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

2009

Department of the Treasury
 Internal Revenue Service

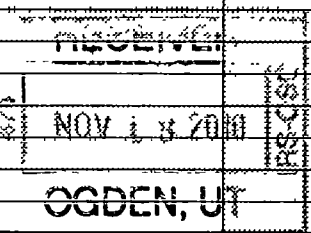
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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 WEATHERSPOON CHARITABLE FOUNDATION		A Employer identification number 42-1324028	
	ATTN: KRISTEN MACDONALD		B Telephone number 503-508-9905	
	Number and street (or P O box number if mail is not delivered to street address) 2325 NE FLANDERS ST		Room/suite 16	
City or town, state, and ZIP code PORTLAND, OR 97232				
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) \$ 2,867,953.		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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	82,214.	82,214.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<104,164.>			
	b Gross sales price for all assets on line 6a	212,600.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	<21,950.>	82,214.			
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				
	b Accounting fees	STMT 2 1,595.	797.		798.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 3 <5,366.>	223.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 4 1,392.	696.		696.
	24 Total operating and administrative expenses. Add lines 13 through 23	<2,379.>	1,716.		1,494.
	25 Contributions, gifts, grants paid	163,500.			163,500.
26 Total expenses and disbursements. Add lines 24 and 25	161,121.	1,716.		164,994.	
27 Subtract line 26 from line 12	<183,071.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		80,498.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		123,242.	64,819.	64,819.
	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 5		1,624,703.	1,528,168.	2,078,734.
		c Investments - corporate bonds STMT 6		315,002.	290,845.	284,555.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 7		436,017.	463,061.	439,845.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		2,498,964.	2,346,893.	2,867,953.	
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 ▶ STATEMENT 8)		7,000.	38,000.		
23	Total liabilities (add lines 17 through 22)		7,000.	38,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>		and complete lines 27 through 31.			
	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		2,491,964.	2,308,893.		
30	Total net assets or fund balances		2,491,964.	2,308,893.		
31	Total liabilities and net assets/fund balances		2,498,964.	2,346,893.		

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	2,491,964.
2	Enter amount from Part I, line 27a	2	<183,071.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,308,893.
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	2,308,893.

WEATHERSPOON CHARITABLE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a LONG TERM	P		
b CASH IN LIEU	P		
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 210,980.		316,764.	<105,784.>
b 140.			140.
c 1,480.			1,480.
d			
e			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<105,784.>
b			140.
c			1,480.
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	<104,164.>
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.

(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	189,446.	3,248,930.	.058310
2007	180,128.	3,772,161.	.047752
2006	169,419.	3,545,493.	.047784
2005	161,283.	3,306,139.	.048783
2004	151,623.	3,041,210.	.049856
2 Total of line 1, column (d)			.252485
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			.050497
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			2,497,239.
5 Multiply line 4 by line 3			126,103.
6 Enter 1% of net investment income (1% of Part I, line 27b)			805.
7 Add lines 5 and 6			126,908.
8 Enter qualifying distributions from Part XII, line 4			164,994.

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.

WEATHERSPOON CHARITABLE FOUNDATION

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	805.
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	805.
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	805.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	960.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,053.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		2,013.
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		1,208.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 1,208. Refunded <input type="checkbox"/>	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" 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 checked="" 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 checked="" type="checkbox"/> IA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		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

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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 ▶ KRISTEN MACDONALD Telephone no ▶ 503-508-9905 Located at ▶ 2325 NE FLANDERS ST, #16, PORTLAND, OR ZIP+4 ▶ 97232			
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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	1b	X
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	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	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? 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

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

	5b	
	6b	X
	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 9		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

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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

1 NONE	Expenses
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

1 NONE	Amount
	0.
2	
All other program-related investments See instructions	
3	
	0.

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	2,401,802.
b	Average of monthly cash balances	1b	133,466.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,535,268.
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	2,535,268.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,029.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,497,239.
6	Minimum investment return. Enter 5% of line 5	6	124,862.

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	124,862.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	805.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	805.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	124,057.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	124,057.
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	124,057.

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	164,994.
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	164,994.
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	805.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	164,189.

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

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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				124,057.
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	1,380.			
b From 2005				
c From 2006				
d From 2007				
e From 2008	26,861.			
f Total of lines 3a through e	28,241.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	164,994.			
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				124,057.
e Remaining amount distributed out of corpus	40,937.			
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:	69,178.			
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	1,380.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	67,798.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	26,861.			
e Excess from 2009	40,937.			

WEATHERSPOON CHARITABLE FOUNDATION

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

	Prior 3 years				(e) Total
	Tax year (a) 2009	(b) 2008	(c) 2007	(d) 2006	
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

KRISTEN MACDONALD
2325 NE FLANDERS ST, UNIT #16, PORTLAND, OR 97232

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

NO REQUIREMENTS

c Any submission deadlines

NONE

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

NONE

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
LPL FINANCIAL SERVICES PURCHASED INTEREST	84,912. <1,218.>	1,480. 0.	83,432. <1,218.>	
TOTAL TO FM 990-PF, PART I, LN 4	83,694.	1,480.	82,214.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION	1,595.	797.		798.	
TO FORM 990-PF, PG 1, LN 16B	1,595.	797.		798.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD	223.	223.		0.	
TAX REFUND	<5,589.>	0.		0.	
TO FORM 990-PF, PG 1, LN 18	<5,366.>	223.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BOARD TRAVEL	1,392.	696.		696.	
TO FORM 990-PF, PG 1, LN 23	1,392.	696.		696.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
EQUITIES		1,528,168.	2,078,734.
TOTAL TO FORM 990-PF, PART II, LINE 10B		1,528,168.	2,078,734.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		290,845.	284,555.
TOTAL TO FORM 990-PF, PART II, LINE 10C		290,845.	284,555.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	463,061.	439,845.
TOTAL TO FORM 990-PF, PART II, LINE 13		463,061.	439,845.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
O/S CONTRIBUTION CHECKS		7,000.	38,000.
TOTAL TO FORM 990-PF, PART II, LINE 22		7,000.	38,000.

FORM 990-PF

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

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN STEVENSON 3221 GARFIELD NW WASHINGTON, DC 20008	PRESIDENT 1.00	0.	0.	0.
JENNIE REYNOLDSON 3818 NORTHBRIDGE LANE AMES, IA 50010	VICE PRESIDENT 1.00	0.	0.	0.
JAMES BOWDEN 1427 NW THOMPSON NEWPORT, OR 97365	SECRETARY 1.00	0.	0.	0.
KRISTEN MACDONALD 2325 NE FLANDERS ST #16 PORTLAND, OR 97232	TREASURER 1.00	0.	0.	0.
MARGARET WEATHERSPOON 2200 HAMILTON DR #408 AMES, IA 50014	BOARD MEMBER 1.00	0.	0.	0.
JACQUELINE REINEKE 5670 LAKEPOINTE CIRCLE JOHNSTON, IA 50131	BOARD MEMBER 1.00	0.	0.	0.
MARY BOWDEN 3402 HILLVIEW ROAD AUSTIN, TX 78703	BOARD MEMBER 1.00	0.	0.	0.
MARTHA STEVENSON 225 DERBY ST #603 SALEM, MA 01970	BOARD MEMBER 1.00	0.	0.	0.
JOANNA ANDERSON 61157 210TH ST NEVADA, IA 50201	BOARD MEMBER 1.00	0.	0.	0.
MOLLY SCARBROUGH 2100 FOREST TRAIL AUSTIN, TX 78703	BOARD MEMBER 1.00	0.	0.	0.
ANDREW MACDONALD C/O AL MACDONALD, 3410 LONE STAR RD NW SALEM, OR 97304	BOARD MEMBER 1.00	0.	0.	0.

SAARA CHRISTIE 66 OCEAN AVE NAHANT, MA 01907	BOARD MEMBER 1.00	0.	0.	0.
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TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.
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FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	10
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMIGOS DE LAS AMERICAS 5618 STAR LANE HOUSTON, TX 77057	NONE GENERAL OPERATING BUDGET	PUBLIC	3,000.
BETHESDA COMMUNITY FOOD PANTRY 1517 NORTHWESTERN AVE AMES, IA 50010	NONE GENERAL OPERATING BUDGET	PUBLIC	4,000.
CAMP SILVER CREEK ALUMNI ASSOCIATION 685 COURT ST NE SALEM, OR 97301	NONE 75TH ANNIVERSARY PROJECT	PUBLIC	13,000.
CENTER FOR INSPIRED TEACHING 1436 U ST NW SUITE 400 WASHINGTON, DC 20009	NONE GENERAL OPERATING BUDGET	PUBLIC	10,000.
CHILDREN AND FAMILIES OF IOWA FAMILY VIOLENCE CENTER 1111 UNIVERSITY AVE DES MOINES, IA 50314	NONE GENERAL OPERATING BUDGET	PUBLIC	5,000.
DES MOINES AREA RELIGIOUS COUNCIL 3816 36TH ST STE 202 DES MOINES, IA 50310	NONE FOOD PANTRY FUND	PUBLIC	5,500.
DES MOINES AREA COMMUNITY COLLEGE FOUNDATION 2006 S ANKENY BOULEVARD ANKENY, IA 50023	NONE GENERAL OPERATING BUDGET	PUBLIC	5,000.

WEATHERSPOON CHARITABLE FOUNDATION ATTN:

42-1324028

EL BUEN PASTOR EARLY CHILDHOOD EDUCATION CENTER 1208 WILLOW STREET AUSTIN, TX 78702	NONE GENERAL OPERATING BUDGET	PUBLIC	14,000.
EMERGENCY RESIDENCE PROJECT 225 S KELLOGG AVE AMES, IA 50010	NONE GENERAL OPERATING BUDGET	PUBLIC	4,000.
FAITH FOOD PANTRY 1314 E OLTORF AUSTIN, TX 78704	NONE GENERAL OPERATING BUDGET	PUBLIC	1,500.
NEVADA COMMUNITY SCHOOLS 1035 FIFTEENTH ST NEVADA, IA 50201	NONE CENTRAL ELEMENTARY	PUBLIC	5,000.
HEARTH 1640 WASHINGTON ST BOSTON, MA 02118	NONE GENERAL OPERATING BUDGET	PUBLIC	4,500.
JOHNSTON COMMUNITY SCHOOLS PO BOX 10 JOHNSTON, IA 50131	NONE FAMILY ASSISTANCE FUND	PUBLIC	4,000.
JOHNSTON HISTORICAL SOCIETY 6161 NORTHGLENN DRIVE JOHNSTON, IA 50131	NONE GENERAL OPERATING BUDGET	PUBLIC	1,000.
JUVENILE DIABETES RESEARCH FOUNDATION 60 WALNUT ST WELLESLY HILLS, MA 02481	NONE GENERAL OPERATING BUDGET	PUBLIC	5,000.
MANOS DE CRISTO 1201 E CESAR CHAVEZ ST AUSTIN, TX 78702	NONE MEAT FOR FOOD PANTRY	PUBLIC	1,500.
MERCY FOUNDATION OF DES MOINES 111 6TH AVE DES MOINES, IA 50312	NONE KATZMANN BREAST CENTER FUND	PUBLIC	2,000.

OPEN DOOR PRESCHOOLS 3804 CHERRYWOOD RD AUSTIN, TX 78722	NONE GENERAL OPERATING BUDGET	PUBLIC	3,000.
OREGON STATE UNIVERSITY FOUNDATION 850 SW 35TH ST CORVALLIS, OR 97333	NONE JONI WEATHERSPOON MEMORIAL SCHOLARSHIP ENDOWMENT FUND	PUBLIC	6,000.
OREGON STATE UNIVERSITY FOUNDATION 850 SW 35TH ST CORVALLIS, OR 97333	NONE JAMES WEATHERSPOON SCHOLARSHIP ENDOWMENT	PUBLIC	5,000.
PARTNERSHIP FOR A HEALTHY COMMUNITY PO BOX 975 JOHNSTON, IA 50131	NONE GENERAL OPERATING BUDGET	PUBLIC	2,000.
PEOPLE'S COMMUNITY CLINIC 2909 N I H 35 AUSTIN, TX 78722	NONE GENERAL OPERATING BUDGET	PUBLIC	2,000.
PINES & PRAIRIES LAND TRUST 106 CONFERENCE DRIVE BASTROP, TX 78602	NONE GENERAL OPERATING BUDGET	PUBLIC	3,000.
PROJECT ANGEL FOOD 930 N VINE STREET LOS ANGELES, CA 90038	NONE GENERAL OPERATING BUDGET	PUBLIC	1,500.
RAW ART WORKS, INC 37 CENTRAL SQUARE LYNN, MA 01901	NONE GENERAL OPERATING BUDGET	PUBLIC	5,000.
SWAMPSCOTT MIDDLE SCHOOL 207 FOREST AVE SWAMPSCOTT, MA 01907	NONE GENERAL OPERATING BUDGET	PUBLIC	1,000.
SWAMPSCOTT TRACK BOOSTERS 37 ESTABROOK SWAMPSCOTT, MA 01907	NONE GENERAL OPERATING BUDGET	PUBLIC	2,000.

YOUTH HOMES OF MID-AMERICA PO BOX 39, 7085 NW BEAVER DR JOHNSTON, IA 50131	NONE GENERAL OPERATING BUDGET	PUBLIC	1,000.
WENDY REEVES LITERACY PROGRAM FOR THE OCC 2801 CALVERT ST NW WASHINGTON, DC 20008	NONE GENERAL OPERATING BUDGET	PUBLIC	1,500.
NORTH SHORE ELDER SERVICES 152 SYLVAN ST DANVERS, MA 01923	NONE GENERAL OPERATING BUDGET	PUBLIC	4,500.
IOWA STATE UNIVERSITY FOUNDATION 2505 UNIVERSITY BLVD, PO BOX 2230 AMES, IA 50010	NONE ALUMNI FUND	PUBLIC	3,000.
THE COMMUNITY FOUNDATION OF GREATER NEW HAVEN 70 AUDUBON STREET NEW HAVEN, CT 06510	NONE REFUGEE REUNIFICATION PROJECT	PUBLIC	13,000.
FAMILY CONNECTIONS 825 E 53-1/2 ST, E-101 AUSTIN, TX 78751	NONE GENERAL OPERATING BUDGET	PUBLIC	1,000.
DACC/POLK COUNTY ATTORNEY'S OFFICE MIDLAND BLDG, 206 6TH AVE DES MOINES, IA 50309	NONE GENERAL OPERATING BUDGET	PUBLIC	3,000.
AMES EDUCATION FOUNDATION PO BOX 1125 AMES, IA 50014	NONE GENERAL OPERATING BUDGET	PUBLIC	5,000.
OREGON CENTRAL COAST PFLAG PO BOX 2172 NEWPORT, OR 97365	NONE GENERAL OPERATING BUDGET	PUBLIC	5,000.
COASTAL AIDS NETWORK 3128 NE HWY 101, STE 202 LINCOLN CITY, OR 97367	NONE GENERAL OPERATING BUDGET	PUBLIC	8,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>163,500.</u>

• 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 File by the extended due date for filing the return. See instructions.	Name of Exempt Organization WEATHERSPOON CHARITABLE FOUNDATION ATTN: KRISTEN MACDONALD	Employer identification number 42-1324028
	Number, street, and room or suite no. If a P.O. box, see instructions. 2325 NE FLANDERS ST, NO. 16	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PORTLAND, OR 97232	

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.

KRISTEN MACDONALD

• The books are in the care of **2325 NE FLANDERS ST, #16 - PORTLAND, OR 97232**
 Telephone No. **503-508-9905** 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
TAXPAYER IS UNABLE TO ACCUMULATE ALL THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN BY THE DUE DATE.

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	\$	2,013.
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	\$	2,013.
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 Kristen MacDonald title Treasurer Date 11/2/10