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

2009

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

For calendar year 2009, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE WEATHERHEAD FOUNDATION	A Employer identification number 13-2711998
	Number and street (or P O box number if mail is not delivered to street address) 25825 SCIENCE PARK DRIVE	Room/suite 255
	City or town, state, and ZIP code BEACHWOOD, OH 44122	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 7,843,501.	J Accounting method: ► X Other (specify) MODIFIED CASH	

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	4,264,709.				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	31.	31.	31.	STATEMENT 1	
	4 Dividends and interest from securities	203,110.	203,110.	203,110.	STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)	-184,646.				
	6a Net gain or (loss) from sale of assets not on line 10					
	b Gross sales price for all assets on line 6a	3,382,399.				
	7 Capital gain net income (from Part IV, line 2)		0.	N/A		
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total. Add lines 1 through 11	4,283,204.	203,141.	203,141.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	97,500.	0.	0.	97,500.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees	STMT 3	12,195.	0.	0.	12,195.
	b Accounting fees	STMT 4	19,835.	11,835.	0.	8,000.
	c Other professional fees	STMT 5	72,869.	72,869.	0.	0.
	17 Interest					
	18 Taxes	STMT 6	1,873.	1,873.	0.	0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		76,350.	0.	0.	76,350.
	22 Printing and publications					
	23 Other expenses	STMT 7	200.	0.	0.	200.
	24 Total operating and administrative expenses. Add lines 13 through 23		280,822.	86,577.	0.	194,245.
25 Contributions, gifts, grants paid		3,650,879.			3,650,879.	
26 Total expenses and disbursements. Add lines 24 and 25		3,931,701.	86,577.	0.	3,845,124.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		351,503.				
b Net investment income (if negative, enter -0-)			116,564.			
c Adjusted net income (if negative, enter -0-)				203,141.		

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SCANNED OCT 25 2010

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	480.	768.	768.
	2	Savings and temporary cash investments	393,270.	402,243.	402,243.
	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 8	3,961,674.	5,630,309.
	c	Investments - corporate bonds	STMT 9	1,506,919.	1,608,941.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 10	0.	201,240.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		5,862,343.	7,843,501.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		5,862,343.	7,843,501.
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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			
	30	Total net assets or fund balances		5,862,343.	7,843,501.
	31	Total liabilities and net assets/fund balances		5,862,343.	7,843,501.

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	5,862,343.
2	Enter amount from Part I, line 27a	2	351,503.
3	Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS	3	1,629,655.
4	Add lines 1, 2, and 3	4	7,843,501.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,843,501.

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 SALES OF PUBLICLY TRADED ASSETS			VARIOUS	VARIOUS
b SALES OF PUBLICLY TRADED ASSETS			VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS				
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 2,426,590.		2,389,825.	36,765.	
b 952,861.		1,177,220.	-224,359.	
c 2,948.			2,948.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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			36,765.	
b			-224,359.	
c			2,948.	
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	-184,646.
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	36,765.

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 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))
2008	5,721,506.	8,400,247.	.681112
2007	6,153,075.	10,696,176.	.575259
2006	5,216,300.	9,099,871.	.573228
2005	5,132,690.	8,889,039.	.577418
2004	5,100,683.	8,715,952.	.585212

2 Total of line 1, column (d)

2 2.992229

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 .598446

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 6,364,396.

5 Multiply line 4 by line 3

5 3,808,747.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,166.

7 Add lines 5 and 6

7 3,809,913.

8 Enter qualifying distributions from Part XII, line 4

8 3,845,124.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1,166.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
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-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6 Credits/Payments:		21,014.
a	2009 estimated tax payments and 2008 overpayment credited to 2009	
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	21,014.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	9
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► 19,848. Refunded ► 0.	19,848. 0.

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c	Did the foundation file Form 1120-POL for this year?	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	0.
(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.	N/A
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.		
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	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	
If "Yes," attach the statement required by General Instruction T.		
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?		
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.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH	
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	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

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 instructions)

11	<input checked="" type="checkbox"/>
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12	<input checked="" type="checkbox"/>
----	-------------------------------------

13	<input checked="" type="checkbox"/>
----	-------------------------------------

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address ► **N/A**

14 The books are in care of ► **ALBERT J WEATHERHEAD III** Telephone no. ► **216-292-7100**

Located at ► **25825 SCIENCE PARK DRIVE # 255, BEACHWOOD, OH** ZIP+4 ► **44122**

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	<input type="checkbox"/>
------	--------------------------

N/A

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.

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)?

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 2009?

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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? 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

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 2009 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 2009)

N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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 2009?

3b

4a

4b

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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)?

(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 Yes No Yes No Yes No Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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 No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter 0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		97,500.	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
NEUBERGER BERMAN LLC 605 THIRD AVENUE, NEW YORK, NY 10158	INVESTMENT MANAGER	72,869.
Total number of others receiving over \$50,000 for professional services	►	0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	6,459,456.
b Average of monthly cash balances	1b	1,860.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	6,461,316.
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	6,461,316.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	96,920.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,364,396.
6 Minimum investment return. Enter 5% of line 5	6	318,220.

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	318,220.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,166.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,166.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	317,054.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	317,054.
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	317,054.

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	3,845,124.
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	3,845,124.
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	1,166.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,843,958.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				317,054.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 3,845,124.			0.	
a Applied to 2008, but not more than line 2a				
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 2009 distributable amount				317,054.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (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		3,528,070.		
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		3,528,070.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
GREATER HOUSTON COMMUNITY FOUNDATION 4550 POST OAK PLACE SUITE 100 HOUSTON, TX 77027		501(C)(3)	CHARITABLE ACTIVITIES	1,124,159.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER AT HOUSTON - 6431 FANNIN, MSB HOUSTON, TX 77030		501(C)(3)	THE WEATHERHEAD FUND	2,526,720.
Total				► 3a 3,650,879.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) 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 31.
4 Dividends and interest from securities				14 203,110.
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 -184,646.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)			0.	18,495.
13 Total. Add line 12, columns (b), (d), and (e)				0. 18,495.
				13

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

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2009**Name of the organization****Employer identification number****THE WEATHERHEAD FOUNDATION****13-2711998****Organization type (check one):****Filers of:**

Form 990 or 990-EZ	Section:
<input type="checkbox"/> 501(c)() (enter number) organization	
<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation	
<input type="checkbox"/> 527 political organization	
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation	
<input type="checkbox"/> 501(c)(3) taxable private foundation	

Check if your organization is covered by the General Rule or a Special Rule.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.****Schedule B (Form 990, 990-EZ, or 990-PF) (2009)**

Name of organization

Employer identification number

THE WEATHERHEAD FOUNDATION

13-2711998

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ALBERT J. WEATHERHEAD ESTATE TRUST AKA WEATHERHEAD CHARITABLE TRUST 25825 SCIENCE PARK DRIVE #255 BEACHWOOD, OH 44122	\$ 1,860,794.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ALBERT J. WEATHERHEAD ESTATE TRUST AKA WEATHERHEAD CHARITABLE TRUST 25825 SCIENCE PARK DRIVE #255 BEACHWOOD, OH 44122	\$ 1,290,600.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	ALBERT J. WEATHERHEAD ESTATE TRUST AKA WEATHERHEAD CHARITABLE TRUST 25825 SCIENCE PARK DRIVE #255 BEACHWOOD, OH 44122	\$ 229,080.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ALBERT J. WEATHERHEAD ESTATE TRUST AKA WEATHERHEAD CHARITABLE TRUST 25825 SCIENCE PARK DRIVE #255 BEACHWOOD, OH 44122	\$ 17,181.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	ALBERT J. WEATHERHEAD ESTATE TRUST AKA WEATHERHEAD CHARITABLE TRUST 25825 SCIENCE PARK DRIVE #255 BEACHWOOD, OH 44122	\$ 309,258.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	ALBERT J. WEATHERHEAD ESTATE TRUST AKA WEATHERHEAD CHARITABLE TRUST 25825 SCIENCE PARK DRIVE #255 BEACHWOOD, OH 44122	\$ 527,481.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE WEATHERHEAD FOUNDATION

Employer identification number

13-2711998

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	ALBERT J. WEATHERHEAD ESTATE TRUST AKA WEATHERHEAD CHARITABLE TRUST 25825 SCIENCE PARK DRIVE #255 BEACHWOOD, OH 44122	\$ 30,315.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE WEATHERHEAD FOUNDATION

13-2711998

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	20,000 SHARES OF JOHNSON & JOHNSON	\$ 1,290,600.	12/23/09
3	4,000 SHARES COCA-COLA	\$ 229,080.	12/23/09
4	300 SHARES COCA-COLA	\$ 17,181.	12/23/09
5	5,400 SHARES COCA-COLA	\$ 309,258.	12/23/09
6	8,700 SHARES PEPSICO	\$ 527,481.	12/23/09
7	500 SHARES PEPSICO	\$ 30,315.	12/23/09

The Weatherhead Foundation
EIN: 13-2711998
2009 Form 990-PF

Part XIII, Line 7: Election re: Section 4942(g)(3)

The Weatherhead Foundation received distributions from the Trust U/W Albert J. Weatherhead Jr., Item IV, a private foundation, the Foundation's taxable year ending December 31, 1986, totaling \$991,109, consisting of December 1985 income of \$126,602 and 1986 income of \$864,507.

As of December 31, 1985, both the Foundation and the Trust had excess distribution carryovers.

The Weatherhead Foundation in its 1986 return elected to treat \$270,296 in excess distribution carryovers as a distribution of corpus in redistribution of the Trust's 1986 distribution.

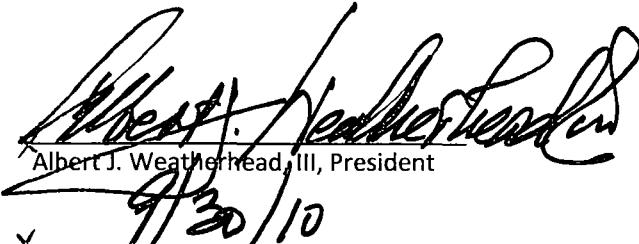
The Weatherhead Foundation has elected in the following returns to treat the following amounts in distribution as then current distributions out of corpus:

Year of Return	Elected as Current Distribution
1987	\$ 118,690
1988	1,139,803
1989	1,069,401
1990	1,339,918
1991	1,793,069
1992	2,242,939
1993	2,431,883
1994	2,545,827
1995	2,389,561
1996	3,178,557
1997	4,495,509
1998	5,379,673
1999	5,749,018
2000	6,197,422
2001	5,330,205
2002	4,550,200
2003	4,293,704
2004	4,668,237
2005	4,691,798
2006	4,763,990
2007	5,633,196
2008	5,304,008

The Weatherhead Foundation hereby elects, consistent with Reg 53.4942(a)-3(c)(2)(iv) to satisfy the requirements of Section 4942(g)(3) by treating as current distributions in 2009 out of corpus the following amounts:

2009	\$ 2,405,712	Attributable to contributions received during 2008
2009	<u>1,122,358</u>	Attributable to contributions received during 2009
	<u><u>\$ 3,528,070</u></u>	

Such amount has not been availed of for any other purpose.


Albert J. Weatherhead III, President
Date 9/30/10

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHECKING ACCOUNT INTEREST	31.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	31.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST & DIVIDENDS	206,058.	2,948.	203,110.
TOTAL TO FM 990-PF, PART I, LN 4	206,058.	2,948.	203,110.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12,195.	0.	0.	12,195.
TO FM 990-PF, PG 1, LN 16A	12,195.	0.	0.	12,195.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,000.	0.	0.	8,000.
CUSTODIAL ACCOUNTING FEES	100.	100.	0.	0.
CUSTODIAL FEES	11,735.	11,735.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	19,835.	11,835.	0.	8,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	72,869.	72,869.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	72,869.	72,869.	0.	0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,873.	1,873.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,873.	1,873.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO FILING FEE	200.	0.	0.	200.
TO FORM 990-PF, PG 1, LN 23	200.	0.	0.	200.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS- CORPORATE STOCK	5,630,309.	5,630,309.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,630,309.	5,630,309.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS- CORPORATE BONDS	1,608,941.	1,608,941.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,608,941.	1,608,941.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BROOKFIELD INFRASTRUCTURE PARTNERS LIMITED PARTNERSHIP	FMV	201,240.	201,240.
TOTAL TO FORM 990-PF, PART II, LINE 13		201,240.	201,240.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALBERT J WEATHERHEAD III 25825 SCIENCE PARK DRIVE #255 BEACHWOOD, OH 44122	PRESIDENT/TRUSTEE 1.00	60,000.	0.	0.
CELIA J WEATHERHEAD 90 FALLS CREEK TRAIL MORELAND HILLS, OH 44022	VICE PRESIDENT/TRUSTEE 1.00	7,500.	0.	0.
DR. EAMON M KELLY TULANE UNIVERSITY, 6823 ST. CHARLES AVENUE NEW ORLEANS, LA 70118	VICE PRESIDENT/TRUSTEE 1.00	7,500.	0.	0.
PROFESSOR JORGE I DOMINGUEZ HARVARD UNIVERSITY, 1737 CAMBRIDGE STREET, N216 CAMBRIDGE, MA 02138	TRUSTEE 1.00	7,500.	0.	0.
CAROL GLUCK COLUMBIA UNIVERSITY, 420 W. 118TH STREET, ROOM 912 NEW YORK, NY 10027	TRUSTEE 1.00	7,500.	0.	0.
TERRI LACY, ESQ. ANDREWS & KURTH LLP, 600 TRAVIS, #4200 HOUSTON, TX 77002	TRUSTEE 1.00	7,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		97,500.	0.	0.

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ► **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization THE WEATHERHEAD FOUNDATION	Employer identification number 13-2711998
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 25825 SCIENCE PARK DRIVE, NO. 255	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BEACHWOOD, OH 44122	

Check type of return to be filed(file a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

ALBERT J WEATHERHEAD III

- The books are in the care of ► **25825 SCIENCE PARK DRIVE # 255 – BEACHWOOD, OH 44122**
Telephone No. ► **216-292-7100** FAX No. ► _____
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover.

1	I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for: ► <input checked="" type="checkbox"/> calendar year 2009 or ► <input type="checkbox"/> tax year beginning _____, and ending _____	
2	If this tax year is for less than 12 months, check reason: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Change in accounting period	
3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ 4,331.
3b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$ 21,014.
3c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.	3c \$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ► **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print	Name of Exempt Organization THE WEATHERHEAD FOUNDATION	Employer identification number 13-2711998
File by the extended due date for filing the return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 25825 SCIENCE PARK DRIVE, NO. 255	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BEACHWOOD, OH 44122	

Check type of return to be filed (File a separate application for each return):

Form 990 Form 990-EZ Form 990-T (sec. 401(a) or 408(a) trust) Form 1041-A Form 5227 Form 8870
 Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720 Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ALBERT J WEATHERHEAD III

• The books are in the care of ► **25825 SCIENCE PARK DRIVE # 255 - BEACHWOOD, OH 44122**
 Telephone No. ► **216-292-7100** FAX No. ► _____

• If the organization does not have an office or place of business in the United States, check this box ►
 • If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

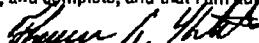
4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**.
 5 For calendar year **2009**, or other tax year beginning _____, and ending _____.
 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
 7 State in detail why you need the extension

ADDITIONAL TIME IS NECESSARY TO GATHER THE INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ 1,166.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ 21,014.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►  Title ► **CPA** Date ► **8/12/10**

Form 8868 (Rev. 4-2009)