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	-4
Form	990-PF

Department of the Treasury

Return of Private Foundation

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

Treated as a Private Foundation

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

2010

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OMB No 1545-0052

Controllation and extension of the special provided in the special provided	For	calendar year 2010, or tax year beginning DEC	20, 2010	, and ending	DEC 31, 2010	
Name of foundation A Employer identification number A Employer identification number	_	11				
Name of fourdation WEAPHERLOW FOUNDATION C/O HPM PARTNERS LLC 27-4283491						I
WEATHERLOW FOUNDATION C/O HIM PARTNERS LIC 1000 1100	Na	me of foundation				number
Commission Com	1					
City or town, state, and ZP code CLBVELAND, OH 44114 Chey from Fast It, on City, is a companied to the comp	1				27-4283491	
Control Cont	Nur	nber and street (or P O box number if mail is not delivered to street	address)	Room/suite	8 Telephone number	
CLEVELAND, OH 44114		600 SUPERIOR AVE		1000		2461
Check type of organizations Check here	Cit	or town, state, and ZIP code			C if exemption application is p	ending, check here
Section 4947(a)(1) nonexempt chartable trust	İ	CLEVELAND, OH 44114			D 1. Foreign organizations	s, check here
Section 4947(a)(1) nonexempt chartable trust	H	Check type of organization: X Section 501(c)(3) ex	empt private foundation		Foreign organizations me check here and attach co	eeting the 85% test,
Fair market value of all assets at end of year Jacourulam method:		Section 4947(a)(1) nonexempt charitable trust	Other taxable private founda	ation		
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	<u>6</u>	rota	i liet assets or tund balances at end of year (line 4 minus line 5) - Part II, col	umn (b), line 30	[6]	

023511 12-07-10

		of property sold (e.g. nmon stock, 200 shs			(b)	How acquired - Purchase - Donation		acquired day, yr.)	(d) Date sold (mo., day, yr.)
1a									
b NO	NE				<u> </u>				
<u>c</u>					<u> </u>				
<u>d</u>					+				
<u>e</u>	(A) D		4.3.0.	at a set a torre	١.,		L		
(e) Gross sales price		ciation allowed illowable)		st or other basis expense of sale				Gain or (loss is (f) minus	
<u>a</u>					_				
b									
d					_			-	
					-				
Complete only for assets showing	in nain in colum	n (h) and owned by t	he foundation	n n 12/31/69			(I) Counc (i	Col. (b) coin	minuo
Complete diffy for added showing		usted basis		cess of col. (i)	\dashv	C	ol. (k), but	Col. (h) gaın not less thaı	n -0-) or
(i) F.M.V. as of 12/31/69		12/31/69		col. (j), if any			Losses	(from col. (h))
	-				\neg				
b									
C					一				
d					$\neg \uparrow$				
e									
2 Capital gain net income or (net ca	nital inss)	If gain, also enter If (loss), enter -0-			}	2			
, -	•	`		,	기	-			·
 Net short-term capital gain or (los If gain, also enter in Part I, line 8, 	•	sections 1222(5) an	d (6):		ا د				
If (loss), enter -0- in Part I, line 8	column (c).				- 1	3			
Part V Qualification U	nder Secti	on 4940(e) for	Reduced	Tax on Net	Inv	estment Ir	come		
(For optional use by domestic private	foundations su	blect to the section 4	940(a) tax on	net investment in	come	2.)			N/A
		•				,			,
If section 4940(d)(2) applies, leave the	iis part blank.								
Was the foundation liable for the sect	ion 4942 tax on	the distributable am	ount of any ye	ear in the base per	rod?				Yes No
If "Yes," the foundation does not qual	ify under section	n 4940(e). Do not co	mplete this pa	ırt.					
1 Enter the appropriate amount in e	each column for	each year; see instru	ictions before	making any entri	es.				
(a) Base period years		(b)			(c)			Distrib	(d) oution ratio
Calendar year (or tax year beginnii	ngın) Ad	justed qualifying dist	ributions	Net value of no	nchar	rtable-use asse	ts	(col. (b) div	ided by col. (c))
2009									
2008									
2007		 							
2006									
2005								T	
2. Tatal of line 1. column (d)									
2 Total of line 1, column (d)3 Average distribution ratio for the 5	Sugar haca so-	od - divido the tetal a	n line 2 by F	or by the pumber	of	are	2	-	
the foundation has been in exister			ii iiile 2 by 5,	or by the number	UI YE	a15	3		
the loundation has been in exister	ice ii iess iiiaii s	years					<u> </u>		
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5						4			
5 Multiply line 4 by line 3					5				
6 Enter 1% of net investment incom	ne (1% of Part I,	line 27b)					6		
7 Add lines 5 and 6							7		
8 Enter qualifying distributions from	n Part XII, line 4						8		
If line 8 is equal to or greater than See the Part VI instructions.		e box ın Part VI, line	1b, and comp	lete that part usin	g a 19	% tax rate.			-

Part VI Excise Tax Based on Investment Income (Section 494)		4948	- see in	stru	ıctio	ns)
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 letter if no	ecessary-see instructions)		j	_		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here	▶ ☐ and enter 1%	1				0.
of Part I, line 27b						
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4	% of Part I, line 12, col. (b). 🔰					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only.	Others enter -0-)	2				0.
3 Add lines 1 and 2		3				0.
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	ļ			0.
6 Credits/Payments:						
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4				
b Exempt foreign organizations - tax withheld at source	6b	4				
c Tax paid with application for extension of time to file (Form 8868)	6c	4				
d Backup withholding erroneously withheld	6d	-	-		_	. ,
7 Total credits and payments. Add lines 6a through 6d		7				0.
8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is att	ached	8				_
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<u> </u>	9	<u> </u>			0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	 	10	<u> </u>			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ▶ Part VII-A Statements Regarding Activities	Refunded	11				
	plotion or did it portionate or intense				Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legi any political campaign?	islation or did it participate or linerve	ie in		10	169	X
 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes. 	nann (ann inntriintionn for definition)	,	-	1a 1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities ar	·		⊢	-10		
distributed by the foundation in connection with the activities	id copies of any materials publish	ieu oi	ŀ			· '
c Did the foundation file Form 1120-POL for this year?				1c		х
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the	le vear.		F	''		 ^
(1) On the foundation \blacktriangleright \$ 0 • (2) On foundation manager	-	_	ļ			
e Enter the reimbursement (if any) paid by the foundation during the year for political expend		<u>-</u>				ŀ
managers. > \$ 0.	and an impossed on roundation					
2 Has the foundation engaged in any activities that have not previously been reported to the	IRS?			2		х
If "Yes," attach a detailed description of the activities			r	一		<u> </u>
3 Has the foundation made any changes, not previously reported to the IRS, in its governing	instrument, articles of incorporation	or		- 1		
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change	ges			3		Х
4a Did the foundation have unrelated business gross income of \$1,000 or more during the ye	ar?			4a		Х
b If "Yes," has it filed a tax return on Form 990-T for this year?		N	/A [4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year	?			5		X
If "Yes," attach the statement required by General Instruction T.						
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied 6	either:					·
 By language in the governing instrument, or 						
 By state legislation that effectively amends the governing instrument so that no mandato 	ry directions that conflict with the st	ite law	ľ	Į.		,
remain in the governing instrument?			<u> </u> _	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year?			L	7	Х	
If "Yes," complete Part II, col. (c), and Part XV.						
8a Enter the states to which the foundation reports or with which it is registered (see instruction	ons) >					
IL	AManan Oana at ta da a ta b		<u> </u>			
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	ochon 4040(\\0) 4040(\\0)	- ا		8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of s		iendar				v
year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a sched	-	STMT	4	9 10	х	_ <u>X</u> _
Did any persons become substantial contributors during the lax year in "Yes," attach a sched	lule listing their names and addresses	<u>~ +7,7 7 </u>			PF (2010)
			COLIL	- 	-r -r (2010)

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) 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	11		1
section 512(b)(13)? If "Yes," attach schedule (see instructions) 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	11		
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	11	1	
August 17, 2008?		l	Х
•	1		
13. Did the foundation comply with the public inspection requirements for its angual returns and exemption application?	12		X
	13	X	
Website address N/A			
		-24	61
	114		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			•Ш
and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank,	۱	Yes	
securities, or other financial account in a foreign country?	16		X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of			
the foreign country► Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required			<u> </u>
		V	NIA
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
a disqualified person?	!		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
(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)?			
(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.)			
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 22 of the instructions)? N/A Organizations relying on a current notice regarding disaster assistance check here	16		
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 2010?	1c		Х
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
before 2010? Yes X 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? Yes X No			
b If "Yes," did it have excess business holdings in 2010 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 2010.) N/A	26		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b 4a		Х
b Did the foundation invest during the year any amount in a mariner that would jeopardize its charitable purpose that	74		
had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X
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Part VII-B	Statements Regarding Activities for Which	Form 4720 May Be	Required (conti	nued)			
5a During the	year did the foundation pay or incur any amount to:						
(1) Carry o	n propaganda, or otherwise attempt to influence legislation (sectio	n 4945(e))?	Y	es X No		ŀ	
(2) Influen	ce the outcome of any specific public election (see section 4955); (or to carry on, directly or in	directly,		l	ł	
any vo	er registration drive?		Y	es X No	- [l	
(3) Provide a grant to an individual for travel, study, or other similar purposes?							
(4) Provide	e a grant to an organization other than a charitable, etc., organizatio	in described in section		ľ		I	
509(a)	(1), (2), or (3), or section 4940(d)(2)?		Y	'es X No	l	- 1	
(5) Provide	e for any purpose other than religious, charitable, scientific, literary,	, or educational purposes, o	or for		- 1		
the pre	vention of cruelty to children or animals?		Y	es X No	- 1		1
b If any answ	er is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un	der the exceptions describe	d in Regulations	·			
section 53.4	1945 or in a current notice regarding disaster assistance (see instru	uctions)?		N/A	5b	- 1	-
Organizatio	ns relying on a current notice regarding disaster assistance check h	nere					
c If the answe	er is "Yes" to question 5a(4), does the foundation claim exemption f	rom the tax because it mair	itained				
expenditure	responsibility for the grant?		N/A Y	'es 🔲 No	i		
If "Yes," at	tach the statement required by Regulations section 53.494	5-5(d)					
6a Did the four	idation, during the year, receive any funds, directly or indirectly, to	pay premiums on					
a personal t	penefit contract?		<u> </u>	es X No		- [
b Did the four	idation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?			6Ь		X
If "Yes" to	6b, file Form 8870.			Ī			
7a At any time	during the tax year, was the foundation a party to a prohibited tax s	shelter transaction?	Y	es X No	ĺ		
b if "Yes," did	the foundation receive any proceeds or have any net income attrib	utable to the transaction?		N/A	7b		
Part VIII	Information About Officers, Directors, Trust	ees, Foundation N	lanagers, Highl	У			
	Paid Employees, and Contractors						
1 List all offic	ers, directors, trustees, foundation managers and their						
	(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans and deferred	(e	e) Expe	ense other
		to position	enter -0-)	compensation	8	llowan	ces
DAVID L.		DIRECTOR, PR	ESIDENT, I	REASURER	4		
	RMAN AVE. SUITE 960		1 .				
	7, IL 60201	5.00	0.	0.	ŀ		<u>0.</u>
ELLEN S.		DIRECTOR, SE	CRETARY	1			
	RMAN AVE. SUITE 960			_			
	7, IL 60201	1.00	0.	0.			<u>0.</u>
	NER HANSON	DIRECTOR			1		
	RMAN AVE. SUITE 960				i		
EVANSTON		1.00	0.	0.		_	0.
		DIRECTOR			Ì		
	RMAN AVE. SUITE 960		_	_	ļ		
	I, IL 60201	1.00	0.	0.		_	<u>0.</u>
2 Compensat	ion of five highest-paid employees (other than those inc		e, enter "NONE."	I (d)		· F	
(a) Nam	e 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	acc	Expectation Expect	inse other
		devoted to position		compensation	a	llowan	ces
NC	ONE			1	ļ		
					<u> </u>		
				1			
				ļ	<u> </u>		
				1	-		
			-		<u> </u>		
				}			
	ФС0.000	I		<u> </u>			
Total number of	other employees paid over \$50,000		_	F	000	PF (2	0

Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	tion Managers, Highly	-
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		
	7	
	·	
	-	
· · · · · · · · · · · · · · · · · · ·	 	
	\dashv	
	_	
Total number of others receiving over \$50,000 for professional services	<u></u> .	<u>▶</u> 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statist	ical information such as the	Expenses
number of organizations and other beneficiaries served, conferences convened, research papers produced	uced, etc.	Expenses
1 N/A		
2		
3		
4		
· · · · · · · · · · · · · · · · · · ·		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on	lines 1 and 2	Amount
1 N/A	mios i uno z.	Amount
N/A	-	
2		
<u> </u>		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	>	0.
		Form 990-PF (2010)

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign fou	ndations, see	e instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	-	
а	Average monthly fair market value of securities	1a	7,019. 4,000.
b	Average of monthly cash balances	1b	4,000.
C	Fair market value of all other assets	1c	
đ	Total (add lines 1a, b, and c)	1d	11,019
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0 •	1 1	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,019.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	165.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,854.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	18.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	18.
2a	Tax on investment income for 2010 from Part VI, line 5		
b	Income tax for 2010. (This does not include the tax from Part VI.)	1	
C	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	18.
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	18.
P	art XII Qualifying Distributions (see instructions)	<u> </u>	
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	0.
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:		·
а	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	0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	Income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	qualifies for the	

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI,				
line 7				18.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:			-	
, ,		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007		li .		
d From 2008				,
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from				
Part XII, line 4: ►\$ 0.				
a Applied to 2009, but not more than line 2a			0.	1
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 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010	0.	· _ · · · · · · · · · · · · · · · · · ·		0.
(if an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	_			
& Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2009. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2011				18.
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 2005				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006	l			
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	l			
e Excess from 2010				
				Farm 000 DE (0010)

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	PARTNERS L				83491 Page 1
Part XIV Private Operating F				N/A	
1 a If the foundation has received a ruling of					
foundation, and the ruling is effective for			. ▶ ∟	Lianaisias I Lia	
b Check box to indicate whether the found		ng foundation described		4942(j)(3) or 49	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year (a) 2010	(b) 2009	Prior 3 years (c) 2008	(d) 2007	(e) Total
income from Part I or the minimum	(a) 2010	(0)2003	(6) 2000	(4)2007	(c) rotar
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			<u> </u>	 	
(4) Gross investment income Part XV Supplementary Info	rmation (Comple	te this part only	if the foundation	had \$5,000 or me	ro in accets
at any time during t			ii tile loulluatioi	1 11au \$5,000 01 1110	ne ili assets
1 Information Regarding Foundatio					
a List any managers of the foundation who	•	than 2% of the total con	tributions received by the	foundation before the clos	se of any tax
year (but only if they have contributed m	nore than \$5,000). (See s	ection 507(d)(2).)			
NONE				_	
b List any managers of the foundation who	o own 10% or more of th	e stock of a corporation	(or an equally large porti	on of the ownership of a pa	artnership or
other entity) of which the foundation has	s a 10% or greater interes	SL.			
NONE					
2 Information Regarding Contributi					
Check here X if the foundation o the foundation makes gifts, grants, etc. (
a The name, address, and telephone number				omplete tems za, e, e, and	<u>. </u>
a The hame, address, and telephone ham	dei di ille person to who	ii applications should be	addiessed.		
b The form in which applications should b	e submitted and informat	tion and materials they s	hould include:		
c Any submission deadlines:					
d Any restrictions or limitations on awards	euch as hy geographics	al areae charitable fields	kinds of institutions or	other factors:	-
a Any resultations of littlications on awards	, accii aa uy yeuyiapiiica	n arcas, charitavic licius	, amus or mistitutions, or t	otiloi lautulo.	

Part XV | Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Foundation status of Purpose of grant or contribution Amount Name and address (home or business) recipient a Paid during the year NONE 0. ▶ 3a Total b Approved for future payment NONE 0. Total 023611 12-07-10

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Enter gross amounts unless otherwise indicated.	Unrelate	ed business income		uded by section 512, 513, or 514	(e)
	(a) Business	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue;	Business code	Amount	sion	Amount	function income
	Code		COGO	-	
a	<u></u>	· · · · · · · ·			
b					
C					
d					
e					
f			i –		
g Fees and contracts from government agencies			 		
2 Membership dues and assessments			-	 -	
3 Interest on savings and temporary cash			╁		
	i				
investments			<u> </u>		
4 Dividends and interest from securities					
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		<u>-</u> -			
than inventory		-	-		-
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b	·				-
С					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.	 	0.	0.
		- 0.	L		0.
13 Total. Add line 12, columns (b), (d), and (e)				13	<u> </u>
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	the Acc	omplishment of Ex	emp	t Purposes	
Line No. Explain below how each activity for which incom			contrib	outed importantly to the accor	nplishment of
the foundation's exempt purposes (other than b	y providing tu	nas for such purposes).			
				,	
		_		<u> </u>	
					· · · · · · · · · · · · · · · · · · ·
		-			
					
			_		
 					
				· · · · · · · · · · · · · · · · · · ·	
1					
			_		
023621 12-07-10					Form 990-PF (2010)

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

1 Did the	organization directly or indi	rectly engage in any	of the following	ig with any other organizati	on describe	ed in section 501(c) of		Yes	No
the Co	de (other than section 501(c)(3) organizations) o	or in section 52	7, relating to political orga	nizations?		į l		
a Transfe	ers from the reporting found	ation to a noncharita	ible exempt or	ganization of:			1		ĺ
(1) Ca	ısh						1a(1)		Х
(2) Ot	her assets						1a(2)		Х
b Other t	ransactions:								
(1) Sa	les of assets to a noncharita	ble exempt organiza	tion				1b(1)		Х
	rchases of assets from a no						1b(2)		Х
(3) Re	ental of facilities, equipment,	or other assets					1b(3)		Х
	embursement arrangements						1b(4)		X
	ans or loan guarantees						1b(5)		X
	rformance of services or me	mbership or fundrai	sing solicitatio	ns			1b(6)		X
	g of facilities, equipment, ma	•	•				1c		X
	• • • • •	•		•	wavs show	the fair market value of the goods, ot		ets	
						ansaction or sharing arrangement, she		013,	
	(d) the value of the goods,			od 1035 trium fair market var	uc iii aiiy a c	ansaction of sharing arrangement, sin	/W III		
(a)Line no	(b) Amount involved			exempt organization	(d) c	Description of transfers transactions and ob			
(4)2,110,110	(b)/anount involved	(o) runic or	N/A		(0)	Description of transfers, transactions, and sh	aring arr	angeme	nts
		-	N/A		_				
-									
					-				
					_				
					_				
	. "								
2a Is the fe	oundation directly or indirect	lly affiliated with, or r	related to, one	or more tax-exempt organ	zations des	scribed			
ın secti	on 501(c) of the Code (other	than section 501(c))(3)) or in sect	юп 527?			Yes	X] No
b If "Yes,"	complete the following sche	edule.							
	(a) Name of org	anization		(b) Type of organization		(c) Description of relationship	, 		
	N/A		_						
		· -				<u> </u>			
	., , -		-						
					_	-		_	
<u>۷</u>	nder ponalties of perjury, I declare	that I have exammed th	his return, includi	ng accompanying schedules an	d statements	, and to the best of my knowledge and belief	, it is tru	e, correc	et,
Sign 1	nd complete Declaration of prepa	rer (other than taxpayer	or fiduciary) is ba	ised on all information of which	preparer has	any knowledge	_		
Here	Le Ch			188	11	+ Mesicant			
	Signature of officer or tru	istee		Date	Н—	Title			
	Print/Type preparer's na		Preparer's si		Date	Check if PTIN			—
	72.7				_	celf- employed			
Paid	MATTHEW WO	JTOWICZ.	11	1 man	7/28/	12011			
Prepare			LLC Z	25	., ,	Firm's EIN ▶	—		
Use Onl						FIIII S ENV			
Oili	Firm's address ▶ 60	OTGGGIS (R AVE	SIITጥፑ 1000					
		EVELAND,	•			Dhone 5- (216)	60'	י חיד	700
	Сп	r A rinemin '	JII 441	T.Z.		Phone no. (216)			
						Form	990-	-PF (2	2010)

023622 04-26-11

Schedule E (Form 990, 990-EZ,

Department of the Treasury Internal Revenue Service

or 990-PF

Name of the organization

Schedule of Contributors

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

OMB No 1545-0047

Employer identification number

WEATHERLOW FOUNDATION C/O HPM PARTNERS LLC 27-4283491 Organization type (check one): Filers of: Section: Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt chantable trust not treated as a private foundation 527 political organization 501(c)(3) exempt private foundation Form 990-PF 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions. **General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II. **Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(v), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, chantable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, chantable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, chantable, etc., contributions of \$5,000 or more during the year

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

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

that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

WEATHERLOW FOUNDATION C/O HPM PARTNERS LLC

27-4283491

Părți j	Contributors (see instructions)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID L. WAGNER 1560 SHERMAN AVE. SUITE 960 EVANSTON, IL 60201	\$ 2,006,454.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
023452 12-2		\$\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.) 990, 990-EZ, or 990-PF) (2010)

Name of organization

WEATHERLOW FOUNDATION C/O HPM PARTNERS LLC

Page 1 of 1 of Part II
Employer identification number

27-4283491

Part II	Noncash Property (see instructions)		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS MARKETABLE SECURITIES - SEE ATTACHMENT	_	
		\$ 1,276,454.	12/30/10
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-		- - - - \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		s	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_		- - - - - - - - -	
(a) No. From Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		- - - - - \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		- - - ss	00, 990-EZ, or 990-PF) (2

Schedule B (Form 990, 990-EZ, or 990-PF) (2010) Name of organization Employer identification number WEATHERLOW FOUNDATION C/O HPM PARTNERS LLC 27-4283491 Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) > \$ (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

FORM 990-PF OTHER DECREASES IN NE	T ASSETS OR F	UND BALANCES	STATEMENT 1	
DESCRIPTION			TRUOMA	
CONTRIBUTION OF SECURITIES - EXCESS BASIS	OF FMV OVER D	OONOR'S	339,646.	
TOTAL TO FORM 990-PF, PART III, LINE	5		339,646.	
FORM 990-PF CORP	ORATE STOCK		STATEMENT 2	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE	
14,200 SHS. FORD MOTOR COMPANY (NYSE	160,318.	238,418.		
6,350 SHS. VANGUARD MSCI EMERGING MA (PCX: VWO)	KKETS ETF	255,128.	305,727.	
TOTAL TO FORM 990-PF, PART II, LINE	10B	415,446.	544,145.	
FORM 990-PF OTHER	INVESTMENTS		STATEMENT 3	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
6,400 UNITS ENTERPRISE PRODUCTS PARTNERS LP (NYSE: EPD) 3,300 UNITS KINDER MORGAN ENERGY	COST	162,296.	266,304.	
PARTNERS LP (NYSE: KMP) 3,800 UNITS PLAINS ALL AMERICAN	COST	170,162.	231,858.	
PIPELINE LP (NYSE: PAA)	0001	188,904.	238,602.	
TOTAL TO FORM 990-PF, PART II, LINE	13	521,362.	736,764.	

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10

STATEMENT

NAME OF CONTRIBUTOR

ADDRESS

DAVID L. WAGNER

1560 SHERMAN AVE. SUITE 960 EVANSTON, IL 60201

WEATHERLOW FOUNDATION EIN: 27-4283491

ATTACHMENT TO SCHEDULE B, 2010 FORM 990-PF PART II NONCASH PROPERTY

DESCRI

		Date of				FMV of
No. of Shares/Units	Security Description	Contribution	High Price	Low Price	Average Price	Contribution
6,400	Enterprise Products Partners LP (NYSE: EPD)	12/30/2010	41.75	41.21	41.48	265,472.00
14,200	Ford Motor Company (NYSE: F)	12/30/2010	16.85	16.65	16.75	237,850.00
3,300	Kinder Morgan Energy Partners LP (NYSE: KMP)	12/30/2010	70.52	70.01	70.27	231,874.50
3,800	Plains All American Pipeline LP (NYSE: PAA)	12/30/2010	62.90	62.32	62.61	237,918.00
6,350	Vanguard MSCI Emerging Markets ETF (PCX: VWO)	12/30/2010	47.88	47.66	47.77	303,339.50
			TOTAL FMV C	JF NONCASH	TOTAL FMV OF NONCASH CONTRIBUTIONS:	1,276,454.00

Form **8868**

(Rev January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an **Exempt Organization Return**

File a separate application for each return.

OMB No. 1545-1709

ightharpoons

Form 8868 (Rev. 1-2011)

• If you a	are filing for an Automatic 3-Month Extension, comple	te only Pa	art I and check this box		•	\mathbf{X}	
• If you a	re filing for an Additional (Not Automatic) 3-Month Ex	tension, d	complete only Part II (on page 2 of this	form).			
Do not co	omplete Part II unless you have already been granted	an automa	itic 3-month extension on a previously fi	led Fo	rm 8868.		
Electroni	c filing (e-file). You can electronically file Form 8868 if	you need a	a 3-month automatic extension of time t	o file (6	6 months for a corp	oration	
required t	o file Form 990-T), or an additional (not automatic) 3-mo	nth extens	sion of time. You can electronically file F	orm 8	868 to request an e	xtension	
of time to	file any of the forms listed in Part I or Part II with the ex	ception of	Form 8870, Information Return for Tran	sfers	Associated With Ce	rtain	
Personal	Benefit Contracts, which must be sent to the IRS in par	er format	(see instructions). For more details on the	he elec	ctronic filing of this t	form,	
	irs gov/efile and click on e-file for Chanties & Nonprofits				_		
Part I	Automatic 3-Month Extension of Time		ibmit original (no copies needed).				
	ation required to file Form 990-T and requesting an autor			plete			
Part I only					•	. 🗀	
	corporations (including 1120-C filers), partnerships, REM	fiCs, and t	rusts must use Form 7004 to request an	exten	sion of time		
	ome tax returns	-	•				
Type or	Name of exempt organization	_		Emp	loyer identification	number	
print	LITER MUTERIA CATA TRANSPORT CATA						
pi iii.	C/O HPM PARTNERS LLC 27-4283491						
File by the	y the						
filing your							
return See instructions	City, town or post office, state, and ZIP code. For a fe	oreign add	fress see instructions				
	CLEVELAND, OH 44114	oroigir dae					
					···		
Enter the	Return code for the return that this application is for (file	e a separa	te application for each return)			0 4	
Lintor tiro	Tiotalli oodo for tile rotalli tilat tille application io for (iii	о с оорала	application for such retain,			ست	
Applicati	On .	Return	Application			Return	
Is For	011	Code	Is For			Code	
		01	Form 990-T (corporation)		·	07	
Form 990		 				 	
Form 990		02	Form 1041-A			08	
Form 990		03	Form 4720			09	
Form 990		04	Form 5227			10	
	-T (sec 401(a) or 408(a) trust)	05	Form 6069			11	
Form 990	-T (trust other than above)	06	Form 8870			12	
	TONY DECELLO	OTT	TME 1000 CLEVELAND		TT 44114		
• The bo	poks are in the care of 600 SUPERIOR A	VE SU		, 0	H 44114		
	none No ▶ (216) 706-2461		FAX No.				
	organization does not have an office or place of busines				>		
If this	is for a Group Return, enter the organization's four digit	Group Exe	emption Number (GEN) If the	s is fo	r the whole group, o	check this	
box ▶	$__$. If it is for part of the group, check this box $ ightharpoons$	and atta	ach a list with the names and EINs of all	memb	ers the extension is	for	
1 I re	quest an automatic 3-month (6 months for a corporation	required	to file Form 990-T) extension of time unt	al			
	AUGUST 15, 2011 , to file the exemp	t organiza	tion return for the organization named a	bove.	The extension		
ıs f	or the organization's return for:						
>	calendar year or						
▶[X tax year beginning DEC 20, 2010	, ar	id ending DEC 31, 2010		•		
					_		
2 If th	ne tax year entered in line 1 is for less than 12 months, o	heck reas	on: X Initial return Fina	ıl retur	n		
	Change in accounting period						
	J 31						
3a If th	nis application is for Form 990-BL, 990-PF, 990-T, 4720,	or 6069. e	inter the tentative tax. less any	Ī	<u> </u>		
	nrefundable credits See instructions	, 0		3a	s	0.	
	ns application is for Form 990-PF, 990-T, 4720, or 6069,	enter any	refundable credits and	<u> </u>	-		
	imated tax payments made. Include any prior year over			3b	\$	0.	
	lance due. Subtract line 3b from line 3a. Include your pa			"			
	using EFTPS (Electronic Federal Tax Payment System)			3c	s	0.	
	If you are going to make an electronic fund withdrawal						
caution.	ii you are going to make an electronic fund withdrawai	with this F	onn 6006, see Form 6455-EO and Form	00/9-	LO IOI PAYITIETIL INS	uucuons.	

023841 01-03-11

For Paperwork Reduction Act Notice, see Instructions.