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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation WEAVER POPCORN FOUNDATION, INC.		A Employer identification number 35-2026043
Number and street (or P.O. box number if mail is not delivered to street address) 14470 BERGEN BOULEVARD, SUITE 100	Room/suite	B Telephone number (317) 292-4763
City or town, state, and ZIP code NOBLESVILLE, IN 46060		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,002,262.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		698,150.			
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		47,324.	47,324.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-244,189.			
b Gross sales price for all assets on line 6a		1,275,602.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		501,285.	47,324.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 1		3,799.	0.	0.	3,799.
c Other professional fees					
17 Interest					
18 Taxes STMT 2		2,322.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		3,783.	3,783.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		9,904.	3,783.	0.	3,799.
25 Contributions, gifts, grants paid		277,100.			277,100.
26 Total expenses and disbursements. Add lines 24 and 25		287,004.	3,783.	0.	280,899.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		214,281.			
b Net investment income (if negative, enter -0-)			43,541.		
c Adjusted net income (if negative, enter -0-)				0.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	823,826.	168,871.	168,871.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 4	1,795,221.	2,664,472.	2,833,391.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ ACCRUED INTEREST)	15.	0.	0.
	16 Total assets (to be completed by all filers)	2,619,062.	2,833,343.	3,002,262.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,619,062.	2,833,343.	
	30 Total net assets or fund balances	2,619,062.	2,833,343.	
31 Total liabilities and net assets/fund balances	2,619,062.	2,833,343.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,619,062.
2 Enter amount from Part I, line 27a	2	214,281.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,833,343.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,833,343.

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			
b SEE ATTACHED STATEMENT			
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 1,275,602.		1,519,791.	-244,189.

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			-244,189.

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 -244,189.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	179,825.	2,136,825.	.084155
2008	237,269.	2,056,278.	.115388
2007	354,567.	2,113,747.	.167743
2006	349,022.	1,921,854.	.181607
2005	263,326.	1,915,048.	.137504

2 Total of line 1, column (d)	2 .686397
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 .137279
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4 2,939,611.
5 Multiply line 4 by line 3	5 403,547.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 435.
7 Add lines 5 and 6	7 403,982.
8 Enter qualifying distributions from Part XII, line 4 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.	8 280,899.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	871.
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	871.
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	871.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,392.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,392.	
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	1,521.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ 1,521. Refunded ☐ 0.	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
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 instructions) ☐ IN		
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of BRIAN HAMILTON Telephone no. (317) 292-4763			
Located at 14470 BERGEN BOULEVARD, STE 100, NOBLESVILLE, IN ZIP+4 46060				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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 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	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

5b

X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL E. WEAVER	CHAIRMAN/DIRECTOR			
14470 BERGEN BOULEVARD, SUITE 100	1.00	0.	0.	0.
NOBLESVILLE, IN 46060				
REBECCA J. WEAVER	SECRETARY/DIRECTOR			
14470 BERGEN BOULEVARD, SUITE 100	1.00	0.	0.	0.
NOBLESVILLE, IN 46060				
WILLIAM M. WEAVER	VP/DIRECTOR			
14470 BERGEN BOULEVARD, SUITE 100	1.00	0.	0.	0.
NOBLESVILLE, IN 46060				
THOMAS M. SHOAF	DIRECTOR			
14470 BERGEN BOULEVARD, SUITE 100	1.00	0.	0.	0.
NOBLESVILLE, IN 46060				

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,320,973.
b	Average of monthly cash balances	1b	663,404.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,984,377.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,984,377.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,766.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,939,611.
6	Minimum investment return. Enter 5% of line 5	6	146,981.

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

1	Minimum investment return from Part X, line 6	1	146,981.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	871.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	871.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	146,110.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	146,110.
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	146,110.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	280,899.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	280,899.
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	280,899.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				146,110.
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	168,459.			
b From 2006	255,581.			
c From 2007	252,074.			
d From 2008	135,912.			
e From 2009	73,795.			
f Total of lines 3a through e	885,821.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	280,899.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				146,110.
e Remaining amount distributed out of corpus	134,789.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,020,610.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	168,459.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	852,151.			
10 Analysis of line 9:				
a Excess from 2006	255,581.			
b Excess from 2007	252,074.			
c Excess from 2008	135,912.			
d Excess from 2009	73,795.			
e Excess from 2010	134,789.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 6				277,100.
Total				277,100.
b Approved for future payment				
NONE				
Total				0.

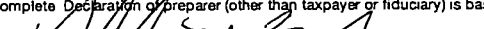
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1		Yes	No
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.			

[illegible]

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
N/A		

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 of officer or trustee		11/14/11 Date		Chairman Title			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN	
	LINDSEY J SCHIESSER				11/11/11			
	Firm's name ▶ DELOITTE TAX LLP					Firm's EIN ▶		
	Firm's address ▶ 111 MONUMENT CIRCLE, STE 2000 INDIANAPOLIS, IN 46204-5108					Phone no. (317) 464-8600		

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

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

OMB No 1545-0047

2010

Name of the organization

WEAVER POPCORN FOUNDATION, INC.

Employer identification number

35-2026043

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For 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)

Name of organization	Employer identification number
WEAVER POPCORN FOUNDATION, INC.	35-2026043

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WEAVER POPCORN COMPANY, INC. 130 E. MAIN ST., P.O. BOX 395 VAN BUREN, IN 46991	\$ 698,150.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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	62,139.219 SHS - MORGAN STANLEY CORE PLUS		VARIOUS	02/02/10
b	2,693.957 SHS - MORGAN STANLEY CORE PLUS		VARIOUS	02/02/10
c	7,756.26 SHS - FIRST EAGLE FUND OF AMERICA		03/12/04	02/22/10
d	1,028.54 SHS - MANAGERS SPECIAL EQUITY FUND		03/12/04	02/22/10
e	37,768.90 SHS - FIDELITY ADVISOR SER I		03/12/04	02/22/10
f	350.75 SHS - FIDELITY ADVISOR SER I		01/11/10	02/22/10
g	1,878.61 SHS - FIDELITY REAL ESTATE INVESTMENT PO		03/12/04	02/22/10
h	12.85 SHS - FIDELITY REAL ESTATE INVESTMENT PORTF		12/31/09	02/22/10
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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 590,323.		732,035.	-141,712.
b 25,593.		24,402.	1,191.
c 169,474.		195,489.	-26,015.
d 40,740.		82,612.	-41,872.
e 406,771.		433,998.	-27,227.
f 3,778.		3,744.	34.
g 37,817.		47,258.	-9,441.
h 258.		253.	5.
i 848.			848.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-141,712.
b			1,191.
c			-26,015.
d			-41,872.
e			-27,227.
f			34.
g			-9,441.
h			5.
i			848.
j			
k			
l			
m			
n			
o			

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	-244,189.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization		Employer identification number
	WEAVER POPCORN FOUNDATION, INC.		35-2026043
	Number, street, and room or suite no. If a P.O. box, see instructions. 14470 BERGEN BOULEVARD, SUITE 100		
City, town or post office, state, and ZIP code. For a foreign address, see instructions NOBLESVILLE, IN 46060			

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

BRIAN HAMILTON - 14470 BERGEN BOULEVARD, SUITE 100 -

- The books are in the care of ☒ **NOBLESVILLE, IN 46060**
Telephone No. ☒ (317) 292-4763 FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**
- For calendar year **2010**, or other tax year beginning , and ending .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	2,392.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	2,392.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature ☒ Lindsey Schusser Title ☒ CPA Date ☒ 8/5/11

Form 8868 (Rev. 1-2011)

INDIANAPOLIS OFFICE COPY
NOT TO BE REMOVED FROM OFFICE

FORM 990-PF	ACCOUNTING FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,799.	0.	0.	3,799.
TO FORM 990-PF, PG 1, LN 16B	3,799.	0.	0.	3,799.

FORM 990-PF	TAXES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	722.	0.	0.	0.
2009 EXTENSION TAX PAYMENT	1,600.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,322.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	3,783.	3,783.	0.	0.
TO FORM 990-PF, PG 1, LN 23	3,783.	3,783.	0.	0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 4
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIDELITY ADVISOR DIV. GROWTH	0.	0.	
FIRST EAGLE FUND OF AMERICA	0.	0.	
FIDELITY EQUITY INCOME FUND	0.	0.	
ARTIO INTERNATIONAL EQUITY CL	281,425.	289,292.	
MORGAN STANLEY CORE PLUS MANAGER FUNDS	0.	0.	
EATON VANCE SPL INVT TR	105,000.	114,597.	

WEAVER POPCORN FOUNDATION, INC.

35-2026043

ISHARES RUSSELL 1000 GROWTH INDEX FUND	54,967.	63,559.
MANNING & NAPIER FUND INC	125,000.	141,442.
VICTORY PORTFOLIOS	125,000.	139,785.
ISHARES RUSSELL MIDCAP INDEX FUND	141,933.	168,396.
ISHARES RUSSELL 2000 INDEX FUND	50,256.	62,044.
MATTHEWS PACIFIC TIGER FD	115,000.	146,659.
VANGUARD EMERGING MARKET ETF	86,052.	86,422.
BARC ASIA BREN	40,000.	45,732.
BARC SPX BREN	150,000.	165,120.
EATON VANCE MUT FDS TR	100,000.	99,516.
JPMORGAN SHORT DURATION BOND FUND	680,000.	683,740.
DREYFUS/LAUREL FDS TR	30,000.	30,042.
HARBOR HIGH YIELD BOND FUND	70,000.	68,987.
I-SHARES BARCLAYS TIPS BOND FUND	169,839.	176,010.
EATON VANCE MUT FDS TR	95,000.	98,065.
JPMORGAN INTERNATIONAL CURRENCY	55,000.	57,665.
JPMORGAN STRATEGIC INCOME	95,000.	96,800.
JPMORGAN HIGH YIELD BOND FUND	95,000.	99,518.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,664,472.	2,833,391.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 5

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BRIAN HAMILTON
14470 BERGEN BOULEVARD, SUITE 100
NOBLESVILLE, IN 46060

TELEPHONE NUMBER

(317)292-4763

FORM AND CONTENT OF APPLICATIONS

NO PARTICULAR FORM REQUIRED. PLEASE INCLUDE THE ORGANIZATION'S CHARITABLE PURPOSE AND THE NEEDS OF THE ORGANIZATION. FOR SCHOLARSHIPS, PLEASE SEE STATEMENT 7.

ANY SUBMISSION DEADLINES

NONE. FOR SCHOLARSHIPS, PLEASE SEE STATEMENT 7.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE. FOR SCHOLARSHIPS, PLEASE SEE STATEMENT 7.

Form 990-PF, Part XV, Line 3 Grants and Contributions Paid

Recipient Name	Address	Purpose of Grant	Amount
Methodist Task Force	PO Box 1367, Indianapolis, IN 46206	Donations Health & Safety	3,000
American Cancer Society	Relay for Life / SW Allen County	Donations Matching Gift	250
Sagamore Council	Attn: Ed Caldwell	Donations Scouting	11,700
Crossroads of America	7125 Fall Creek Rd North, Indianapolis, IN 46256-3167	Donations Scouting	17,000
Crossroads of America	7125 Fall Creek Rd North, Indianapolis, IN 46256-3167	Donations Scouting	30,000
Sagamore Council	PO Box 855, Kokomo, IN 46903-0855	Donations Scouting	2,000
Riley Children's Foundation	30 South Meridian Street, Suite 200, Attn: Patti Tehan, Indianapolis, IN 46201-3509	Donations Health & Safety	3,000
Riley Children's Foundation	30 South Meridian Street, Suite 200, Attn: Patti Tehan, Indianapolis, IN 46201-3509	Donations Health & Safety	1,000
Little Red Door Cancer Agency	1801 N Meridian St, Indianapolis, IN 46202	Donations Health & Safety	3,600
Second Helpings	1121 Southeastern Avenue, Indianapolis, IN 46202	Donations Health & Safety	3,500
Bail State University	PO Box 672, Muncie, IN 47308-0672	Donations Youth & Education	25,000
Indiana University / Purdue University Indianapolis	Student Account Services - Bursar, PO Box 6020 Indianapolis, IN 46206	Scholarships Weaver Scholarships	2,500
California State University at Northridge	Financial Aid & Scholarship Dept., 1811 Nordoff St., Northridge, CA 91330-8307	Scholarships Weaver Scholarships	2,500
Bail State University	2000 W University Ave. Scholarships and Financial Aid, Lucina Hall, Room 245, Muncie, IN 47306	Scholarships Weaver Scholarships	2,500
Purdue University	Bursar - Outside Awards 610 Purdue Mall, West Lafayette, IN 47907-2040	Scholarships Weaver Scholarships	2,500
Moody Bible Institute	Student Accounts, 611 E Indiana Ave, Spokane, WA 99207	Scholarships Weaver Scholarships	2,500
Indiana Wesleyan	104 W 53rd Street, Anderson, IN 46013	Scholarships Weaver Scholarships	2,500
Ivy Tech Community College	Financial Aid Office, 4201 South Washington Street, Merion, IN 46953	Scholarships Weaver Scholarships	2,500
Indiana Wesleyan	4301 South Cowen Road, Muncie, IN 47307-8446	Scholarships Weaver Scholarships	2,500
Bail State University	2000 W University Ave. Scholarships and Financial Aid, Lucina Hall, Room 245, Muncie, IN 47306	Scholarships Weaver Scholarships	2,500
Taylor University	Financial Aid Office, 235 West Reader Ave, Upland, IN 46988	Scholarships Weaver Scholarships	2,000
Grace College	Grace College, 200 Seminary Drive, Winona Lake, IN 46590	Scholarships Weaver Scholarships	2,000
Huntington University	JM 6-22, Huntington University, Upland, IN 46988	Scholarships Weaver Scholarships	2,500
Taylor University	Financial Aid Office, 235 West Reader Ave, Upland, IN 46988	Scholarships Weaver Scholarships	2,000
Ivy Tech Community College	1015 E 13th Street, Muncie, IN 46952	Scholarships Weaver Scholarships	2,500
Ivy Tech Community College	4301 South Cowen Road, Muncie, IN 47307-8446	Scholarships Weaver Scholarships	2,500
Urian Valley University	Financial Aid & Scholarships, 800 West University Parkway, Mail Stop 164, Orem, Utah 84058	Scholarships Weaver Scholarships	2,500
Bail State University	2000 W University Ave. Scholarships and Financial Aid, Lucina Hall, Room 245, Muncie, IN 47306	Scholarships Weaver Scholarships	2,500
Bail State University	Office of Bursar, Franklin Hall Rm. 011, 601 E Kirkwood Ave, Bloomington, IN 47405-1223	Scholarships Weaver Scholarships	2,500
Bail State University	2000 W University Ave. Scholarships and Financial Aid, Lucina Hall, Room 245, Muncie, IN 47306	Scholarships Weaver Scholarships	2,500
Bail State University	Office of Bursar, Franklin Hall Rm. 011, 601 E Kirkwood Ave, Bloomington, IN 47405-1223	Scholarships Weaver Scholarships	2,500
Bail State University	2000 W University Ave. Scholarships and Financial Aid, Lucina Hall, Room 245, Muncie, IN 47306	Scholarships Weaver Scholarships	2,500
Bail State University	2300 S Washington St, Kokomo, IN 46904	Scholarships Weaver Scholarships	2,500
Indiana University - Kokomo	PO Box 3000, Indianapolis, IN 46206	Donations Matching Gift	500
Tutorium Museum of Indianapolis	Office of Bursar, Franklin Hall Rm. 011, 601 E Kirkwood Ave, Bloomington, IN 47405-1223	Scholarships Robert Straight Scholarship	2,000
Indiana University	3320 North Clinton Street, Attn: Andrew Achenbach and Adaptive Sports and Recreation Coordinator, Fort Wayne, IN	Donations Youth & Education	7,500
Anderson University	Office of Scholarships & Financial Aid, 1100 East Fifth Street, Anderson, IN 46012	Scholarships Weaver Scholarships	2,500
The Weekend to End Breast Cancer	133 W Market Street #253, Indianapolis, IN 46204	Donations Health & Safety	5,000
Thomas A. Edison State College	Office of Scholarships & Financial Aid, 101 West State St., Trenton, NJ 08608-1176	Scholarships Weaver Scholarships	2,500
Minat Trails	1160 W 500 N, Huntington IN 46750	Donations Youth & Education	22,250
Stephen Sillers, FDNY, Children's Foundation	Attn: Jim Gillick, PO Box 20624, Lehigh Valley, PA 18002-0624	Donations Scouting	16,000
American Red Cross of NE Indiana	2351 Hyatt Boulevard, Staten Island, NY 10306	Donations Youth & Education	300
American Red Cross of NE Indiana	1212 E California Road, Fort Wayne, IN 46825	Donations Health & Safety	2,000
American Red Cross of NE Indiana	441 E 10th St, Indianapolis, IN	Donations Health & Safety	3,000
Riley Children's Foundation	241 W 3rd Street, Marion, IN 46952	Donations Health & Safety	2,000
Riley Children's Foundation	30 South Meridian Street, Suite 200, Attn: Patti Tehan, Indianapolis, IN 46201-3509	Donations Health & Safety	3,000
Ronald McDonald House	435 Limestone St, Indianapolis, IN	Donations Health & Safety	3,000
Salvation Army of Marion Co	Indiana Divisional Headquarters, 3100 N Meridian St, Indianapolis, IN	Donations Health & Safety	3,000
Salvation Army of Marion Co	1121 Southeastern Ave, Indianapolis, IN 46202	Donations Youth & Education	4,000
Second Helpings	245 N Delaware Street, Indianapolis, IN 46204	Donations Youth & Education	7,000
Wheeler Mission	1099 N Meridian Street, Suite 111, Indianapolis, IN 46204	Donations Health & Safety	3,500
Susan G. Korten	609 E E 13th Street, Indianapolis, IN 46205	Donations Youth & Education	3,500
Gleaners Food Bank - Indianapolis	505 East 38th Street, Indianapolis, IN 46205	Donations Youth & Education	3,000
Coburn Place	954 North Pennsylvania Street, Indianapolis, IN 46204	Donations Health & Safety	3,500
Denim Center	864 North Pennsylvania Street, Indianapolis, IN 46204	Donations Youth & Education	3,000
Hoosier Veterans Assistance Foundation	7128 E 46th Street, Indianapolis, IN 46226	Donations Health & Safety	1,500
Fresh Start of Indiana	2011 N Meridian Street, Indianapolis, IN 46202	Donations Youth & Education	2,000
Julian Center	50 East 91st Street, Suite 103, Indianapolis, IN 46240	Donations Health & Safety	5,000
Brookside Place	7725 North College Avenue, Indianapolis, IN 46240	Donations Youth & Education	2,000
Indiana School for the Blind			
			277,100

WEAVER POPCORN FOUNDATION, INC.
FEDERAL EIN: 35-2026043
SCHOLARSHIP PROCEDURE

Certain college scholarships (collectively, the "Scholarships"), including (but not limited to) the Robert Straight Scholarships (the "Straight Scholarships"), will be awarded by Weaver Popcorn Foundation, Inc. (the "Foundation"), in accordance with the following steps and requirements.

1. Nature of Scholarship. Every Scholarship awarded under this procedure will be a scholarship under Section 4945(g)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), used to pay all or a part of a recipient's expenses incurred in attending an educational institution described in Code section 170(b)(1)(A)(ii).

2. Candidates for Scholarships. The selection of all Scholarship recipients will be on an objective and nondiscriminatory basis. No disqualified person with respect to the Foundation will be eligible for consideration. Donors to the Foundation will not be allowed to designate Scholarship recipients or other educational grantees.

2.01. The Foundation anticipates that the Straight Scholarships will be made only to graduating seniors of Huntington North High School (the "High School"), located in Huntington, Indiana, to enable them to attend postsecondary institutions of higher education. Approximately 450 students will graduate from the High School in 2004. Accordingly, the approximate number of all eligible Straight Scholarship recipients is 450.

2.02. Other scholarships will be made to worthy individuals who live in the United States of America to enable them to attend institutions of higher education in the United States. The approximate number of eligible recipients of such scholarships is unknown at this time.

3. Publicity. The Foundation may publicize the availability of the Scholarships through direct and indirect contacts with the general public. The Scholarships also may be publicized through various charitable and educational organizations that work with and provide services to youth and other worthy individuals in and around Huntington, Indiana. In particular, the Straight Scholarships may be publicized through guidance counselors and other appropriate staff and faculty at the High School. The Foundation may expand its publicity efforts as appropriate.

4. Applications for Scholarships. The Foundation may accept applications for the Scholarships that include some or all of the following:

4.01. A transcript of prior academic achievements.

4.02. A report of performance on tests designed to measure ability and aptitude for academic work.

4.03. A description of financial need.

4.04. An essay written by the applicant describing the applicant's interests and aspirations.

4.05. A description of past involvement in extracurricular activities.

4.06. A list of academic honors and recognitions.

4.07. Written recommendations by individuals not related to the applicant.

4.08. The names of the educational institutions to which the applicant intends to apply.

5. Personal Interviews. When appropriate, Scholarship applicants will be interviewed by the group making the selection (the "Selection Committee") in person or by telephone.

6. Selection from Within Group of Potential Recipients. The criteria used in selecting recipients from the group of applicants will be reasonably related to the purposes of the particular Scholarship. Criteria may include, but will not be limited to, prior academic performance; performance on tests designed to measure ability and aptitude for college work; recommendations from educators, social workers, and others not related to the potential recipient; financial need; and the conclusions that the Selection Committee might draw from personal interviews as to the applicant's motivations, character, ability, and potential. Factors that are not reasonably related to the purposes of the Scholarships, such as race and gender, will not be considered and will have no influence on the selection of recipients. Initially, the Foundation anticipates that it will award one Straight Scholarship each year, but in the future that number may increase. The number of other Scholarships that may be awarded in the future is unknown at this time.

7. Selection Committee. The Straight Scholarship Selection Committee initially will consist of five (5) individuals, including three (3) active or retired members of the High School's faculty and the President of the Foundation and his or her designee. Subsequent members of the Straight Scholarship Selection Committee may be appointed or designated by the initial members of such committee or by the Foundation's Board of Directors. The Selection Committees for other Scholarships will consist of some or all of the members of the Foundation's Board of Directors or their appointees or designees.

8. Private Benefit Prohibited. No member of a Selection Committee will be in a position to derive a private benefit, directly or indirectly, by the selection of one or more particular Scholarship recipients. Furthermore, spouses and dependents of members of a Selection Committee will be ineligible to receive a Scholarship.

9. Terms and Conditions of Scholarships. The following terms and conditions will apply to the Scholarships awarded pursuant to the procedure described herein:

9.01. Each Scholarship will be awarded by the Selection Committee in an amount determined by it, not to exceed the anticipated cost of the recipient's tuition, board, room, fees, books, supplies, travel costs, and incidental expenses for attendance at the educational institution by the recipient. The institution must be described in Code section 170(b)(1)(A)(ii).

9.02. Generally, each Scholarship will continue for the designated term of the Scholarship during the recipient's course of study at such institution, so long as the recipient maintains satisfactory progress toward completion of his or her course of study and otherwise conforms to the terms and conditions of this procedure.

9.03. In any event, each Scholarship will continue only so long as it constitutes a scholarship or fellowship grant described in Code section 117(a) (as in effect on the day before the date of enactment of the Tax Reform Act of 1986).

9.04. The course of study for which Scholarships are available will not be limited in a manner that benefits directly any donor, employer, or the Foundation.

9.05. The Foundation may make Scholarship payments directly to the educational institution, in which instance the Foundation will secure the agreement of such institution (i) to use such payments for the recipient's expenses and (ii) to pay the excess (if any) to the recipient only if the recipient is enrolled at the institution and the recipient's standing at the institution is consistent with the purposes and conditions of the Scholarship. In certain other instances, the Foundation may make payments directly to the recipient, subject to the supervision and investigation requirements set forth herein.

10. Retention of Records. The Foundation will retain written records pertaining to all Scholarships awarded under this procedure, including the following:

10.01. All information used to evaluate the qualifications of potential recipients.

10.02. Identification of each recipient (including any relationship of the recipient to the Foundation sufficient to make the recipient a disqualified person of the Foundation within the meaning of Code section 4946(a)(1)).

10.03. Specification of the amount and purpose of each Scholarship.

10.04. The reports and other follow-up information obtained under this procedure.

11. Scholarship Administration. The Foundation will employ the following procedure to supervise, investigate, and review the Scholarships awarded under these procedures:

11.01. With respect to a Scholarship paid on behalf of a recipient to an educational institution described in Code section 170(b)(1)(A)(ii), the Foundation proposes to supervise, investigate, and review Scholarships by complying with the requirements of Treasury Regulations section 53.4945-4(c)(5). Each institution to which such Scholarships are paid will be required to agree to use funds from a Scholarship to defray a recipient's expenses or to pay the funds (or a portion of them) to a recipient only if the recipient is enrolled at such institution and the recipient's standing at it is consistent with the purposes and conditions of the Scholarship.

11.02. With respect to a Scholarship paid directly to a recipient for study at an educational institution described in Code section 170(b)(1)(A)(ii), the Foundation will obtain reports, investigate any suspected diversion of funds from their proper purposes, and recover diverted funds as follows:

(a) The Foundation will ensure that it receives at least once each year a report, verified by the educational institution attended by the recipient, that sets forth the recipient's courses taken and grades received in each academic period. In the case of a recipient whose study at an educational institution does not involve the taking of courses but only the preparation of research papers or projects, such as the writing of a doctoral dissertation, the Foundation shall ensure that it receives at least once each year a brief report, approved by the faculty member supervising the recipient or by another appropriate university official, regarding the progress of the recipient's paper or project. Upon the completion of a recipient's study at the educational institution, the Foundation also will obtain a final report describing the recipient's accomplishments with respect to the Scholarship and accounting for the funds received under such Scholarship from the recipient.

(b) When the reports submitted under this paragraph, including the failure to submit the reports, indicate that all or part of the Scholarship is not being used in furtherance of the purposes of the Scholarship, the Selection Committee will investigate the matter immediately. While conducting an investigation of a recipient, the Foundation will withhold further payments until any delinquent reports required under this procedure have been submitted.

(c) If the Foundation determines that any part of a Scholarship has been used for improper purposes and a recipient previously has not diverted funds, the Foundation will take all reasonable and appropriate steps either to recover the funds or to ensure the restoration of the diverted funds and the dedication of other

Scholarship funds held by the recipient to the proper purposes. Furthermore, the Foundation will withhold any further payments to the recipient until it has received the recipient's written assurance that future diversions will not occur and has required the recipient to take extraordinary precautions to prevent future diversions from occurring.

(d) In cases where a recipient previously has diverted funds received from the Foundation, and the Foundation determines that any part of a Scholarship again has been used for improper purposes, the Foundation will take all reasonable and appropriate steps to recover the funds or to ensure the restoration of the funds and the dedication of other Scholarship funds held by the recipient to their proper purposes. Moreover, the Foundation will withhold further payments until these conditions are met: (i) such funds are in fact so recovered or restored; (ii) the Foundation has received the recipient's written assurance that future diversions will not occur; and (iii) the Foundation requires the recipient to take extraordinary precautions to prevent future diversions from occurring.

(e) As used in this paragraph, the phrase "all reasonable and appropriate steps" includes legal action where appropriate, but need not include legal action if such action would in all probability not result in the satisfaction of execution on a judgment.