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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2009

For calendar year 2009, or tax year beginning 08/01, 2009, and ending 07/31, 2010

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: WEATHERTOP FOUNDATION F/K/A THOMAS NELSON
A Employer identification number: 42-1431036
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 5320 GRAND AVE
B Telephone number (see page 10 of the instructions): (804) 282-2554
City or town, state, and ZIP code: DES MOINES, IA 50312
C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 8,167,311.
J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	99,748.	99,748.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	24,901.			
	b Gross sales price for all assets on line 6a 709,457.				
	7 Capital gain net income (from Part IV, line 2)		24,901.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	368,471.	365,151.		ATCH 2
	12 **Total.** Add lines 1 through 11	493,120.	489,800.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,400.	1,200.		1,200.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	20,152.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,820.			1,820.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	11,816.	11,816.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	36,188.	13,016.		3,020.
	25 Contributions, gifts, grants paid	329,390.			329,390.
	26 **Total expenses and disbursements** Add lines 24 and 25	365,578.	13,016.		332,410.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	127,542.			
	b **Net investment income** (if negative, enter -0-)		476,784.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	341,165.	818,396.	818,396.
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 5	2,696,927.	2,754,525.	3,351,899.
c	Investments - corporate bonds (attach schedule) ATCH 6	499,131.	497,960.	529,591.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 7	4,150,862.	3,744,746.	3,467,425.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	7,688,085.	7,815,627.	8,167,311.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
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	7,688,085.	7,815,627.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	7,688,085.	7,815,627.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,688,085.	7,815,627.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,688,085.
2	Enter amount from Part I, line 27a	2	127,542.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,815,627.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,815,627.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	24,901.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	345,266.	6,569,665.	0.052555
2007	224,264.	7,821,406.	0.028673
2006	234,960.	7,384,096.	0.031820
2005	224,802.	6,066,326.	0.037057
2004	197,301.	5,156,670.	0.038261

2	**Total** of line 1, column (d)	2	0.188366
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.037673
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,453,045.
5	Multiply line 4 by line 3	5	280,779.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,768.
7	Add lines 5 and 6	7	285,547.
8	Enter qualifying distributions from Part XII, line 4	8	332,410.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	4,768.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	4,768.
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	4,768.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 20,152.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	20,152.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	15,384.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 10,000. **Refunded** ▶	11	5,384.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

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

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

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	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?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b		
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.)*		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

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes	☒ No
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		
	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?	☐ Yes	☐ No
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		
	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? **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	7,203,541.
b	Average of monthly cash balances	1b	363,002.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	7,566,543.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
	Acquisition indebtedness applicable to line 1 assets	2	0.
	Subtract line 2 from line 1d	3	7,566,543.
	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	113,498.
	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,453,045.
	Minimum investment return. Enter 5% of line 5	6	372,652.

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

	Minimum investment return from Part X, line 6			1	372,652.
a	Tax on investment income for 2009 from Part VI, line 5	2a	4,768.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,768.
	Distributable amount before adjustments Subtract line 2c from line 1			3	367,884.
	Recoveries of amounts treated as qualifying distributions			4	
	Add lines 3 and 4			5	367,884.
	Deduction from distributable amount (see page 25 of the instructions)			6	
	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	367,884.

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

	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	332,410.
b	Program-related investments - total from Part IX-B	1b	0.
	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	332,410.
	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	4,768.
	Adjusted qualifying distributions. Subtract line 5 from line 4	6	327,642.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				367,884.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
b	Total for prior years 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009				
a	From 2004 ... 0.				
b	From 2005 ... 0.				
c	From 2006 ... 0.				
d	From 2007 ... 0.				
e	From 2008 ... 36,935.				
f	**Total** of lines 3a through e	36,935.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 332,410.				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				332,410.
e	Remaining amount distributed out of corpus	0.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	35,474.			35,474.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,461.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	1,461.			
10	Analysis of line 9.				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008 ... 1,461.				
e	Excess from 2009				

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

1a 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends rents payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 9				
Total . . . . ▶ **3a**				329,390.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	99,748.	
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	24,901.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MERIT ENERGY P/S			15	365,086.	
c BLACKSTONE GROUP P/S			18	65.	
d FEDERAL TAX REFUND				2,869.	
e MISCELLANEOUS INCOME				451.	
12 Subtotal Add columns (b), (d), and (e)				493,120.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 493,120.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

[signature] 12-5-11 TREASURER

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 1-27-11	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	HAMILTON JUFFER & ASSOCIATES, LLP 666 GRAND AVENUE; SUITE 2400 DES MOINES, IA 50309	EIN ▶ 20-3626340 Phone no 515-245-3737	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		500 PEPCO HOLDINGS BOND 713291AK8 PROPERTY TYPE: SECURITIES				P	07/07/2009	05/17/2010
50,000.		50,624.					-624.	
		59 HARRIS STRATEX NETWORKS, INC. PROPERTY TYPE: SECURITIES				P	05/28/2009	08/18/2009
375.		315.					60.	
		700 YAMANA GOLD INC. PROPERTY TYPE: SECURITIES				P	12/08/2008	09/14/2009
7,504.		3,688.					3,816.	
		700 YAMANA GOLD INC. PROPERTY TYPE: SECURITIES				P	12/08/2008	09/30/2009
7,434.		3,688.					3,746.	
		304 BE AEROSPACE, INC. PROPERTY TYPE: SECURITIES				P	10/14/2008	10/05/2009
5,656.		3,809.					1,847.	
		370 POOL CORPORATION PROPERTY TYPE: SECURITIES				P	06/12/2009	10/28/2009
7,511.		6,595.					916.	
		400 CAPITAL ONE FINANCIAL CORP. PROPERTY TYPE: SECURITIES				P	04/01/2009	01/22/2010
16,200.		5,164.					11,036.	
		700 BLACKSTONE GROUP, LP PROPERTY TYPE: SECURITIES				P	09/16/2009	01/25/2010
8,851.		9,940.					-1,089.	
		750 WALTER INVESTMENT MANAGEMENT CORP. PROPERTY TYPE: SECURITIES				P	05/07/2009	05/07/2010
13,200.		7,500.					5,700.	
		90 BECTON DICKINSON CO. PROPERTY TYPE: SECURITIES				P	09/12/2008	08/20/2009
5,946.		7,384.					-1,438.	
		110 MASTERCARD, INC. PROPERTY TYPE: SECURITIES				P	12/30/2008	08/26/2009
22,541.		14,898.					7,643.	
		100 APPLE, INC. PROPERTY TYPE: SECURITIES				P	11/13/2008	10/26/2009
20,390.		8,939.					11,451.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		240 ADOBE SYSTEMS PROPERTY TYPE: SECURITIES				P	02/11/2009	11/09/2009
8,740.		4,896.					3,844.	
		560 CAMPBELL SOUP COMPANY PROPERTY TYPE: SECURITIES				P	12/17/2008	11/16/2009
18,721.		16,207.					2,514.	
		210 CAMPBELL SOUP COMPANY PROPERTY TYPE: SECURITIES				P	02/27/2009	11/16/2009
7,020.		5,710.					1,310.	
		200 KEYCORP PROPERTY TYPE: SECURITIES				P	04/16/2009	12/24/2009
1,136.		1,430.					-294.	
		150 NIKE, INC. PROPERTY TYPE: SECURITIES				P	02/19/2009	02/08/2010
9,272.		6,407.					2,865.	
		620 LOEWS CORP. PROPERTY TYPE: SECURITIES				P	05/29/2009	02/26/2010
22,502.		16,300.					6,202.	
		190 MARTIN MARIETTA MATERIALS, INC. PROPERTY TYPE: SECURITIES				P	02/12/2010	05/10/2010
17,724.		14,651.					3,073.	
		500 REYNOLDS AMERICAN INC. SENIOR 761713 PROPERTY TYPE: SECURITIES				P	02/26/2009	07/15/2010
50,000.		50,975.					-975.	
		660 VALUECLICK, INC. PROPERTY TYPE: SECURITIES				P	10/13/2006	08/05/2009
6,606.		12,032.					-5,426.	
		50 NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES				P	08/06/2008	09/23/2009
4,700.		3,198.					1,502.	
		100 METAVANTE HOLDING COMPANY PROPERTY TYPE: SECURITIES				P	10/08/2007	10/01/2009
2,836.		2,836.						
		500 BE AEROSPACE, INC. PROPERTY TYPE: SECURITIES				P	10/13/2006	10/05/2009
9,303.		12,034.					-2,731.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		615 MONARCH CASINO & RESORT PROPERTY TYPE: SECURITIES				P	04/19/2007	10/23/2009
6,101.		15,408.					-9,307.	
		350 VIAD CORPORATION PROPERTY TYPE: SECURITIES				P	03/22/2007	10/23/2009
6,573.		13,531.					-6,958.	
		250 SUPERIOR ENERGY SERVICES, INC. PROPERTY TYPE: SECURITIES				P	09/27/2006	11/11/2009
5,790.		6,510.					-720.	
		13 NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES				P	05/08/2007	11/11/2009
1,407.		626.					781.	
		12 NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES				P	08/06/2008	11/11/2009
1,299.		767.					532.	
		200 COMTECH TELECOMMUNICATIONS CORP. PROPERTY TYPE: SECURITIES				P	12/06/2006	11/11/2009
6,414.		7,820.					-1,406.	
		112 CHATTEM, INC. PROPERTY TYPE: SECURITIES				P	10/29/2008	12/21/2009
10,398.		8,468.					1,930.	
		2,000 NIC, INC. PROPERTY TYPE: SECURITIES				P	10/13/2006	02/05/2010
15,088.		11,398.					3,690.	
		1 OWENS & MINOR, INC. PROPERTY TYPE: SECURITIES				P	12/08/2008	04/13/2010
15.		13.					2.	
		285 ATP OIL & GAS CORPORATION PROPERTY TYPE: SECURITIES				P	10/24/2006	06/02/2010
2,611.		12,120.					-9,509.	
		150 RALCORP HOLDINGS INC. PROPERTY TYPE: SECURITIES				P	03/27/2009	06/22/2010
8,532.		8,227.					305.	
		600 PETROQUEST ENERGY, INC. PROPERTY TYPE: SECURITIES				P	12/06/2006	06/24/2010
4,266.		7,836.					-3,570.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		360 BECTON DICKINSON CO. PROPERTY TYPE: SECURITIES				P	06/13/2006	08/20/2009
23,785.		21,300.					2,485.	
		160 CHEVRON CORPORATION PROPERTY TYPE: SECURITIES				P	04/21/2005	10/08/2009
11,353.		8,448.					2,905.	
		175 CHEVRON CORPORATION PROPERTY TYPE: SECURITIES				P	04/28/2005	10/08/2009
12,418.		8,981.					3,437.	
		270 BOEING COMPANY PROPERTY TYPE: SECURITIES				P	12/14/2007	10/22/2009
13,479.		24,097.					-10,618.	
		120 BOEING COMPANY PROPERTY TYPE: SECURITIES				P	01/14/2008	10/22/2009
5,991.		9,688.					-3,697.	
		120 BOEING COMPANY PROPERTY TYPE: SECURITIES				P	08/06/2008	10/22/2009
5,991.		7,830.					-1,839.	
		210 ADOBE SYSTEMS PROPERTY TYPE: SECURITIES				P	09/24/2008	11/09/2009
7,647.		8,353.					-706.	
		290 ADOBE SYSTEMS PROPERTY TYPE: SECURITIES				P	10/02/2008	11/09/2009
10,560.		10,402.					158.	
		700 HONEYWELL INTERNATIONAL, INC. PROPERTY TYPE: SECURITIES				P	12/18/2006	12/15/2009
28,896.		30,241.					-1,345.	
		190 HONEYWELL INTERNATIONAL, INC. PROPERTY TYPE: SECURITIES				P	08/28/2008	12/15/2009
7,843.		9,595.					-1,752.	
		3,000 KEYCORP PROPERTY TYPE: SECURITIES				P	11/26/2008	12/24/2009
17,040.		25,590.					-8,550.	
		300 CISCO SYSTEMS INC. PROPERTY TYPE: SECURITIES				P	05/29/2007	12/29/2009
7,200.		7,746.					-546.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		250 CISCO SYSTEMS INC. PROPERTY TYPE: SECURITIES				P	11/12/2007	12/29/2009
6,000.		7,353.					-1,353.	
		50 CISCO SYSTEMS INC. PROPERTY TYPE: SECURITIES				P	01/28/2008	12/29/2009
1,200.		1,246.					-46.	
		250 ANADARKO PETROLEUM CORP. PROPERTY TYPE: SECURITIES				P	08/27/2008	02/08/2010
15,835.		15,570.					265.	
		250 AUTOMATIC DATA PROCESSING, INC. PROPERTY TYPE: SECURITIES				P	02/11/2008	02/08/2010
10,065.		9,923.					142.	
		100 EOG RESOURCES PROPERTY TYPE: SECURITIES				P	08/28/2008	02/08/2010
9,308.		10,470.					-1,162.	
		200 GILEAD SCIENCES INC. PROPERTY TYPE: SECURITIES				P	02/02/2009	02/09/2010
9,217.		10,108.					-891.	
		330 CISCO SYSTEMS INC. PROPERTY TYPE: SECURITIES				P	01/28/2008	02/09/2010
7,814.		8,224.					-410.	
		160 CISCO SYSTEMS INC. PROPERTY TYPE: SECURITIES				P	08/06/2008	02/09/2010
3,789.		3,819.					-30.	
		150 CHUBB CORP. PROPERTY TYPE: SECURITIES				P	11/20/2008	02/09/2010
7,223.		6,850.					373.	
		80 NIKE, INC. PROPERTY TYPE: SECURITIES				P	02/19/2009	05/05/2010
6,053.		3,417.					2,636.	
		150 NIKE, INC. PROPERTY TYPE: SECURITIES				P	03/09/2009	05/05/2010
11,350.		5,865.					5,485.	
		189 TRANSOCEAN INCORPORATED PROPERTY TYPE: SECURITIES				P	06/02/2005	05/27/2010
11,779.		13,724.					-1,945.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		41 TRANSOCEAN INCORPORATED PROPERTY TYPE: SECURITIES				P	07/18/2006	05/27/2010
2,563.		4,370.					-1,807.	
		60 TRANSOCEAN INCORPORATED PROPERTY TYPE: SECURITIES				P	09/12/2008	05/27/2010
3,741.		7,357.					-3,616.	
		160 TRANSOCEAN INCORPORATED PROPERTY TYPE: SECURITIES				P	12/08/2008	05/27/2010
9,977.		8,698.					1,279.	
		100 ANADARKO PETROLEUM CORP. PROPERTY TYPE: SECURITIES				P	08/27/2008	05/28/2010
5,279.		6,228.					-949.	
		200 ANADARKO PETROLEUM CORP. PROPERTY TYPE: SECURITIES				P	09/04/2008	05/28/2010
10,559.		11,448.					-889.	
		150 ANADARKO PETROLEUM CORP. PROPERTY TYPE: SECURITIES				P	10/03/2008	05/28/2010
7,919.		6,758.					1,161.	
		100 APPLE, INC. PROPERTY TYPE: SECURITIES				P	12/17/2008	07/13/2010
24,921.		8,913.					16,008.	
TOTAL GAIN(LOSS)		....					24,901.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	70,278.	70,278.
INTEREST INCOME	31,184.	31,184.
LESS PURCHASED INTEREST	-1,714.	-1,714.
TOTAL	99,748.	99,748.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERIT ENERGY PARTNERS C-II, L.P.	365,086.	365,086.
THE BLACKSTONE GROUP, LP	65.	65.
FEDERAL TAX REFUND	2,869.	
MISCELLANEOUS INCOME	451.	
TOTALS	368,471.	365,151.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL TAXES	20,152.
TOTALS	20,152.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK FEES	164.	164.
INVESTMENT EXPENSES	11,625.	11,625.
ACCRUED INTEREST PAID	27.	27.
TOTALS	11,816.	11,816.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ADOBE SYSTEMS	23,651.	0.	0.
AIRTRAN HOLDINGS, INC.		10,440.	9,640.
ALBEMARLE CORPORATION	9,380.	9,380.	15,267.
AMB PROPERTIES CORP	69,803.	69,803.	62,400.
AMERICAN EXPRESS CO.		25,493.	28,570.
ANADARKO PETROLEUM CORPORATION	40,004.	0.	0.
APPLE INC	17,852.	0.	0.
ATP OIL & GAS CORPORATION	12,120.	0.	0.
AUTOMATIC DATA PROCESSING, INC	28,432.	18,509.	19,397.
AVALON BAY COMMUNITIES, INC	21,619.	21,619.	124,952.
BARD C R INC	30,525.	30,525.	26,700.
BE AEROSPACE, INC.	15,843.	11,526.	13,818.
BECTON DICKINSON CO	28,684.	20,071.	19,952.
BERKSHIRE HATHAWAY CLASS B	33,896.	33,896.	46,872.
BHP BILLITON LTD.		19,282.	20,224.
BIOTECH & GENOME POWERSHARES	5,680.	5,680.	7,324.
BLACKROCK S& P 500 INDEX A	558,523.	566,993.	547,955.
BLACKROCK SMALL CAP INDEX A	245,003.	246,195.	249,966.
BOEING COMPANY	41,616.	0.	0.
BRINKS COMPANY	7,826.	10,945.	10,403.
BROWN FORMAN CORP B		18,647.	25,284.
CAMPBELL SOUP COMPANY	21,917.	0.	0.
CANADIAN NATIONAL RAILWAY COMP		27,016.	32,744.
CAPITAL ONE FINANCIAL CORP	5,164.	0.	0.
CARMAX, INC.	7,057.	12,046.	13,842.
CHATTEM INC	8,468.	0.	0.
CHEVRON TEXACO CORP.	17,429.	0.	0.
CHUBB CORP	24,069.	17,220.	20,526.
CISCO SYSTEMS, INC.	43,483.	15,096.	18,456.
COCA-COLA	34,871.	34,871.	44,088.
COHEN & STEERS INC	12,565.	13,745.	10,816.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5 (CONT'D)

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COLGATE-PALMOLIVE	16,735.	16,735.	21,325.
COMCAST CLASS A	40,756.	40,756.	37,566.
COMTECH TELECOMMUNICATIONS	7,820.	0.	0.
CONOCOPHILLIPS		37,149.	40,311.
CORE LABORATORIES INC.	9,226.	9,226.	23,175.
DEERE & CO.		25,212.	35,340.
DIAGEO, P.L.C. ADR		25,775.	26,554.
DU PONT E I DE NEMOURS	4,944.	4,944.	130,144.
DUKE WEEKS REALTY CORP	47,250.	47,250.	41,860.
EMERSON ELECTRIC CO.		28,139.	31,706.
EOG RESOURCES	30,647.	20,177.	29,250.
EQUINIX, INC	17,927.	17,927.	18,702.
EQUITY RESIDENTIAL	88,208.	88,208.	171,938.
EXPEDIA, INC.		10,139.	9,072.
FASTENAL COMPANY		20,364.	26,994.
FIDELITY NATIONAL FINANCIAL, I		11,975.	12,008.
FIDELITY NATIONAL INFORMATION		6,252.	8,171.
FIRST FINANCIAL HOLDINGS, INC.		8,898.	8,013.
FISERV, INC.		12,482.	12,575.
GILEAD SCIENCES INC	29,171.	19,063.	13,661.
GOOGLE, INC		29,348.	29,091.
HARRIS CORPORATION	7,264.	7,264.	10,687.
HARRIS STRATEX NETWORKS INC	315.	0.	0.
HEARTLAND EXPRESS, INC.	14,311.	14,311.	14,418.
HEINEKEN NV ADR		29,771.	28,053.
HEXCEL CORPORATION	11,910.	11,910.	14,952.
HONEYWELL INTERNATIONAL, INC.	39,836.	0.	0.
INTUIT INC	8,113.	8,113.	13,913.
ISHARES DOW JONES REIT INDEX	298,489.	298,489.	340,890.
JOHNSON & JOHNSON	41,557.	41,557.	38,920.
KEYCORP	27,020.	0.	0.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5 (CONT'D)

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LABORATORY CORPORATION OF AMER	6,324.	10,940.	11,385.
LIBERTY MEDIA CORPORATION		12,065.	12,625.
LOEWS CORP	16,300.	0.	0.
M&T BANK CORPORATION	19,020.	19,020.	22,446.
MACERICH COMPANY	37,635.	40,630.	80,496.
MARKEL CORPORATION	24,648.	44,857.	38,532.
MASTERCARD INC	14,898.	0.	0.
METAVANTE HOLDING COMPANY	2,836.	0.	0.
MICROSOFT CORPORATION	34,672.	34,672.	36,392.
MONARCH CASINO & RESORT	15,408.	0.	0.
MSCI, INC.		10,974.	11,972.
NESTLE, SA		30,181.	30,518.
NEWMARKET CORPORATION	10,370.	9,968.	17,150.
NIC, INC.	11,398.	0.	0.
NIKE INC	15,688.	0.	0.
O REILLY AUTOMOTIVE, INC.		20,532.	25,872.
OWENS & MINOR INC	7,819.	11,330.	11,773.
PETROQUEST ENERGY, INC	7,836.	0.	0.
POOL CORPORATION	6,595.	0.	0.
PORTFOLIO RECOVERY ASSOCIATES,		9,619.	15,678.
POTASH CORP OF SASKATCHEWAN	15,697.	25,132.	29,364.
PRAXAIR, INC.		15,639.	17,364.
RALCORP HOLDINGS INC	8,227.	0.	0.
RAYONIER, INC.		18,742.	23,438.
SMUCKER JM COMPANY		28,467.	31,944.
SUPERIOR ENERGY SERVICES, INC.	12,535.	11,446.	11,395.
SYSCO CORPORATION	16,950.	26,279.	32,828.
TARGET CORPORATION	16,562.	16,562.	25,147.
TRANSOCEAN INCORPORATED	34,149.	0.	0.
UNIVERSAL DISPLAY CORPORATION		10,279.	20,610.
VALUECLICK, INC.	12,032.	0.	0.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5 (CONT'D)

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VANGUARD FTSE EX US INDEX	170,545.	170,545.	233,805.
VIAD CORPORATION	13,531.	0.	0.
WAL MART STORES, INC	36,757.	36,757.	40,440.
WALTER INVESTMENT MANAGEMENT	7,500.	0.	0.
WILLIS GROUP HOLDINGS	6,639.	9,457.	12,240.
YAMANA GOLD INC	7,377.	0.	0.
TOTALS	2,696,927.	2,754,525.	3,351,899.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALCOA SENIOR NOTE	50,916.	50,916.	53,125.
CATERPILLAR FINL SVCS BOND	50,138.	50,138.	57,247.
CSX CORP NOTE	48,497.	48,497.	55,276.
DOW CHEMICAL NOTE		50,000.	50,495.
GE CAPITAL CORP MED. TERM NOTE		50,428.	51,256.
OHIO POWER COMPANY	51,083.	51,083.	50,529.
OWENS & MINOR NOTE	45,544.	45,544.	50,926.
PEPCO HOLDINGS BOND	50,624.	0.	0.
REYNOLDS AMERICAN INC SENIOR	50,975.	0.	0.
UST INC SENIOR NOTE	51,417.	51,417.	54,259.
VERIZON NJ NOTE	51,187.	51,187.	53,106.
WEATHERFORD INTL INC NOTE	48,750.	48,750.	53,372.
TOTALS	499,131.	497,960.	529,591.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERIT ENERGY PARTNERS, C-II	2,351,871.	1,935,857.	1,935,857.
DIVERGENCE HOLDINGS	100,000.	100,000.	100,000.
VENTRIA BIOSCIENCES INVESTMENT	137,000.	137,000.	137,000.
LONGLEAF PARTNERS FUND	200,000.	200,104.	258,564.
LONGLEAF PARTNERS SMALLCAP FD	636,430.	636,430.	504,747.
LONGLEAF PARTNERS INTERNATION	568,303.	568,303.	364,205.
REACH SYSTEMS	157,258.	157,258.	157,258.
THE BLACKSTONE GROUP LP		9,794.	9,794.
TOTALS	4,150,862.	3,744,746.	3,467,425.

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
THOMAS N. URBAN III 1775 WEST 40TH AVE V6M 1W3 VANCOUVER BRITISH COLUMBIA CANADA	DIRECTOR	0.	0.	0.
WILLIAM G. URBAN 29 LIBBIE AVENUE RICHMOND, VA 23226	TREASURER	0.	0.	0.
MARY BRIGHT URBAN 5320 GRAND AVENUE DES MOINES, IA 50312	VICE-PRESIDENT	0.	0.	0.
VICTORIA URBAN BROER 12611 LAKE SHORE BOULEVARD BRATENAHL, OH 44108	SECRETARY	0.	0.	0.
THOMAS NELSON URBAN JR. 5320 GRAND AVENUE DES MOINES, IA 50312	CHAIRMAN & PRESIDENT	0.	0.	0.

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

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CORNELIA URBAN SAWCZUK 3497 COCHISE DRIVE SE ATLANTA, GA 30339	DIRECTOR	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ART 180 0 EAST 4TH STREET, STUDIO 1 RICHMOND, VA 23224	N/A PUBLIC CHARITY	GENERAL OPERATIONS	200
BIDDEFORD POOL COMMUNITY CLUB P O BOX 123 BIDDEFORD POOL, ME 04006	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000
BLUE BEAR SCHOOL OF MUSIC FORT MASON CENTER, BUILDING D SAN FRANCISCO, CA 94123	N/A PUBLIC CHARITY	GENERAL OPERATIONS	200
CARNEGIE INSTITUTION OF WASHINGTON 1530 P STREET, NW WASHINGTON, DC 20005-1910	N/A PUBLIC CHARITY	ANNUAL FUND	5,000
CATHEDRAL OF THE SACRED HEART 823 PARK AVENUE RICHMOND, VA 23220	N/A PUBLIC CHARITY	YOUTH & CHILDREN MINISTRY	1,000
CHILDREN'S HEALTHCARE OF ATLANTA FOUNDATION 1687 TULLIE CIRCLE NE ATLANTA, GA 30329	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S MIRACLE NETWORK 205 WEST 700 SOUTH SALT LAKE CITY, UT 84101	N/A PUBLIC CHARITY	HOSPITAL SUPPORT	10,000
CLEVELAND BOTANICAL GARDEN 11030 EAST BOULEVARD CLEVELAND, OH 44106	N/A PUBLIC CHARITY	GENERAL OPERATIONS	10,000
COMFORT ZONE CAMP 4906 CUTSHAW AVENUE, 2ND FLOOR RICHMOND, VA 23230	N/A PUBLIC CHARITY	GENERAL OPERATIONS	500
CONCORD ACADEMY 166 MAIN STREET CONCORD, MA 01742-9956	N/A PUBLIC CHARITY	REUNION FUND FOR THE CLASS OF 1980	25,000
CRANBROOK SCHOOLS P O BOX 801 BLOOMFIELD HILLS, MI 48303-0801	N/A PUBLIC CHARITY	ANNUAL FUND	500
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DES MOINES ART CENTER 4700 GRAND AVENUE DES MOINES, IA 50312	N/A PUBLIC CHARITY	SCULPTURE PARK AND ANNUAL GALA	9,640.
DES MOINES METRO OPERA 106 WEST BOSTON AVENUE INDIANOLA, IA 50125-1836	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000
DES MOINES PLAYHOUSE 831 42ND STREET DES MOINES, IA 50312	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000
FRIENDS OF INDEPENDENT SCHOOLS & BETTER EDUCATION 811 KARL JOHAN AVENUE NORTH TACOMA, WA 98406-1047	N/A PUBLIC CHARITY	INDEPENDENT SCHOOL OPERATIONS	10,000
FRIENDS OF THE DES MOINES BOTANICAL GARDEN 909 ROBERT D RAY DRIVE DES MOINES, IA 50316	N/A PUBLIC CHARITY	VISIONING PLAN/GENERAL OPERATIONS	13,626
FRIENDS OF THE VANCOUVER ART GALLERY 750 HORNBY STREET VANCOUVER, BC V6Z 2H7	N/A PUBLIC CHARITY	GENERAL OPERATIONS	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DUKE UNIVERSITY, FUQUA SCHOOL OF BUSINESS BOX 90118 DURHAM, NC 27708-0118	N/A PUBLIC CHARITY	ANNUAL FUND	5,000
GEORGETOWN UNIVERSITY P.O BOX 571253 WASHINGTON, DC 20057-1253	N/A PUBLIC CHARITY	ANNUAL FUND	1,000
GEORGIA RESEARCH ALLIANCE 50 HURT PLAZA, SUITE 1220 ATLANTA, GA 30303	N/A PUBLIC CHARITY	GENERAL OPERATIONS	20,000
GEORGIA RIVER NETWORK 126 SOUTH MILLEDGE AVENUE, SUITE E3 ATHENS, GA 30605	N/A PUBLIC CHARITY	GENERAL OPERATIONS	250
HARVARD BUSINESS SCHOOL FUND SOLDIERS FIELD ROAD BOSTON, MA 02163	N/A PUBLIC CHARITY	ANNUAL FUND	5,000
HARVARD COLLEGE FUND 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138-5762	N/A PUBLIC CHARITY	REUNION FUND OF CLASS OF 1990	10,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HORIZON THEATRE COMPANY P O BOX 5376 ATLANTA, GA 31107	N/A PUBLIC CHARITY	GENERAL OPERATIONS	500
JOHNS HOPKINS UNIVERSITY 3400 NORTH CHARLES STREET BALTIMORE, MD 21218	N/A PUBLIC CHARITY	ANNUAL FUND	1,000
LEWIS GINTER BOTANICAL GARDENS 1800 LAKESIDE AVENUE RICHMOND, VA 23228	N/A PUBLIC CHARITY	CHILDREN'S GARDEN	1,000
LOVETT SCHOOL 4075 PACES FERRY ROAD, NW ATLANTA, GA 30327-3099	N/A PUBLIC CHARITY	ANNUAL FUND	2,000
MIDDLE PARK LAND TRUST P O BOX 1938 GRANBY, CO 80446	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000
MIDDLEBURY COLLEGE 131 SOUTH MAIN STREET MIDDLEBURY, VT 05753	N/A PUBLIC CHARITY	ANNUAL FUND	5,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MINDS MATTER OF NYC, INC. 1120 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10036	N/A PUBLIC CHARITY	GENERAL OPERATIONS	300
MONTESSORI HIGH SCHOOL 10923 MAGNOLIA DRIVE, SUITE C CLEVELAND, OH 44106	N/A PUBLIC CHARITY	INTERNATIONAL TRAVEL	2,500
NATIONAL MULTIPLE SCLEROSIS SOCIETY 733 THIRD AVENUE NEW YORK, NY 10017	N/A PUBLIC CHARITY	GENERAL OPERATIONS	5,000
NATIONAL TROPICAL BOTANICAL GARDEN 3530 PAPALINA ROAD KALAHEO, HI 96741	N/A PUBLIC CHARITY	GENERAL OPERATIONS	15,000
NORTHWESTERN UNIVERSITY - KELLOGG 2001 SHERIDAN ROAD EVANSTON, IL 60208	N/A PUBLIC CHARITY	ANNUAL FUND	250
OHIO GRANTMAKERS FORUM 37 WEST BROAD STREET, SUITE 800 COLUMBUS, OH 43215-4198	N/A PUBLIC CHARITY	CUYAHOGA COUNTY RESTRUCTURING INITIATIVE & GENERAL OPERATIONS	5,124

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OPPORTUNITY,INC OF PALM BEACH COUNTY 1713 QUAIL DRIVE WEST PALM BEACH, FL 33409	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000
PITON, INC BOX 35 THOMAS, WV 26292	N/A PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08540	N/A PUBLIC CHARITY	ANNUAL FUND	1,000
RICHMOND HOPE FOUNDATION 4900 DOMINION BOULEVARD, SUITE B GLEN ALLEN, VA 23060	N/A PUBLIC CHARITY	THERAPY FOR CHILDREN	500
RICHMOND SYMPHONY 612 EAST GRACE STREET, SUITE 401 RICHMOND, VA 23219	N/A PUBLIC CHARITY	ANNUAL FUND/GENERAL OPERATIONS	6,500
RIDLEY COLLEGE FUND USA, INC 55 BEDFORD AVENUE BUFFALO, NY 14216	N/A PUBLIC CHARITY	DEBT RETIREMENT	10,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SALISBURY HOUSE FOUNDATION 4025 TONAWANDA DRIVE DES MOINES, IA 50312	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000
SHAW FESTIVAL FOUNDATION P O BOX 628 LEWISTON, NY 14092-9819	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,500
SIMPSON COLLEGE 701 NORTH C STREET INDIANOLA, IA 50125	N/A PUBLIC CHARITY	PERFORMING ARTS CENTER/MATCHING GRANT & ANNUAL FUND	60,000
SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480	N/A PUBLIC CHARITY	PAVILLION/SCULPTURE GARDEN	5,000
ST ANDREW'S SCHOOL 350 NOXONTOWN ROAD MIDDLETOWN, DE 19709	N/A PUBLIC CHARITY	ANNUAL FUND	6,000
ST. ANNE'S EPISCOPAL CHURCH 3098 ST ANNE'S LANE ATLANTA, GA 30327	N/A PUBLIC CHARITY	ANNUAL FUND	500

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST BRENDAN'S CHAPEL 271 MAIN STREET SACO, ME 04072	N/A PUBLIC CHARITY	HAROLD CARROLL FUND	250
ST CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND, VA 23226	N/A PUBLIC CHARITY	CAPITAL CAMPAIGN & ANNUAL FUND	20,550
ST PAUL'S CATHEDRAL 815 HIGH STREET DES MOINES, IA 50309-2714	N/A PUBLIC CHARITY	GENERAL OPERATIONS	5,000
ST. PAUL'S CHURCH - CLEVELAND 2747 FAIRMOUNT BOULEVARD CLEVELAND HEIGHTS, OH 44106	N/A PUBLIC CHARITY	CAPITAL CAMPAIGN	5,000
ST PAUL'S SCHOOL 325 PLEASANT STREET CONCORD, NH 03301-9966	N/A PUBLIC CHARITY	ANNUAL FUND	500
ST. PETER'S COLLEGE 2041 KENNEDY BLVD JERSEY CITY, NJ 07306	N/A PUBLIC CHARITY	CHAPEL FURNITURE	1,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST PETER?S PREPARATORY HIGH SCHOOL 144 GRAND STREET JERSEY CITY, NJ 07302	N/A PUBLIC CHARITY	GENERAL OPERATIONS	2,500
ST. STEPHEN'S PRESCHOOL 6000 GROVE AVENUE RICHMOND, VA 23226-2730	N/A PUBLIC CHARITY	GENERAL OPERATIONS	2,000
STANFORD UNIVERSITY - THE STANFORD FUND 326 GALVEZ STREET STANFORD, CA 94305-6105	N/A PUBLIC CHARITY	THE STANFORD FUND	5,000
UNITED WAY OF CENTRAL IOWA 1111 NINTH STREET, SUITE 300 DES MOINES, IA 50309	N/A PUBLIC CHARITY	GENERAL OPERATIONS	2,500
UNIVERSITY OF CHICAGO - BOOTH GSB 5807 SOUTH WOODLAWN AVENUE CHICAGO, IL 60637	N/A PUBLIC CHARITY	ANNUAL FUND	500
UNIVERSITY OF CHICAGO - DIVISION OF THE HUMANITIES 1115 E. 58TH STREET CHICAGO, IL 60637	N/A PUBLIC CHARITY	ANNUAL FUND	250

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF CHICAGO - HARRIS 1155 EAST 60TH STREET, SUITE 111 CHICAGO, IL 60637	N/A PUBLIC CHARITY	ANNUAL FUND	500
VININGS HISTORIC PRESERVATION SOCIETY 3010 PACES MILL ROAD ATLANTA, GA 30339	N/A PUBLIC CHARITY	GENERAL OPERATIONS	250
VIRGINIA SQUASH RACQUETS ASSOCIATION 901 EAST CARY STREET RICHMOND, VA 23219	N/A PUBLIC CHARITY	VSRA SUPPORTED TOURNAMENT	3,000
WESTERN RESERVE LAND CONSERVANCY P O BOX 314 NOVELTY, OH 44072	N/A PUBLIC CHARITY	BRATENAHL LAND PRESERVATION	10,000
		TOTAL CONTRIBUTIONS PAID	329,390

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

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

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	62,578.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	62,578.

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-37,677.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-37,677.

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

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			62,578.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-37,677.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			24,901.

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

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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

Part V **Tax Computation Using Maximum Capital Gains Rates**

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

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*
- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2009

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

Employer Identification number: 42-1431036

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 500 PEPCO HOLDINGS BOND 713291AK8	07/07/2009	05/17/2010	50,000.	50,624.	-624.
59 HARRIS STRATEX NETWORKS, INC.	05/28/2009	08/18/2009	375.	315.	60.
700 YAMANA GOLD INC.	12/08/2008	09/14/2009	7,504.	3,688.	3,816.
700 YAMANA GOLD INC.	12/08/2008	09/30/2009	7,434.	3,688.	3,746.
304 BE AEROSPACE, INC.	10/14/2008	10/05/2009	5,656.	3,809.	1,847.
370 POOL CORPORATION	06/12/2009	10/28/2009	7,511.	6,595.	916.
400 CAPITAL ONE FINANCIAL CORP.	04/01/2009	01/22/2010	16,200.	5,164.	11,036.
700 BLACKSTONE GROUP, LP	09/16/2009	01/25/2010	8,851.	9,940.	-1,089.
750 WALTER INVESTMENT MANAGEMENT CORP.	05/07/2009	05/07/2010	13,200.	7,500.	5,700.
90 BECTON DICKINSON CO.	09/12/2008	08/20/2009	5,946.	7,384.	-1,438.
110 MASTERCARD, INC.	12/30/2008	08/26/2009	22,541.	14,898.	7,643.
100 APPLE, INC.	11/13/2008	10/26/2009	20,390.	8,939.	11,451.
240 ADOBE SYSTEMS	02/11/2009	11/09/2009	8,740.	4,896.	3,844.
560 CAMPBELL SOUP COMPANY	12/17/2008	11/16/2009	18,721.	16,207.	2,514.
210 CAMPBELL SOUP COMPANY	02/27/2009	11/16/2009	7,020.	5,710.	1,310.
200 KEYCORP	04/16/2009	12/24/2009	1,136.	1,430.	-294.
150 NIKE, INC.	02/19/2009	02/08/2010	9,272.	6,407.	2,865.
620 LOEWS CORP.	05/29/2009	02/26/2010	22,502.	16,300.	6,202.
190 MARTIN MARIETTA MATERIALS, INC.	02/12/2010	05/10/2010	17,724.	14,651.	3,073.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 62,578.

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 500 REYNOLDS AMERICAN INC. SENIOR 761713AM8	02/26/2009	07/15/2010	50,000.	50,975.	-975.
660 VALUECLICK, INC.	10/13/2006	08/05/2009	6,606.	12,032.	-5,426.
50 NEWMARKET CORPORATION	08/06/2008	09/23/2009	4,700.	3,198.	1,502.
100 METAVANTE HOLDING COMPANY	10/08/2007	10/01/2009	2,836.	2,836.	
500 BE AEROSPACE, INC.	10/13/2006	10/05/2009	9,303.	12,034.	-2,731.
615 MONARCH CASINO & RESORT	04/19/2007	10/23/2009	6,101.	15,408.	-9,307.
350 VIAD CORPORATION	03/22/2007	10/23/2009	6,573.	13,531.	-6,958.
250 SUPERIOR ENERGY SERVICES, INC.	09/27/2006	11/11/2009	5,790.	6,510.	-720.
13 NEWMARKET CORPORATION	05/08/2007	11/11/2009	1,407.	626.	781.
12 NEWMARKET CORPORATION	08/06/2008	11/11/2009	1,299.	767.	532.
200 COMTECH TELECOMMUNICATIONS CORP.	12/06/2006	11/11/2009	6,414.	7,820.	-1,406.
112 CHATTEM, INC.	10/29/2008	12/21/2009	10,398.	8,468.	1,930.
2,000 NIC, INC.	10/13/2006	02/05/2010	15,088.	11,398.	3,690.
1 OWENS & MINOR, INC.	12/08/2008	04/13/2010	15.	13.	2.
285 ATP OIL & GAS CORPORATION	10/24/2006	06/02/2010	2,611.	12,120.	-9,509.
150 RALCORP HOLDINGS INC.	03/27/2009	06/22/2010	8,532.	8,227.	305.
600 PETROQUEST ENERGY, INC.	12/06/2006	06/24/2010	4,266.	7,836.	-3,570.
360 BECTON DICKINSON CO.	06/13/2006	08/20/2009	23,785.	21,300.	2,485.
160 CHEVRON CORPORATION	04/21/2005	10/08/2009	11,353.	8,448.	2,905.
175 CHEVRON CORPORATION	04/28/2005	10/08/2009	12,418.	8,981.	3,437.
270 BOEING COMPANY	12/14/2007	10/22/2009	13,479.	24,097.	-10,618.
120 BOEING COMPANY	01/14/2008	10/22/2009	5,991.	9,688.	-3,697.
120 BOEING COMPANY	08/06/2008	10/22/2009	5,991.	7,830.	-1,839.
210 ADOBE SYSTEMS	09/24/2008	11/09/2009	7,647.	8,353.	-706.
290 ADOBE SYSTEMS	10/02/2008	11/09/2009	10,560.	10,402.	158.
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 700 HONEYWELL INTERNATIONAL, INC.	12/18/2006	12/15/2009	28,896.	30,241.	-1,345.
190 HONEYWELL INTERNATIONAL, INC.	08/28/2008	12/15/2009	7,843.	9,595.	-1,752.
3,000 KEYCORP	11/26/2008	12/24/2009	17,040.	25,590.	-8,550.
300 CISCO SYSTEMS INC.	05/29/2007	12/29/2009	7,200.	7,746.	-546.
250 CISCO SYSTEMS INC.	11/12/2007	12/29/2009	6,000.	7,353.	-1,353.
50 CISCO SYSTEMS INC.	01/28/2008	12/29/2009	1,200.	1,246.	-46.
250 ANADARKO PETROLEUM CORP.	08/27/2008	02/08/2010	15,835.	15,570.	265.
250 AUTOMATIC DATA PROCESSING, INC.	02/11/2008	02/08/2010	10,065.	9,923.	142.
100 EOG RESOURCES	08/28/2008	02/08/2010	9,308.	10,470.	-1,162.
200 GILEAD SCIENCES INC.	02/02/2009	02/09/2010	9,217.	10,108.	-891.
330 CISCO SYSTEMS INC.	01/28/2008	02/09/2010	7,814.	8,224.	-410.
160 CISCO SYSTEMS INC.	08/06/2008	02/09/2010	3,789.	3,819.	-30.
150 CHUBB CORP.	11/20/2008	02/09/2010	7,223.	6,850.	373.
80 NIKE, INC.	02/19/2009	05/05/2010	6,053.	3,417.	2,636.
150 NIKE, INC.	03/09/2009	05/05/2010	11,350.	5,865.	5,485.
189 TRANSOCEAN INCORPORATED	06/02/2005	05/27/2010	11,779.	13,724.	-1,945.
41 TRANSOCEAN INCORPORATED	07/18/2006	05/27/2010	2,563.	4,370.	-1,807.
60 TRANSOCEAN INCORPORATED	09/12/2008	05/27/2010	3,741.	7,357.	-3,616.
160 TRANSOCEAN INCORPORATED	12/08/2008	05/27/2010	9,977.	8,698.	1,279.
100 ANADARKO PETROLEUM CORP.	08/27/2008	05/28/2010	5,279.	6,228.	-949.
200 ANADARKO PETROLEUM CORP.	09/04/2008	05/28/2010	10,559.	11,448.	-889.
150 ANADARKO PETROLEUM CORP.	10/03/2008	05/28/2010	7,919.	6,758.	1,161.
100 APPLE, INC.	12/17/2008	07/13/2010	24,921.	8,913.	16,008.
6b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-37,677.

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ 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 From 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	**Employer identification number**
File by the due date for filing your return See instructions	WEATHERTOP FOUNDATION F/K/A THOMAS NELSON	42-1431036
	Number, street, and room or suite no If a P O box, see instructions 5320 GRAND AVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions DES MOINES, IA 50312	

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

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

- The books are in the care of ▶ WILLIAM G. URBAN

Telephone No ▶ 804 282-2554   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 03/15, 2011, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ______ or
▶ [X] tax year beginning 08/01, 2009, and ending 07/31, 2010

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] 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**	$ 4,768.
b	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**	$ 20,152.
c	**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

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