIES INC.	9,226.	9,226.	12,894.
CORNING INC.	9,532.	NONE	NONE
EQUINIX, INC	17,927.	17,927.	16,346.
HEARTLAND EXPRESS, INC.	14,311.	14,311.	13,860.
HEXCEL CORPORATION	11,910.	11,910.	8,168.
MONARCH CASINO & RESORT	15,408.	15,408.	5,572.
NEWMARKET CORPORATION	6,405.	10,370.	14,752.
NIC, INC.	11,398.	11,398.	15,180.
OCEANEERING INTERNATIONAL, INC	5,438.	NONE	NONE
PETROQUEST ENERGY, INC	7,836.	7,836.	2,010.
SUPERIOR ENERGY SERVICES, INC.	10,416.	12,535.	8,295.
TETRA TECHNOLOGIES INC.	14,574.	NONE	NONE
UNIVERSAL DISPLAY CORPORATION	11,622.	NONE	NONE
VALUECLICK, INC.	12,032.	12,032.	7,590.
VIAD CORPORATION	13,531.	13,531.	6,202.
ACTIVISION BLIZZARD, INC.	9,118.	NONE	NONE
AGILENT TECHNOLOGIES INC	22,645.	NONE	NONE
AUTOMATIC DATA PROCESSING, INC	22,624.	28,432.	26,820.
BOEING COMPANY	33,786.	41,616.	21,884.
CHICAGO BRIDGE & IRON COMPANY	14,526.	NONE	NONE
COHEN & STEERS INC	12,565.	12,565.	7,947.
MARKEL CORPORATION	24,648.	24,648.	17,041.
METAVANTE HOLDING COMPANY	2,836.	2,836.	3,080.
PROVIDENT BANKSHARES CORP	19,061.	NONE	NONE
ROCKWELL COLLINS INC	35,864.	NONE	NONE

FORM 990PF, PART II - CORPORATE STOCK
=====================================

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SL GREEN REALTY CORP	150,494.	NONE	NONE
SPDR FINANCIAL SECTOR ETF	112,089.	NONE	NONE
VCA ANTECH INC	15,683.	NONE	NONE
ADOBE SYSTEMS	NONE	23,651.	23,991.
ALBEMARLE CORPORATION	NONE	9,380.	10,399.
ANADARKO PETROLEUM CORPORATION	NONE	40,004.	33,740.
APPLE INC	NONE	17,852.	32,678.
BARD C R INC	NONE	30,525.	25,014.
BERKSHIRE HATHAWAY CLASS B	NONE	33,896.	38,166.
BIOTECH & GENOME POWERSHARES	NONE	5,680.	6,436.
BRINKS COMPANY	NONE	7,826.	9,503.
CAMPBELL SOUP COMPANY	NONE	21,917.	23,893.
CAPITAL ONE FINANCIAL CORP	NONE	5,164.	12,280.
CHATTEM INC	NONE	8,468.	7,019.
CHUBB CORP	NONE	24,069.	24,937.
COCA-COLA	NONE	34,871.	39,872.
COLGATE-PALMOLIVE	NONE	16,735.	19,559.
GILEAD SCIENCES INC	NONE	29,171.	29,847.
HARRIS CORPORATION	NONE	7,264.	7,514.
HARRIS STRATEX NETWORKS INC	NONE	315.	296.
INTUIT INC	NONE	8,113.	10,395.
ISHARES DOW JONES REIT INDEX	NONE	298,489.	236,610.
KEYCORP	NONE	27,020.	18,496.
LABORATORY CORPORATION OF AMER	NONE	6,324.	6,249.
LOEWS CORP	NONE	16,300.	18,612.
M&T BANK CORPORATION	NONE	19,020.	14,988.
MASTERCARD INC	NONE	14,898.	21,343.
NIKE INC	NONE	15,688.	21,523.
OWENS & MINOR INC	NONE	7,819.	9,082.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
POOL CORPORATION	NONE	6,595.	8,754.
POTASH CORP OF SASKATCHEWAN	NONE	15,697.	16,742.
RALCORP HOLDINGS INC	NONE	8,227.	9,527.
SYSCO CORPORATION	NONE	16,950.	17,107.
TARGET CORPORATION	NONE	16,562.	21,374.
VANGUARD FTSE EX US INDEX	NONE	170,545.	218,460.
WALTER INVESTMENT MANAGEMENT	NONE	7,500.	10,088.
WILLIS GROUP HOLDINGS	NONE	6,639.	7,476.
YAMANA GOLD INC	NONE	7,377.	13,286.
TOTALS	3,102,748.	2,696,927.	2,645,708.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALCOA SENIOR NOTE	NONE	50,916.	51,193.
CATERPILLAR FINL SVCS BOND	NONE	50,138.	54,569.
CSX CORP NOTE	NONE	48,497.	51,272.
OHIO POWER COMPANY	NONE	51,083.	51,896.
OWENS & MINOR NOTE	NONE	45,544.	44,035.
PEPCO HOLDINGS BOND	NONE	50,624.	50,254.
REYNOLDS AMERICAN INC SENIOR	NONE	50,975.	51,194.
UST INC SENIOR NOTE	NONE	51,417.	53,625.
VERIZON NJ NOTE	NONE	51,187.	53,008.
WEATHERFORD INTL INC NOTE	NONE	48,750.	52,426.
TOTALS	NONE	499,131.	513,472.

AMENDED

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERIT ENERGY PARTNERS, C-II	2,272,463.	2,351,871.	2,351,871.
DIVERGENCE HOLDINGS	50,000.	100,000.	100,000.
VENTRIA BIOSCIENCES INVESTMENT	137,000.	137,000.	137,000.
LONGLEAF PARTNERS FUND	NONE	200,000.	211,482.
LONGLEAF PARTNERS SMALLCAP FD	624,487.	636,430.	394,144.
LONGLEAF PARTNERS INTERNATION	547,829.	568,303.	348,024.
REACH SYSTEMS	157,258.	157,258.	157,258.
TOTALS	3,789,037.	4,150,862.	3,699,779.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
THOMAS N. URBAN III 1775 WEST 40TH AVE VANCOUVER, BC, V6M 1 W3	DIRECTOR	NONE	NONE	NONE
WILLIAM G. URBAN 29 LIBBIE AVENUE RICHMOND, VA 23226	TREASURER	NONE	NONE	NONE
MARY BRIGHT URBAN 7 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436	VICE-PRESIDENT	NONE	NONE	NONE
VICTORIA URBAN BROER 12611 LAKE SHORE BOULEVARD BRATENAHL, OH 44108	SECRETARY	NONE	NONE	NONE
THOMAS NELSON URBAN JR. 7 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436	CHAIRMAN & PRESIDENT	NONE	NONE	NONE
CORNELIA URBAN SAWCZUK 3497 COCHISE DRIVE ATLANTA, GA 30339	DIRECTOR	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT 13-20	PUBLIC CHARITY	CHARITABLE	334,395.
		TOTAL CONTRIBUTIONS PAID	334,395.

Donations by The Weathertop Foundation (8/1/08 through 7/31/09)

Bethesda Hospital Foundation P.O. Box 243628 Boynton Beach, FL 33424-3628 Use: General Operations – Unrestricted	$10,000.00
Biddeford Pool Community Club P.O. Box 123 Biddeford Pool, Maine 04006 Use: General Operations – Unrestricted	$1,000.00
Carnegie Institution of Washington 1530 P Street, NW Washington, DC 20005-1910 Use: General Operations – Unrestricted	$5,000.00
Cathedral of the Sacred Heart 823 Park Avenue Richmond, VA 23220 Use: Support Children & Youth Ministry – Unrestricted	$1,000.00
Children's Healthcare of Atlanta Foundation 1687 Tullie Circle NE Atlanta, GA 30329 Use: General Operations – Unrestricted	$1,000.00
Children's Miracle Network 4525 So 2300 E. Salt Lake City, UT 84117 Use: General Operations – Unrestricted	$10,000.00
Cleveland Botanical Garden 11030 East Boulevard Cleveland, OH 44106 Use: General Operations – Unrestricted	$10,000.00
Concord Academy 166 Main Street Concord, MA 01742-9956 Use: Support the Annual Fund and Capital Campaign	$44,500.00
Cystic Fibrosis Foundation 6931 Arlington Road Bethesda, Maryland 20814 Use: General Operations – Unrestricted	$1,000.00

AMEN

Statement 13

Des Moines Art Center 4700 Grand Avenue Des Moines, IA 50312 Use: General Operations – Unrestricted	$5,000.00
Des Moines Community Playhouse 831 42nd Street Des Moines, IA 50312 Use: General Operations – Unrestricted	$1,000.00
Des Moines Metro Opera 106 West Boston Avenue Indianola, IA 50125-1836 Use: General Operations – Unrestricted	$1,000.00
Des Moines University Glanton Scholarship 3200 Grand Avenue Des Moines, IA 50312 Use: Scholarship Support – Unrestricted	$1,000.00
Friends of the Des Moines Botanical Garden P.O. Box 6777 Delray Beach, FL 33482 Use: General Operations – Unrestricted Use: Visioning Plan Use: HVAC assessment of dome	$23,000.00
Friends of the Vancouver Art Gallery 750 Hornby Street Vancouver, BC V6Z 2H7 Use: General Operations – Unrestricted	$10,000.00
Fuqua School of Business Duke University Box 90118 Durham, NC 27708-0118 Use: Support Annual Fund – Unrestricted	$5,000.00
Georgetown University P.O. Box 571253 Washington, DC 20057-1253 Use: Support Annual Fund – Unrestricted	$1,000.00

Georgia Bio Business Office 1199 Euclid Avenue Atlanta, GA 30307-1509 Use: General Operations – Unrestricted	$1,0000.00
Georgia River Network 126 South Milledge Avenue, Suite E3 Athens, GA 30605 Use: General Operations – Unrestricted	$1,000.00
Grand Foundation P.O. Box 1342 Winter Park, CO 80482 Use: General Operations – Unrestricted	$1,000.00
Harvard Business School Fund Soldiers Field Road Boston, MA 02163 Use: Support Annual Fund – Unrestricted	$5,000.00
Harvard College Fund 124 Mount Auburn Street Cambridge, MA 02138-5762 Use: Support Annual Fund – Unrestricted	$10,000.00
Iowa Health Foundation 1440 Ingersoll Ave. Des Moines, Iowa 50309 Use: Program Support for Infection Control	$50,000.00
Johns Hopkins University 3400 North Charles Street Baltimore, MD 21218 Use: Support Annual Fund – Unrestricted	$1,000.00
Lewis Ginter Botanical Garden 1800 Lakeside Avenue Richmond, VA 23228 Use: General Operations – Unrestricted	$1,000.00

Lovett School 4075 Paces Ferry Road, NW Atlanta, GA 30327-3099 Use: Support Annual Fund – Unrestricted	$1,000.00
Metropolitan Opera Guild 411 Laurel, Suite A110 Des Moines, Iowa 50314-3026 Use: General Operations – Unrestricted	$970.00
Middle Park Land Trust P.O. Box 1938 Granby, CO 80446 Use: General Operations – Unrestricted	$1,000.00
Middlebury College Middlebury, VT 05753 Use: Support Annual Fund – Unrestricted	$5,000.00
National Multiple Sclerosis Society 733 Third Avenue New York, NY 10017 Use: General Operations – Unrestricted	$10,000.00
National Tropical Botanical Garden 3530 Papalina Road Kalaheo, HI 96741 Use: General Operations – Unrestricted	$15,000.00
National Foundation for Transplants Virginia Bone Marrow Fund 5350 Poplar Avenue, Suite 430 Memphis, TN 38119 Use: General Operations – Unrestricted	$2,500.00
Northwestern University Kellogg School of Management 2001 Sheridan Road Evanston, IL 60208 Use: Support Annual Fund – Unrestricted	$250.00
Ohio Grantmakers Forum 37 West Broad Street, Suite 800 Columbus, OH 43215-4198 Use: General Operations – Unrestricted	$75.00

Opportunity, Inc. of Palm Beach County 1713 Quail Drive West Palm Beach, FL 33409 Use: General Operations – Unrestricted	$1,000.00
Partners in Health 888 Commonwealth Avenue, 3rd Floor Boston, MA 02215 Use: General Operations – Unrestricted	$400.00
Planned Parenthood of Greater Iowa P.O. Box 4557 Des Moines, IA 50305-4557 Use: General Operations – Unrestricted	$850.00
Princeton University The Helm Building 330 Alexander Street Princeton, NJ 08540 Use: Support Annual Fund – Unrestricted	$1,000.00
Red Oak Camp 24070 Hermitage Drive Shaker Heights, OH 44122 Use: Support Purchase of Stove	$1,000.00
Richmond Symphony The Berkshire 300 W. Franklin Street, Suite 103E Richmond, VA 23220 Use: General Operations – Unrestricted	$6,500.00
Ridley College Scholarship Fund, Inc. c/o Frederick N. C. Jerauld, III '53 6390 Main Street Williamsville, NY 14221 Use: Support Annual Fund – Unrestricted	$12,000.00
Salisbury House Foundation 4025 Tonawanda Drive Des Moines, Iowa 50312 Use: General Operations – Unrestricted	$1,000.00

AMENDED

Shaker Lakes Garden Club Charitable Projects Fund 2589 Stratford Road Cleveland Heights, OH 44118 Use: Support Charitable Projects Fund	$1,100.00
Shaw Festival Foundation P.O. Box 628 Lewiston, NY 14092-9819 Use: General Operations – Unrestricted	$1,500.00
Society of the Four Arts 2 Four Arts Plaza Palm Beach, FL 33480 Use: General Operations – Unrestricted	$5,000.00
St. Andrew's School 350 Noxontown Road Trapnell Alumni House Middletown, DE 19709 Use: General Operations – Unrestricted	$5,000.00
St. Anne's Episcopal Church 3098 St. Anne's Lane Atlanta, GA 30327 Use: General Operations – Unrestricted	$500.00
St. Brendan's Chapel c/o Good Shepard Parish 271 Main Street Saco, ME 04072 Use: General Operations – Unrestricted	$250.00
St. Catherine's School 6001 Grove Avenue Richmond, VA 23226 Use: Support Annual Fund – Unrestricted Use: Support Capital Campaign	$19,500.00
St. Martin's in the Field St. Martin's Lane Biddeford Pool, Maine 04006 Use: General Operations – Unrestricted	$250.00

AMENDED

St. Paul's Cathedral 815 High Street Des Moines, IA 50309-2714 Use: General Operations – Unrestricted	$5,000.00
St. Paul's School 325 Pleasant Street Concord, NH 03301-9966 Use: Support Annual Fund – Unrestricted	$500.00
St. Peter's Preparatory High School 144 Grand Street Jersey City, NJ 07302 Use: Support Annual Fund – Unrestricted	$2,500.00
St. Stephen's Preschool 6000 Grove Avenue Richmond, VA 23226-2730 Use: General Operations – Unrestricted	$2,000.00
Stanford University Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-6105 Use: Support Annual Fund – Unrestricted	$7,500.00
United Way of Central Iowa 1111 Ninth Street, Suite 300 Des Moines, IA 50309 Use: General Operations – Unrestricted	$2,500.00
University of Chicago Division of the Humanities Walker Museum 213E 1115 E. 58th Street Chicago, IL 60637 Use: Support Annual Fund – Unrestricted	$250.00
The University of Chicago Booth Graduate School of Business 5807 South Woodlawn Avenue Chicago, Illinois 60637 Use: Support Annual Fund – Unrestricted	$500.00

The University of Chicago The Harris School of Public Policy 1155 East 60th Street, Suite 111 Chicago, Illinois 60637 Use: Support Annual Fund – Unrestricted	$500.00
Vinings Historic Preservation Society 3010 Paces Mill Road Atlanta, GA 30339 Use: General Operations – Unrestricted	$1,000.00
Virginia Squash Racquets Association c/o Winston Price The Price Group Davenport & Co. 901 East Cary Street Richmond, VA 23219 Use: Support 2009 Squash Tournament	$3,000.00
Wayside House, Inc. 378 N.E. 6th Street Delray Beach, FL 33483 Use: General Operations – Unrestricted	$1,000.00
Western Reserve Land Conservancy WRLC Headquarters/Chagrin River Chapter P.O. Box 314 Novelty, Ohio 44072 Use: General Operations – Unrestricted Use: Preservation of Land in Bratenahl, OH	$15,000.00
Total Donations	**$334,395.00**

SCHEDULE D
(Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2008

Name of estate or trust	Employer identification number
WEATHERTOP FOUNDATION F/K/A THOMAS NELSON	42-1431036

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-303,767.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	-303,767.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS			STMT 1		42,904.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-316,486.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	-273,582.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

JSA
8F1210 2 000

AMENDED

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part*

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-303,767.
14 **Net long-term gain or (loss):**				
a Total for year	14a			-273,582.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-577,349.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if.*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17 If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,200 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?

☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box

☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?

☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (15) . . . 30

31 Figure the tax on the amount on line 23 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T) . . . 34

Schedule D (Form 1041) 2008

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2008

Name of estate or trust: WEATHERTOP FOUNDATION F/K/A THOMAS NELSON

Employer identification number: 42-1431036

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	SEE STATEMENT A-B	VARIOUS	VARIOUS	1,190,048.	1,493,815.	-303,767.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -303,767.

For Paperwork Reduction Act Notice, see the instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

JSA
8F1221 2 000

AMENDED

Weathertop Foundation Capital Gains/Losses							
8/1/2008 through 7/31/2009							
Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
Davenport Managed Account	Corning Inc	30	4/28/2008	9/2/2008	$ 580.25	$ 777.90	$ (197.65)
Davenport Managed Account	VCA Antech, Inc.	300	12/5/2007	9/30/2008	$ 8,778.70	$ 12,512.01	$ (3,733.31)
Davenport Managed Account	VCA Antech, Inc.	100	2/5/2008	9/30/2008	$ 2,926.23	$ 3,172.00	$ (245.77)
Davenport Managed Account	Chicago Bridge & Iron Company	320	5/19/2008	10/17/2008	$ 4,051.81	$ 14,525.60	$ (10,473.79)
Davenport Managed Account	Oceaneering International, Inc.	113	10/14/2008	2/20/2009	$ 3,542.53	$ 4,181.00	$ (638.47)
Davenport Managed Account	Intel Corp.	337	3/19/2009	4/23/2009	$ 5,246.95	$ 5,170.96	$ 75.99
Davenport Managed Account	Harris Stratex Networks, Inc	0.616	5/28/2009	6/5/2009	$ 3.09	$ 3.29	$ (0.20)
Scotsman Capital Management	SPDR Financial Sector	850	7/16/2008	9/23/2008	$ 17,441.90	$ 14,886.90	$ 2,555.00
Scotsman Capital Management	3M Company	60	4/30/2008	10/2/2008	$ 3,953.98	$ 4,658.90	$ (704.92)
Scotsman Capital Management	Texas Instruments	390	11/2/2007	10/21/2008	$ 6,353.06	$ 12,632.10	$ (6,279.04)
Scotsman Capital Management	Texas Instruments	180	8/28/2008	10/21/2008	$ 2,932.18	$ 4,437.00	$ (1,504.82)
Scotsman Capital Management	Texas Instruments	100	9/12/2008	10/21/2008	$ 1,628.99	$ 2,223.00	$ (594.01)
Scotsman Capital Management	SPDR Financial Sector	1,350.00	7/16/2008	11/20/2008	$ 13,310.92	$ 23,643.90	$ (10,332.98)
Scotsman Capital Management	SPDR Financial Sector	1,400.00	7/16/2008	11/26/2008	$ 16,463.90	$ 24,519.60	$ (8,055.70)
Scotsman Capital Management	SPDR Financial Sector	2,800.00	7/16/2008	12/29/2008	$ 32,339.81	$ 49,039.20	$ (16,699.39)
Scotsman Capital Management	Rockwell Collins, Inc	390	4/4/2008	1/21/2009	$ 14,184.22	$ 24,401.91	$ (10,217.69)
Scotsman Capital Management	Rockwell Collins, Inc	190	5/28/2008	1/21/2009	$ 6,910.26	$ 11,462.47	$ (4,552.21)
Scotsman Capital Management	Rockwell Collins, Inc.	190	8/28/2008	1/21/2009	$ 6,910.26	$ 10,108.00	$ (3,197.74)
Scotsman Capital Management	Agilent Technologies Inc	770	3/20/2008	2/11/2009	$ 11,981.13	$ 22,645.08	$ (10,663.95)
Scotsman Capital Management	Agilent Technologies Inc	250	9/16/2008	2/11/2009	$ 3,889.98	$ 7,650.00	$ (3,760.02)
Scotsman Capital Management	Nike, Inc	110	2/19/2009	4/7/2009	$ 5,459.15	$ 4,698.10	$ 761.05
Scotsman Capital Management	Apple, Inc.	100	10/22/2008	4/7/2009	$ 11,436.70	$ 9,811.03	$ 1,625.67
Scotsman Capital Management	Target Corporation	230	12/18/2008	4/14/2009	$ 9,132.95	$ 8,292.21	$ 840.74
Scotsman Capital Management	Adobe Systems	370	9/24/2008	4/28/2009	$ 9,502.94	$ 14,717.38	$ (5,214.44)
Scotsman Capital Management	Honeywell International, Inc	10	8/28/2008	5/6/2009	$ 323.99	$ 505.00	$ (181.01)
Scotsman Capital Management	General Electric	320	11/18/2008	5/20/2009	$ 4,479.88	$ 5,119.55	$ (639.67)
Scotsman Capital Management	General Electric	350	1/26/2009	5/20/2009	$ 4,899.87	$ 4,347.00	$ 552.87
Scotsman Capital Management	Apple, Inc	100	10/22/2008	6/2/2009	$ 13,903.31	$ 9,811.03	$ 4,092.28
Weathertop Portfolio	General Growth Properties Inc	1,000.00	6/13/2008	10/15/2008	$ 5,704.32	$ 39,025.35	$ (33,321.03)
Weathertop Portfolio	General Growth Properties Inc	700	7/7/2008	10/15/2008	$ 3,993.03	$ 22,902.32	$ (18,909.29)
Weathertop Portfolio	AvalonBay Communities Inc	400	6/13/2008	10/15/2008	$ 29,725.90	$ 38,713.35	$ (8,987.45)
Weathertop Portfolio	AvalonBay Communities Inc	150	7/7/2008	10/15/2008	$ 11,147.21	$ 13,232.98	$ (2,085.77)
Weathertop Portfolio	ProLogis	300	6/13/2008	10/15/2008	$ 7,518.08	$ 17,439.35	$ (9,921.27)
Weathertop Portfolio	ProLogis	250	7/7/2008	10/15/2008	$ 6,265.06	$ 13,145.35	$ (6,880.29)

AMENDED

Weathertop Foundation Capital Gains/Losses

8/1/2008 through 7/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Weathertop Portfolio	SL Green Realty Corp	1,800.00	7/7/2008	10/15/2008	$ 79,426.24	$ 150,494.27	$ (71,068.03)
Weathertop Portfolio	AMB Property Corporation	250	6/13/2008	10/15/2008	$ 7,504.86	$ 13,680.35	$ (6,175.49)
Weathertop Portfolio	AMB Property Corporation	150	7/7/2008	10/15/2008	$ 4,502.92	$ 7,615.85	$ (3,112.93)
Weathertop Portfolio	Macerich Company	450	6/13/2008	10/15/2008	$ 16,204.15	$ 30,093.35	$ (13,889.20)
Weathertop Portfolio	Macerich Company	200	7/7/2008	10/15/2008	$ 7,201.84	$ 12,111.35	$ (4,909.51)
Weathertop Portfolio	Duke Realty Corporation	2,400.00	6/13/2008	10/15/2008	$ 37,699.34	$ 56,013.35	$ (18,314.01)
Weathertop Portfolio	Fidelity Adv Diversified Int'l C	34.145	12/11/2007	11/6/2008	$ 388.56	$ 748.99	$ (360.43)
Weathertop Portfolio	Fidelity Adv Diversified Int'l C	162.043	12/11/2007	11/6/2008	$ 1,843.99	$ 3,554.49	$ (1,710.50)
Weathertop Portfolio	Fidelity Adv Diversified Int'l C	1,585.70	12/11/2007	11/6/2008	$ 18,044.70	$ 34,783.16	$ (16,738.46)
TOTAL SHORT TERM					**$ 1,190,047.69**	**$ 1,493,814.53**	**$ (303,766.84)**

A-1

AMENDED

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SEE STATEMENT C-D	VARIOUS	VARIOUS	2,008,470.	2,324,956.	-316,486.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -316,486.

Schedule D-1 (Form 1041) 2008

AMENDED

Weathertop Foundation Capital Gains/Losses

8/1/2008 through 7/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
LONG TERM							
Davenport Managed Account	Corning Inc.	370	4/17/2007	9/2/2008	$ 7,156.46	$ 8,753 79	$ (1,597.33)
Davenport Managed Account	Amcol International Corporation	470	11/17/2006	11/11/2008	$ 9,589.12	$ 13,091.56	$ (3,502 44)
Davenport Managed Account	Universal Display Corporation	520	6/28/2007	12/18/2008	$ 4,518.77	$ 8,580.00	$ (4,061.23)
Davenport Managed Account	Universal Display Corporation	200	7/31/2007	12/18/2008	$ 1,737.99	$ 3,042.00	$ (1,304.01)
Davenport Managed Account	Activision Blizzard, Inc	700	12/3/2007	2/11/2009	$ 6,558.96	$ 9,117 50	$ (2,558.54)
Davenport Managed Account	Oceaneering International, Inc	160	10/13/2006	2/20/2009	$ 5,015.97	$ 5,438 31	$ (422 34)
Davenport Managed Account	M&T Bank Corporation	0 438	1/14/2008	5/28/2009	$ 21.34	$ 40 92	$ (19.58)
Davenport Managed Account	Zimmer Holdings	180	9/27/2006	7/1/2009	$ 7,602 78	$ 12,277 00	$ (4,674 22)
Davenport Managed Account	Tetra Technologies Inc	250	9/27/2006	7/1/2009	$ 2,112 87	$ 5,954.23	$ (3,841 36)
Davenport Managed Account	Tetra Technologies Inc	250	1/11/2008	7/1/2009	$ 2,112.87	$ 4,027.50	$ (1,914 63)
Davenport Managed Account	Tetra Technologies Inc	250	2/27/2008	7/1/2009	$ 2,112 87	$ 4,592 50	$ (2,479 63)
Scotsman Capital Management	ExxonMobil	360	6/10/2005	8/22/2008	$ 28,943.37	$ 20,998 80	$ 7,944 57
Scotsman Capital Management	ExxonMobil	120	9/30/2005	8/22/2008	$ 9,647.79	$ 7,665 60	$ 1,982 19
Scotsman Capital Management	General Electric	100	10/11/2000	9/12/2008	$ 2,674 98	$ 5,693 75	$ (3,018 77)
Scotsman Capital Management	General Electric	300	7/17/2001	9/12/2008	$ 8,024 95	$ 13,947 00	$ (5,922 05)
Scotsman Capital Management	General Electric	100	11/29/2001	9/12/2008	$ 2,674 98	$ 4,008 00	$ (1,333 02)
Scotsman Capital Management	General Electric	170	7/22/2005	9/12/2008	$ 4,547 47	$ 5,939 80	$ (1,392 33)
Scotsman Capital Management	FedEx Corp	50	12/22/2004	9/15/2008	$ 4,579 97	$ 4,999 50	$ (419 53)
Scotsman Capital Management	FedEx Corp.	100	3/29/2007	9/15/2008	$ 9,159 95	$ 10,679 00	$ (1,519 05)
Scotsman Capital Management	3M Company	110	2/12/2007	10/2/2008	$ 7,248 95	$ 8,215 88	$ (966 93)
Scotsman Capital Management	Texas Instruments	770	10/31/2006	10/21/2008	$ 12,543 23	$ 23,236 29	$ (10,693 06)
Scotsman Capital Management	Johnson & Johnson	230	8/17/2005	10/30/2008	$ 13,939 44	$ 14,637 20	$ (697 76)
Scotsman Capital Management	Anheuser Busch Companies, Inc	230	12/22/2004	11/18/2008	$ 16,100 00	$ 11,697.80	$ 4,402 20
Scotsman Capital Management	Anheuser Busch Companies, Inc	240	7/29/2005	11/18/2008	$ 16,800 00	$ 10,692.00	$ 6,108.00
Scotsman Capital Management	Wal Mart Stores, Inc	340	11/3/2005	12/8/2008	$ 19,610 68	$ 16,231.60	$ 3,379 08
Scotsman Capital Management	3M Company	450	2/12/2007	12/9/2008	$ 25,090 55	$ 33,610 41	$ (8,519 86)
Scotsman Capital Management	FedEx Corp	150	12/22/2004	2/27/2009	$ 6,544 07	$ 14,998 50	$ (8,454 43)
Scotsman Capital Management	FedEx Corp	200	4/11/2005	2/27/2009	$ 8,725 43	$ 18,160 00	$ (9,434.57)
Scotsman Capital Management	Comcast Class A	300	3/23/2007	3/26/2009	$ 3,996 67	$ 7,920 42	$ (3,923 75)
Scotsman Capital Management	Comcast Class A	330	11/2/2007	3/26/2009	$ 4,396.33	$ 6,920 10	$ (2,523 77)
Scotsman Capital Management	Chevron Corporation	90	4/21/2005	4/7/2009	$ 6,127.04	$ 4,752 00	$ 1,375 04
Scotsman Capital Management	Honeywell International, Inc	170	8/10/2007	5/6/2009	$ 5,507.86	$ 9,387 71	$ (3,879 85)
Scotsman Capital Management	General Electric	200	9/5/2002	5/20/2009	$ 2,799 93	$ 5,824 00	$ (3,024.07)
Scotsman Capital Management	General Electric	300	1/30/2003	5/20/2009	$ 4,199.89	$ 7,017.00	$ (2,817 11)

Weathertop Foundation Capital Gains/Losses

8/1/2008 through 7/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Scotsman Capital Management	General Electric	130	7/22/2005	5/20/2009	$ 1,819.95	$ 4,542.20	$ (2,722.25)
Scotsman Capital Management	General Electric	325	7/7/2006	5/20/2009	$ 4,549.88	$ 10,864.75	$ (6,314.87)
Scotsman Capital Management	General Electric	180	5/6/2008	5/20/2009	$ 2,519.94	$ 5,958.00	$ (3,438.06)
Weathertop Portfolio	General Growth Properties Inc	2,800.00	5/3/1995	10/15/2008	$ 15,972.10	$ 18,666.67	$ (2,694.57)
Weathertop Portfolio	ProLogis	2,300.00	11/30/2006	10/15/2008	$ 57,638.60	$ 148,455.35	$ (90,816.75)
Weathertop Portfolio	Duke Realty Corporation	100	7/26/2007	10/15/2008	$ 1,570.81	$ 3,314.35	$ (1,743.54)
Weathertop Portfolio	Duke Realty Corporation	400	7/26/2007	10/15/2008	$ 6,283.22	$ 13,240.00	$ (6,956.78)
Weathertop Portfolio	Fidelity Adv Diversified Int'l C	12,512.00	1/17/2007	11/6/2008	$ 142,381.88	$ 274,456.92	$ (132,075.04)
TOTAL LONG TERM					$ 2,008,469.81	$ 2,324,955.81	$ (316,486.00)
OVERALL TOTAL					$ 3,198,517.50	$ 3,818,770.34	$ (620,252.84)

A-1

AMENDED

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
	42,904.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		42,904.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		42,904.