



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2009

Department of the Treasury  
Internal Revenue Service

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 <b>CL WERNER FOUNDATION</b>		A Employer identification number <b>26-3839487</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number <b>(402)-496-7200</b>
	<b>14301 FNB PARKWAY</b>	<b>115</b>	
	City or town, state, and ZIP code <b>OMAHA, NE 68154</b>		
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			C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>9,636,063.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,029,500.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	12,104.	12,104.		STATEMENT 2
	4 Dividends and interest from securities	31,753.	31,753.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	64,347.			STATEMENT 1
	b Gross sales price for all assets on line 6a	5,189,847.			
	7 Capital gain net income (from Part IV, line 2)		5,189,847.		
	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	2,137,704.	5,233,704.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	3,856.	0.		3,856.
	b Accounting fees STMT 5	10,033.	2,845.		7,188.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	2,327.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	107.	0.		107.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,323.	2,845.		11,151.
	25 Contributions, gifts, grants paid	445,950.			445,950.
26 Total expenses and disbursements. Add lines 24 and 25	462,273.	2,845.		457,101.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,675,431.				
b Net investment income (if negative, enter -0-)		5,230,859.			
c Adjusted net income (if negative, enter -0-)			N/A		

**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
<b>Assets</b>	1	Cash - non-interest-bearing	2,890,855.	7,042,286.	7,042,286.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 8	0.	620,000.	613,777.
	b	Investments - corporate stock STMT 9	5,125,500.	2,029,500.	1,980,000.
	c	Investments - corporate bonds			
<b>Liabilities</b>	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	<b>Total assets (to be completed by all filers)</b>	8,016,355.	9,691,786.	9,636,063.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
<b>Net Assets or Fund Balances</b>	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities (add lines 17 through 22)</b>	0.	0.	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
<b>Net Assets or Fund Balances</b>	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	8,016,355.	9,691,786.	
	30	<b>Total net assets or fund balances</b>	8,016,355.	9,691,786.	
	31	<b>Total liabilities and net assets/fund balances</b>	8,016,355.	9,691,786.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,016,355.
2	Enter amount from Part I, line 27a	2	1,675,431.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,691,786.
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	9,691,786.

**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 WERNER ENTERPRISES INC 25,000 SHARES	D	VARIOUS	05/06/09
b WERNER ENTERPRISES INC 275,000 SHARES	D	VARIOUS	05/07/09
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 432,479.			432,479.
b 4,757,368.			4,757,368.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			432,479.
b			4,757,368.
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	5,189,847.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	84,000.	332,144.	.252902
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	.252902
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	.252902
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,697,804.
5 Multiply line 4 by line 3	5	1,946,790.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	52,309.
7 Add lines 5 and 6	7	1,999,099.
8 Enter qualifying distributions from Part XII, line 4	8	457,101.

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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	104,617.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	104,617.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	104,617.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,320.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,320.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	102,297.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		X

N/A

**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		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? Website address ► N/A	13	X	
14	The books are in care of ► GWR WEALTH MANAGEMENT Telephone no. ► 402-496-7200 Located at ► 14301 FNB PARKWAY SUITE 115, OMAHA, NE ZIP+4 ► 68154			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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?		1c
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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?		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))? ☐ 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)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

6b

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

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

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

N/A

7b

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**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 10		0.	0.	0.

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

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

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

0

Form 990-PF (2009)

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

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

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

	Expenses
1 N/A	
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.

Form 990-PF (2009)



**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	1,906,091.
b Average of monthly cash balances	1b	5,908,938.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	7,815,029.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	7,815,029.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	117,225.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,697,804.
6 Minimum investment return. Enter 5% of line 5	6	384,890.

**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	384,890.
2a Tax on investment income for 2009 from Part VI, line 5	2a	104,617.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	104,617.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	280,273.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	280,273.
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	280,273.

**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	457,101.
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	457,101.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	457,101.

**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				280,273.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
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	67,400.			
f Total of lines 3a through e	67,400.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	457,101.			
a Applied to 2008, but not more than line 2a			0.	
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				280,273.
e Remaining amount distributed out of corpus	176,828.			
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:	244,228.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	244,228.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	67,400.			
e Excess from 2009	176,828.			

N/A

▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

**(4) Gross investment income**

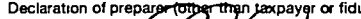


[illegible]Form **990-PF** (2009)

**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
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT 11				
<b>Total</b>			<b>▶ 3a</b>	<b>445,950.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>



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.

Sign Here	 Signature of officer or trustee		5/17/2010 Date	President Title
	Preparer's signature 		5-17-2010 Date	Check if self-employed <input type="checkbox"/>
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code SEIM, JOHNSON, SESTAK & QUIST, LLP 8807 INDIAN HILLS DRIVE STE 300 OMAHA, NE 68114			Preparer's identifying number EIN 
				Phone no. 402-330-2660

**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

CL WERNER FOUNDATION

Employer identification number

26-3839487

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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

CL WERNER FOUNDATION

26-3839487

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CLARENCE L WERNER 30202 IDA STREET VALLEY, NE 68064	\$ 2,029,500.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

**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
1	100,000 SHARES OF WERNER STOCK, AVERAGE OF HIGH AND LOW		
		\$ 2,029,500.	12/18/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

---



---

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
-------------	------------------------------------	-----------	---

---

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WERNER ENTERPRISES INC 25,000 SHARES	432,479.	427,125.	0.	0.	5,354.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WERNER ENTERPRISES INC 275,000 SHARES	4,757,368.	4,698,375.	0.	0.	58,993.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	64,347.

---



---

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
-------------	--	-----------	---

---

SOURCE	AMOUNT
PERSHING, LLC	969.
PINNACLE BANK	11,135.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	12,104.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TD AMERITRADE	31,753.	0.	31,753.
TOTAL TO FM 990-PF, PART I, LN 4	31,753.	0.	31,753.

FORM 990-PF	LEGAL FEES	STATEMENT	4
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,856.	0.		3,856.
TO FM 990-PF, PG 1, LN 16A	3,856.	0.		3,856.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,033.	2,845.		7,188.
TO FORM 990-PF, PG 1, LN 16B	10,033.	2,845.		7,188.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	2,327.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,327.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	24.	0.		24.
OFFICE SUPPLIES	83.	0.		83.
TO FORM 990-PF, PG 1, LN 23	107.	0.		107.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
AMERITAS- FIXED INCOME OBLIGATIONS		X	620,000.	613,777.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			620,000.	613,777.
TOTAL TO FORM 990-PF, PART II, LINE 10A			620,000.	613,777.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AMERITRADE- CORPORATE STOCK	2,029,500.	1,980,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,029,500.	1,980,000.	

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
CLARENCE L WERNER 30202 IDA STREET VALLEY, NE 68064	VICE-PRESIDENT 0.50	0.	0. 0.
MARY R WERNER 30202 IDA STREET VALLEY, NE 68064	SECRETARY 0.50	0.	0. 0.
GAIL M WERNER-ROBERTSON 1215 NORTH 136TH STREET OMAHA, NE 68154	DIRECTOR 0.50	0.	0. 0.
MICHAEL J WEAVER 1506 SOUTH 152ND AVENUE CIRCLE OMAHA, NE 68114	PRESIDENT 1.00	0.	0. 0.
JACQUELINE L WALKER 12225 NICHOLAS STREET OMAHA, NE 68154	DIRECTOR 5.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN HEART ASSOCIATION 10100 J STREET, SUITE A OMAHA, NE 68127	FOR CIRCLE OF RED SPONSORSHIP	509(A)(1)	5,000.
ARCHBISHOP BERGAN CATHOLIC SCHOOLS 545 EAST 4TH STREET FREMONT, NE 68025	FOR THE BERGAN ELEMENTARY SCHOOL BUILDING PROJECT	509(A)(1)	5,000.
AUTISM ACTION PARTNERSHIP 14301 FNB PARKWAY, SUITE 115 OMAHA, NE 68154	FOR AUTISM PROGRAMS	509(A)(1)	102,100.
AUTISM FAMILY NETWORK OF LINCOLN 5141 LARKWOOD ROAD LINCOLN, NE 68516	FOR SUMMER CAMP	509(A)(1)	7,300.
BLACK CANYON BOYS & GIRLS CLUB PO BOX 1907 MONTROSE, CO 81402	FOR BOYS AND GIRLS CLUB PROGRAMS	509(A)(2)	2,500.
BOONE COUNTY HEALTH CENTER FOUNDATION 723 WEST FAIRVIEW STREET ALBION, NE 68620	FOR PROJECT CARE & COMFORT	509(A)(3)	750.
CURE CHILDHOOD CANCER 1835 SAVOY DRIVE SUITE 102 ATLANTA, GA 30341	FOR RESEARCH, EDUCATION AND FAMILY SUPPORT EFFORTS	509(A)(2)	15,000.
ESSENTIAL PREGNANCY SERVICES 6220 MAPLE OMAHA, NE 68104	UNDERWRITING THE EPS BENEFIT DINNER	509(A)(1)	3,000.

FIREFIGHTER & POLICE APPRECIATION FOUNDATION 12927 HEAVENLY DRIVE OMAHA, NE 68154	TO ENSURE THE SAFETY OF FIREFIGHTERS, POLICE, AND CITIZENS	509(A)(1)	25,000.
FREMONT AREA HABITAT FOR HUMANITY 605 NORTH BROAD STREET FREMONT, NE 68026	TO OFFSET THE COST OF FENCING A YARD FOR AN AUTISTIC CHILD	509(A)(1)	1,000.
GRAND NATIONAL QUAIL FOUNDATION PO BOX 5039 ENID, OK 73702	ANNUAL DONOR MEMBERSHIP	509(A)(1)	100.
GREATER OMAHA ALLIANCE FOR BUSINESS ETHICS 2500 CALIFORNIA PLAZA OMAHA, NE 68178	TO SUPPORT ETHICS IN THE OMAHA BUSINESS COMMUNITY	509(A)(1)	2,000.
HABITAT FOR HUMANITY 2204 AMES AVENUE OMAHA, NE 68110	TO HELP PEOPLE IN NEED GET DECENT AND AFFORDABLE HOUSING	509(A)(2)	2,500.
JUNIOR PRIDE 6401 SORENSEN PARKWAY OMAHA, NE 68152	TO SERVE UNDERPRIVILEGED USE	509(A)(1)	1,000.
KING'S DAUGHTERS MINISTRY, INC PO BOX 9012 KEALAKEKUA, HI 96750	TO SUPPORT THE OPENING OF A TRANSITIONAL HOME FOR ABUSED WOMEN AND CHILDREN	509(A)(2)	5,000.
MAKE A WISH OF NEBRASKA 11926 ARBOR STREET SUITE 102 OMAHA, NE 68144	TO MAKE A WISH COME TRUE FOR A CHILD STRUGGLING WITH ILLNESS	509(A)(1)	2,500.
MENTAL HEALTH AMERICA 2000 NORTH BEAUREGARD STREET 6TH FLOOR ALEXANDRIA, VA 22311	TO HELP ALL PEOPLE LIVE MENTALLY HEALTHIER LIVES	509(A)(1)	2,500.
MUNROE-MEYER INSTITUTE 985430 NEBRASKA MEDICAL CENTER OMAHA, NE 68198	TO SUPPORT THE RECREATIONAL THERAPY SOCIAL CLUB FOR ADULTS WITH AUTISM	509(A)(1)	2,500.

NEBRASKA CHILDREN'S HOME SOCIETY FOUNDATION 4939 SOUTH 118TH STREET OMAHA, NE 68137	FOR PREGNANCY AND ADOPTION SERVICES	509(A)(1)	2,500.
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA, NE 68134	TO PROVIDE FOOD, SHELTER, AND MEDICAL CARE TO ANIMALS IN NEED	509(A)(2)	5,000.
NPT BREAST CANCER 3-DAY LLC 165 TOWNSHIP LINE RD JENKINTOWN, PA 19046	FOR THE EFFORTS TO END BREAST CANCER	509(A)(1)	2,500.
OMAHA ZOO FOUNDATION 3701 SOUTH 10TH STREET OMAHA, NE 68107	TO FEED THE SHARKS AT THE ZOO	509(A)(1)	2,500.
PANTHERA 8 WEST 40TH STREET, 18TH FLOOR NEW YORK, NY 10018	FOR FIELD WORK AT THE KILIMANJARO LION CONSERVATION PROJECT	509(A)(1)	5,000.
PETERSBURG SENIOR CITIZENS, INC. 106 NORTH 4TH STREET PETERSBURG, NE 68652	FOR PROGRAMS FOR SENIORS	509(A)(1)	10,000.
PETERSBURG VOLUNTEER FIRE DEPARTMENT PO BOX 161 PETERSBURG, NE 68652	FOR THE NEW BUILDING FUND	509(A)(1)	100.
PLAYSMART, INC. 3015 VILLA ROSA PARK TAMPA, FL 33611	FOR ATHLETIC AND ACADEMIC PROGRAMS	509(A)(2)	1,000.
POPE JOHN PAUL II ACADEMY 236 SOUTH 3RD STREET SUITE 217 MONTROSE, CO 81401	TO PROVIDE CATHOLIC EDUCATION TO CHILDREN	509(A)(1)	37,000.
POPE JOHN XXIII CENTRAL CATHOLIC 303 REMINGTON ST ELGIN, NE 68636	FOR THE FUTURE GENERATIONS CAPITAL CAMPAIGN	509(A)(1)	25,000.



## CL WERNER FOUNDATION

26-3839487

SCHOOL SISTERS OF ST. FRANCIS 3560 E 16TH ST FREMONT, NE 68025	FOR RECRUITING EFFORTS	509(A)(1)	5,500.
SIENA/FRANCIS HOUSE 1702 NICHOLAS STREET OMAHA, NE 68101	FOR FOOD AND SHELTER FOR THE NEEDY	509(A)(2)	32,500.
ST. JOHN'S PARISH PO BOX 153 PETERSBURG, NE 68652	FOR THE ANNUAL FUND DRIVE	509(A)(1)	300.
ST. MICHAEL'S SCHOOL 520 WEST CHURCH ALBION, NE 68620	FOR A MISSION TRIP TO CORTEZ, COLORADO	509(A)(1)	500.
SUSAN G. KOMEN FOR THE CURE 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	FOR CURING BREAST CANCER	509(A)(1)	5,000.
THE JEFF GORDON FOUNDATION 4345 PAPA JOE HENDRICK BLVD CHARLOTTE, NC 28262	TO HELP CHILDREN BATTLE CANCER	509(A)	2,500.
THE NEBRASKA MEDICAL CENTER 987421 NEBRASKA MEDICAL CENTER OMAHA, NE 68198	TO TREAT AND HEAL PATIENTS	509(A)(1)	800.
THE NEW CASSEL FOUNDATION 900 NORTH 90TH STREET OMAHA, NE 68114	FOR MISSION AND MINISTRY FOR THE AGING	509(A)(1)	500.
THE SALVATION ARMY 3612 CUMING STREET OMAHA, NE 68131	FOR THE TREE OF LIGHTS CAMPAIGN	509(A)(1)	1,000.
THE SLATE FOUNDATION 1301 11TH STREET SUITE 7 SANTA MONICA, CA 90401	FOR SAVING ENDANGERED ANIMALS	509(A)(1)	1,000.

CL WERNER FOUNDATION

26-3839487

TOUCH THE NATIONS PO BOX 4922 OMAHA, NE 68104	TO SUPPORT ORPHANS	509(A)(1)	5,000.
TWIN RIVERS YMCA 430 S 20TH STREET OMAHA, NE 68102	FOR PROGRAMS FOR CHILDREN	509(A)(2)	1,000.
UNIVERSITY OF NEBRASKA AT OMAHA ATHLETIC FOUNDATION 6001 DODGE STREET OMAHA, NE 68182	TO SUPPORT THE UNO ATHLETIC PROGRAMS	509(A)(1)	5,000.
UNIVERSITY OF NEBRASKA FOUNDATION - CHANDRA CASTLE MEMORIAL - 404 EAST 7TH STREET CURTIS, NE 69025	FOR THE SCHOLARSHIP FUND	509(A)(1)	10,000.
UNIVERSITY OF NEBRASKA FOUNDATION - WERNER AUTISM FUND 2285 SOUTH 68TH STREET SUITE 200 OMAHA, NE 68106	FOR AUTISM SERVICES, RESEARCH AND EDUCATION	509(A)(1)	100,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

445,950.