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OMB No 1545-0052

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

| Name of foundation WEATHERLOW FOUNDATION C/O HPM PARTINERS LLC SOUTH CAN AVE 600 SUPERIOR AVE CLEVELAND, OH 44114 Check all that apply Install return of a foremer public charity Final return Address charge Section 4947(a) (1) noneaemort character is superior character in the control of the charge Section 4947(a) (1) noneaemort character is superior character in the control of the charge Section 4947(a) (1) noneaemort character is superior character in the control of the charge Section 4947(a) (1) noneaemort character is superior character in the control of the charge Section 4947(a) (1) noneaemort character is superior character in the control of the charge Section 4947(a) (1) noneaemort character is superior character in the control of the character is superior character in the control of the character in the control of the character is superior character in the character in the character is superior character in the character in the character is superior character in the character in the character is superior character in the character in the character is superior character in the character in the character is superior character in the character in the character is superior character in the character in the character is superior character in the character in the character is superior character in the character in the character is superior character in the character in the character is superior character in the character in the character is superior character in the character is superior charac | 701 | CAICI | idar year 2017 or tax year deginning | | , and ending | | | | | |
|--|--|--------|--|---------------------------------------|--|---|--|--|--|--|
| ## CAPP PARTNERS LLC Solid Part Color | | | | | | A Employer identification | number | | | |
| Recombination of the rest of the contember of most in cities discovered to alread accidence of the Contember of the Contemb | W | ÆΑ | | | | | | | | |
| Coly or town, state, and 2P code Call 5 706-2461 | C | :/0 | HPM PARTNERS LLC | 27-4283491 | | | | | | |
| Clear Vest Land 2) Prode CLEVELAND, OH 44114 6 Check all hart apply: Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal return of a former public charity Inhal return Inhal | Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number | | | | | | | | | |
| Check all that apply: Install return I | 6 | 00 | SUPERIOR AVE | | 1000 | (216) 706- | 2461 | | | |
| Initial return Initial return Initial return Address change Initial return Init | Cit | y or t | own, state, and ZIP code | | | C If exemption application is p | pending, check here | | | |
| Final return Administrative Amended return Amended return Administrative Amended return Amende | C | LE | VELAND, OH 44114 | | | | | | | |
| Final return Administrative Amended return Amended return Administrative Amended return Amende | G (| Check | all that apply: Initial return | Initial return of a fo | ormer public charity | D 1. Foreign organizations | s, check here | | | |
| H. Check type of organization: | | | Final return | X Amended return | | | | | | |
| H. Check type of organization: | | | Address change | Name change | | Foreign organizations me 2. check here and attach co | seting the 85% test, emputation | | | |
| Section 4947(a)(1) nenexampt charatable must | H | Check | type of organization: X Section 501(c)(3) e | xempt private foundation | | 1 | | | | |
| Far market value of all assets at end of year | |] Se | | | ation | | | | | |
| The companies of Revenue and Expenses Lipschild | I Fa | | | ing method: X Cash | Accrual | 1 | . , | | | |
| Part I Analysis of Revenue and Expenses (The lotal of amounts in column (a), and 60 may not necessary seal that amounts in column (b), and (c) may not necessary seal that amounts in column (b), and (c) may not necessary seal that amounts in column (b), and (c) may not necessary seal that amounts in column (b), and (c) may not necessary seal that amounts in column (b), and (c) may not necessary seal that amounts in column (b), and (c) may not necessary seal that amounts in column (b). I Contributions, grists, grants, etc., received a column lens of the seal of the | (fi | rom i | Part II, col. (c), line 16) | ther (specify) | | | | | | |
| Part II Analysis of Revenue and Expense (in processor) (a) Revenue and expenses (in processor) (a) Revenue and expenses per books (b) Net investment (income (c) Adjusted net income (c) A | | | 1,921,641. (Part I, colu | ımn (d) must be on cash l | basis) | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | |
| The letter of amounts in academics (a) (any not expenses per books income (b) (any not expenses per books income (b) (any not bease only) (any not bease ono | Pa | art I | Analysis of Revenue and Expenses | 1 | | (c) Adjusted net | | | | |
| 1 Contributions, gifts, grants, etc., received 2 Check PLX is the fourtables is not received to attach 5th 8 interest to | | | → (The total of amounts in columns (b), (c), and (d) may not | | | | | | | |
| Total compensation of discontance of the state of the sta | _ | 1 | Contributions, gifts, grants, etc., received | - · · - · | | N/A | , , , , , | | | |
| Interest on awaring and temporary | | 1 | | | | | | | | |
| A Dividends and interest from securities 52,924. 52,903. STATEMENT 1 | | 3 | Interest on savings and temporary | | | | | | | |
| Sa Gross rents Description | | Ι. | | 52.924. | 52.903. | · · · · · · · · · · · · · · · · · · · | STATEMENT 1 | | | |
| D Net rental microma or (loss) | | 5a | | 00,000 | | | | | | |
| Section Sect | | -: | | | | | | | | |
| Base of the state | | 6. | · · · | 5.723. | | | | | | |
| 8 Net short-term capital gain 9 Income modifications 108 and allowances b Less Cast of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 -21,420. 58,626. 13 Companiation of efficient, directors, trustees, atc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 15 Pension plans, employee benefits 16a Legal fees 15 Cother professional seasant wages 15 Pension plans, employee benefits 16a Legal fees 15 Cother professional seasant wages 16 Cother professional seasant wages 17 Interest 17 Interest 18 Taxes 19 Depreciation and depleton 19 2014 20 Occupancy 21 Travel, conferences, and prestings NCH 20 Occupancy 21 Travel, conferences, and prestings NCH 22 Printing and publications OGDEN 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (of negative, enter -0-) 26 Adjusted net income (of negative, enter -0-) 3 N/A | Ę | b | Gross sales price for all | | | | | | | |
| 8 Net short-term capital gain 9 Income modifications 108 and allowances b Less Cast of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 -21,420. 58,626. 13 Companiation of efficient, directors, trustees, atc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 15 Pension plans, employee benefits 16a Legal fees 15 Cother professional seasant wages 15 Pension plans, employee benefits 16a Legal fees 15 Cother professional seasant wages 16 Cother professional seasant wages 17 Interest 17 Interest 18 Taxes 19 Depreciation and depleton 19 2014 20 Occupancy 21 Travel, conferences, and prestings NCH 20 Occupancy 21 Travel, conferences, and prestings NCH 22 Printing and publications OGDEN 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (of negative, enter -0-) 26 Adjusted net income (of negative, enter -0-) 3 N/A | Š | 7 | assets on time of | | 5.723. | | | | | |
| 9 Income modifications 10a and advances b Less Cest of goods seld c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 -21,420. 58,626. 13 Compensation of officers, directors, trustees, sic 14 Other employee salaries and wages 15 Pension plans, employee benefits 18 Legal fees 15 Pension plans, employee benefits 18 Legal fees 17 Interest 17 Interest 18 Taxes 19 Depreciation and depletify 19 2014 20 Occupancy 21 Travel, conferences, and precising NICH 20 Occupancy 21 Travel, conferences, and precising NICH 22 Printing and publications OCIDEN 23 Other expenses 25 STMT 5 2,444. 286. 0. 26 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and debursements b Net investment income (of negative, enter -0-) 26 Adjusted net income (of negative, enter -0-) 27 Adjusted net income (of negative, enter -0-) 28 Total operating of negative, enter -0-) 29 N/A | æ | Ŕ | | | 37,230 | | · · · · · · · · · · · · · · · · · · · | | | |
| 10a and allowances b Less Coat of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 -21,420. 58,626. 13 Compensation of effices, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 3 8,893. 0 RECEIVED 0. 17 Interest RECEIVED 0. 18 Taxes STMT 4 1,261. 761. OGDEN, UT 0. 19 Depreciation and depletion 1 9 2014 20 Occupancy 21 Travel, conferences, another expenses STMT 5 2,444. 286. 0. 22 Printing and publications OGDEN 24 Total operating and administrative expenses. Add lines 13 through 23 12,598. 1,047. 0. 25 Contributions, girls, grants paid 100,000. 112,598. 1,047. 100,000. 26 Total expenses and disbursements. Add lines 24 and 25 112,598. 1,047. 100,000. | | ٩ | · • | · · · · · · · · · · · · · · · · · · · | ··· | | | | | |
| b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 -21,420. 58,626. 13 Compensation of officers, directors, business, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 3 b Accounting fees c Other professional leasa of the transport of the professional leasa | | 100 | Creen calca lana ratuma | · | | <u> </u> | | | | |
| c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 -21,420. 58,626. 13 Compensation of officers, directors, trustees, atc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 3 16 Accounting fees 17 Interest RECEVED 18 Taxes STMT 4 1,261. 761. GGDEN, U1 10 Depreciation and depleted 1 9 2014 10 Occupancy 11 Travel, conferences, and preciping NCH 12 Printing and publications OGDEN 13 Other expenses STMT 5 14 Other expenses STMT 5 15 Compensional least Add lines 1 through 23 16 Total expenses and disbursements. 17 Interest RECEVED 18 Taxes STMT 4 1,261. 761. GGDEN, U1 19 Depreciation and depleted 1 9 2014 20 Occupancy 21 Travel, conferences, and preciping NCH 22 Printing and publications OGDEN 23 Other expenses STMT 5 2,4444. 286. 0. 24 Total operating and administrative expenses and disbursements. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 26 Add lines 24 and 25 27 Subtract line 26 from line 12: 28 Excess of revenue over expenses and disbursements b Net investment income (of negative, enter -0-) 26 Adjusted net income (of negative, enter -0-) 27 Adjusted net income (of negative, enter -0-) 28 Excess of revenue over expenses and disbursements b Net investment income (of negative, enter -0-) 29 Contributions (of negative, enter -0-) 20 Adjusted net income (of negative, enter -0-) 20 Adjusted net income (of negative, enter -0-) 20 Adjusted net income (of negative, enter -0-) | | Ι. | | | | | | | | |
| 11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers, drectors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 16a Legal fees 17 Pension plans, employee benefits 17 Pension plans, employee benefits 17 Pension plans, employee benefits 18 Pension plans, employee benefits 18 Pension plans, employee benefits 16a Legal fees 17 Pension pla | | 1 | <u> </u> | | | | | | | |
| 12 Total Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 17 Interest 18 Taxes 18 Taxes 18 Taxes 19 Depreciation and depetion 192014 20 Occupancy 21 Travel, conferences, and pinestings NCH 22 Printing and publications OGDEN 23 Other expenses Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 19 Total Add lines 12: 8 Excass of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 19 C Adjusted net income (if negative, enter -0-) 20 C Adjusted net income (if negative, enter -0-) 20 C Adjusted net income (if negative, enter -0-) 21 C Adjusted net income (if negative, enter -0-) 22 C Adjusted net income (if negative, enter -0-) 23 C Adjusted net income (if negative, enter -0-) 24 C Adjusted net income (if negative, enter -0-) 25 C Adjusted net income (if negative, enter -0-) 26 C Adjusted net income (if negative, enter -0-) 27 C Adjusted net income (if negative, enter -0-) 28 C Adjusted net income (if negative, enter -0-) 29 C Adjusted net income (if negative, enter -0-) 30 C Adjusted net income (if negative, enter -0-) 31 C Adjusted net income (if negative, enter -0-) 32 C Adjusted net income (if negative, enter -0-) 33 C Adjusted net income (if negative, enter -0-) 34 C Adjusted net income (if negative, enter -0-) 35 C Adjusted net income (if negative, enter -0-) | | l . | , , | -80 067 | 0. | | STATEMENT 2 | | | |
| 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 3 8,893. | | 1 | | | | | DIMILIMINI Z | | | |
| 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees Cother professional least of the p | _ | + | • | | | | 0. | | | |
| 15 Pension plans, employee benefits 16a Legal fees STMT 3 8,893. 0. RECEIVED 16a Legal fees STMT 3 8,893. 0. RECEIVED 16a Legal fees STMT 3 8,893. 0. RECEIVED 17 Interest RECEIVED 18 Taxes PROPERTY A 1,261. 761. GDEN, UT 0. DODEN, UT 0 | | 1 | , , , | | | | - | | | |
| 16a Legal fees STMT 3 8,893. 0.4 Counting fees c Other professional fees a Counting fees c Other professional fees STMT 4 1,261. 761. OGDEN, 17 Interest PC EVEL 18 Taxes STMT 4 1,261. 761. OGDEN, 17 Oc. Occupancy 21 Travel, conferences, and meetings NCH 22 Printing and publications OGDEN 23 Other expenses STMT 5 2,444. 286. 0. Octobround of the state of | | 1 | | | | DEOENTED | | | | |
| Cother professional feasing the first of the professional feasing the p | es | 1 | | 8.893. | 10. | KECEIVED | 0. | | | |
| Cother professional feasing the first of the professional feasing the p | BUS | 1 | 2092.1000 | 0,055. | | | 1 1 2 1 | | | |
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| Travel, conferences, and predictions of DEN 200 Occupancy 21 Travel, conferences, and predictions of DEN 23 Other expenses STMT 5 2,444. 286. 0. Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 100,000. 26 Total expenses and disbursements. Add lines 24 and 25 112,598. 1,047. 100,000. 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 57,579. C Adjusted net income (if negative, enter -0-) | ē E | 17 | | | | | ¢ | | | |
| 25 Contributions, girts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A | aţi | 18 | Butter a to be a few mount | 1.261. | 761. | 0.00011114 | | | | |
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| 25 Contributions, girts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A | Ą | 21 | | | | | | | | |
| 25 Contributions, girts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A | è | 22 | Printing and publications OCOEN | | | | | | | |
| 25 Contributions, girts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A | <u> </u> | 23 | | 2 444 | 286 | | <u> </u> | | | |
| 25 Contributions, girts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A | 돌 | 24 | • | | | | | | | |
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| 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A | Ö | 25 | | | 1,011. | | 100 000 | | | |
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| 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A | | [| - | 112 598 | 1 047 | | 100 000 | | | |
| a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A | _ | 27 | | | | | 100,000. | | | |
| b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A | | 1 | • | -134 018 | | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | • | 232,010. | 57 579 | | | | | |
| | | | | | | N/A | | | | |
| | 1235 | 01 | | instructions. | | | Form 990-PF (2011) | | | |

Form **990-PF** (2011)

G14

| Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only | | Balance Sheets Attached schedules and amounts in the description | Beginning of year | | End of year | | | |
|--|-------|--|---------------------|----------------|---------------------------|--|--|--|
| ட | arı | column should be for end-of-year amounts only | (a) Book Value | (b) Book Value | (c) Fair Market Value | | | |
| | 1 | Cash - non-interest-bearing | 730,000. | 171,525. | 171,525. | | | |
| | 2 | Savings and temporary cash investments | | | | | | |
| | | Accounts receivable ► | | | | | | |
| | ľ | Less: allowance for doubtful accounts | | | | | | |
| | | | | | | | | |
| | • | 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 | | | | | | |
| | Ì | Less: allowance for doubtful accounts | | | | | | |
| ø | 8 | Inventories for sale or use | | | | | | |
| Assets | 9 | Prepaid expenses and deferred charges | | | | | | |
| Ş | | Investments - U.S. and state government obligations | | | | | | |
| | | Investments - corporate stock STMT 6 | 415,446. | 415,446. | 395,425. | | | |
| | | Investments - corporate bonds | 413,440. | 415,440. | 373,423. | | | |
| | ۱ | · • • • • • • • • • • • • • • • • • • • | | | | | | |
| | 11 | Investments - land buildings, and equipment basis | | | | | | |
| | | Less accumulated depreciation | | | | | | |
| | 12 | Investments - mortgage loans | | | | | | |
| | 13 | Investments - other STMT 7 | 499,826. | 924,283. | 1,354,691. | | | |
| | 14 | Land, buildings, and equipment basis ▶ | | | | | | |
| | | Less accumulated depreciation | | | | | | |
| | 15 | Other assets (describe ►) | | | | | | |
| | | | | | | | | |
| | 16 | Total assets (to be completed by all filers) | 1,645,272. | 1,511,254. | 1,921,641. | | | |
| _ | | Accounts payable and accrued expenses | = 7 0 2 0 7 2 . 2 0 | | | | | |
| | 18 | Grants payable | | | | | | |
| | ١. | · · · | | | | | | |
| Liabilities | 19 | Deferred revenue | | | | | | |
| Ħ | 20 | Loans from officers, directors, trustees, and other disqualified persons | | <u> </u> | | | | |
| į | 21 | . , | | | | | | |
| _ | 22 | Other liabilities (describe) | | | | | | |
| | | | | | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | | | | |
| | | Foundations that follow SFAS 117, check here | | | | | | |
| | | and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| ë | 24 | Unrestricted | | | | | | |
| ances | 25 | - | · · | | | | | |
| | 26 | · · · | | | | | | |
| 펄 | 20 | · · · · · · · · · · · · · · · · · · · | | | | | | |
| Net Assets or Fund Ba | | • | | | | | | |
| 5 | l | and complete lines 27 through 31. | ا م | _ | | | | |
| ţ | 27 | Capital stock, trust principal, or current funds | 0. | 0. | | | | |
| SSe | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | | | | |
| Ž | 29 | Retained earnings, accumulated income, endowment, or other funds | 1,645,272. | 1,511,254. | | | | |
| Ž | 30 | Total net assets or fund balances | 1,645,272. | 1,511,254. | | | | |
| | | | | | | | | |
| | 31 | Total liabilities and net assets/fund balances | 1,645,272. | 1,511,254. | | | | |
| | | III Analysis of Changes in Net Assets or Fund Ba | lancos | | | | | |
| Ш | art | III Analysis of Changes in Net Assets of Fund Ba | 21411065 | | | | | |
| 1 | Total | I net assets or fund balances at beginning of year - Part II, column (a), line 3 | 30 | | | | | |
| | | st agree with end-of-year figure reported on prior year's return) | | 1 | 1,645,272. | | | |
| 2 | - | r amount from Part I, line 27a | 2 | -134,018. | | | | |
| | | r increases not included in line 2 (itemize) | | 3 | 0. | | | |
| | | lines 1, 2, and 3 | | | 1,511,254. | | | |
| | | | | ├ | 0. | | | |
| | | eases not included in line 2 (itemize) | luma (h) lua- 20 | 5 | 1,511,254. | | | |
| 0 | rota | net assets or fund balances at end of year (line 4 minus line 5) - Part II, col | umn (D), line 30 | 6 | | | | |
| | | | | | Form 990-PF (2011) | | | |

C/O HPM PARTNERS LLC

| Part IV Capital Gains | and Losses for Tax or | n Investmen | t Income | | | | |
|--|---|---|--------------------------------------|-----------------|--|--|---|
| (a) List and desc 2-story brick w | cribe the kind(s) of property sold rarehouse; or common stock, 200 | (e.g., real estate, shs. MLC Co.) | _ | (6) F | low acquired - Purchase - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
| 1a FROM K-1 - ENT | ERPRISE PRODUC | TS PARTN | ERS LP | | D | 12/31/10 | 12/31/11 |
| | ERPRISE PRODUC | | | | D | 12/31/10 | 12/31/11 |
| | DERMORGAN ENERG | | | + | $\frac{D}{D}$ | 12/31/10 | 12/31/11 |
| | INS ALL AMERICA | | | + | $\frac{\overline{D}}{D}$ | 12/31/10 | 12/31/11 |
| e CAPITAL GAINS | | AN FIFED | ING DF | | | 12/31/10 | 12/31/11 |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | | st or other basis expense of sale | | - | (h) Gain or (los (e) plus (f) minus | |
| a | | | | $\overline{}$ | | | 2,026. |
| b | | | | | | | -990. |
| C | | 1 | | 一十 | | | 376. |
| d | | | | | | | 19. |
| e 4,292. | | | | | | | 4,292. |
| Complete only for assets show | ng gain in column (h) and owned | by the foundation | on 12/31/69 | | | (I) Gains (Col. (h) gai | n minus |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | | cess of col. (i) col. (j), if any | | co | I. (k), but not less th Losses (from col. | an -0-) or (h)) |
| a | | | | | | | 2,026. |
| b | | | | | | | -990. |
| C | | | | | | | 376. |
| d | | | | | | | 19. |
| e | | | | | | | 4,292. |
| 2 Capital gain net income or (net ca | | nter in Part I, line r -0- in Part I, line | | } | 2 | | 5,723. |
| 3 Net short-term capital gain or (lo | • | | | [| | · | |
| If gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8 | , column (c). | , == (=,: | | } | 3 | N/2 | A |
| Part V Qualification U | | for Reduced | Tax on Ne | t Inve | estment In | come | |
| If section 4940(d)(2) applies, leave to Was the foundation liable for the sectif "Yes," the foundation does not qua 1 Enter the appropriate amount in | ction 4942 tax on the distributable alify under section 4940(e). Do no | t complete this pa | ırt. | _ | | | Yes X No |
| (a) | , , | 134 0010113 001010 | making any circ | | | | (d) |
| Base period years Calendar year (or tax year beginni | ing in) Adjusted qualifying | | Net value of r | (c) nonchari | table-use assets | (col. (b) d | (d) ibution ratio ivided by col. (c)) |
| 2010 | | 0. | | | 10,854 | ł • <u> </u> | .000000 |
| 2009 | | | | | | | - |
| 2008 | | | | | | | |
| 2007 | | | | | | | |
| 2006 | | | | | | - | |
| 2 Total of line 1, column (d) | | | | | | 2 | .000000 |
| 3 Average distribution ratio for the the foundation has been in existe | | ital on line 2 by 5, | or by the numb | er of yea | ırs | 3 | .000000 |
| 4 Enter the net value of noncharital | ble-use assets for 2011 from Part | t X, line 5 | | | | 4 | 1,945,372. |
| 5 Multiply line 4 by line 3 | | | | | | 5 | 0. |
| 6 Enter 1% of net investment incor | me (1% of Part I, line 27b) | | | | | 6 | 576. |
| 7 Add lines 5 and 6 | | | | | | 7 | 576. |
| | Dod Will Iv. 4 | | | | | | |
| 8 Enter qualifying distributions from | • | | | | | _ 8 | 100,000. |
| If line 8 is equal to or greater that See the Part VI instructions. | n line 7, check the box in Part VI, | line 1b, and comp | lete that part us | ing a 1% | 6 tax rate. | | |
| 123521 12-02-11 | <u> </u> | | | | | | Form 990-PF (2011) |
| 123361 12"02" | | | | | | | |

| WEATHERLOW FOUNDATION | | | |
|--|---------|----------------|--------|
| Form 990-PF (2011) C/O HPM PARTNERS LLC | | -4283491 | Page 4 |
| Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), | or 4948 | - see instruct | ions) |
| 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% | | | 576. |
| of Part I, line 27b | | | |

| b Domestic foundations that meet the section 4940(e) requirements in Part | V, check here 🕨 🛣 and ente | er 1% | 1 | 576 |
|---|--------------------------------------|------------------|----------|-----|
| of Part I, line 27b | | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organ | izations enter 4% of Part I, line 1: | 2, col. (b). 📗 📗 | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable for | indations only. Others enter -0-) | | 2 | |
| 3 Add lines 1 and 2 | | Ì | 3 | 576 |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | | |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or le | ss, enter -0- | | 5 | 576 |
| 6 Credits/Payments: | | | | |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 500. | 1 | |
| b Exempt foreign organizations - tax withheld at source | 6b | | | |
| T | | 700 | | |

c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 6d 1,200. 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here _____ if Form 2220 is attached 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

| | Enter the amount of line 10 to be: Credited to 2012 estimated tax | | | υ. |
|----|--|--------------|-----|----------|
| Pá | art VII-A Statements Regarding Activities | - | | |
| 18 | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in | | Yes | |
| | any political campaign? | 1a | | X |
| ı | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| | If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or | | | |
| | distributed by the foundation in connection with the activities. | | | |
| (| Did the foundation file Form 1120-POL for this year? | 1c | | X |
| (| I 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. ▶ \$ | | | |
| • | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation | | | |
| | managers. ► \$ O . | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | 2 | | X |
| | If "Yes," attach a detailed description of the activities. | | | |
| 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 |
| 48 | ı Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | | X |
| t | olf "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? | 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 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 | Х | |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? | 7 | Х | |
| | If "Yes," complete Part II, col. (c), and Part XV | | | |
| 88 | Enter the states to which the foundation reports or with which it is registered (see instructions) | | | |
| | IL | | | |
| t | of 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 | Х | |
| 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 | | 1 | |
| | year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV | 9 | | <u> </u> |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 8 | 10 | X | |
| | For | n 990 | -PF | 2011) |

| Pa | art 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 | | Х |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? | | | _ |
| | If "Yes," attach statement (see instructions) | 12 | | х |
| 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 ▶ TONY DECELLO Telephone no. ▶ (216) | 706 | -24 | 61 |
| | | 114 | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | | | $\cdot \Box$ |
| | and enter the amount of tax-exempt interest received or accrued during the year | | /A | |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, | . | Yes | |
| | securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign | | | |
| | country | | | |
| Pa | art 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. | <u> </u> | Yes | No |
| 18 | a 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? | | | |
| | (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? Yes X No | 1 | | |
| | (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.) | | | |
| t | o If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations | ١ | | |
| | section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance check here | | | |
| (| Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected | | | х |
| | before the first day of the tax year beginning in 2011? These on follows to destribute process (section 4042) (does not copy for years the foundation who a private operating foundation. | 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)): | | | |
| 8 | a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning | | | |
| | before 2011? Yes X No | | | |
| | If "Yes," list the years \blacktriangleright | | | |
| ı | 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 | | |
| • | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | | | |
| _ | <u> </u> | ; | | |
| 38 | a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | | |
| | during the year? | | | |
| ı | b if "Yes," did it have excess business holdings in 2011 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, | ا ہے ا | | |
| | Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A | 3b | | U |
| | a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | Х |
| ı | b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that | , | | v |
| | had not been removed from jeopardy before the first day of the tax year beginning in 2011? | 4b m 990 | | X 2011) |
| | FUI . | ・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・ | | ااانء |

| Form 990-PF (2011) C/O HPM PARTNERS LLC | | | <u>27-42834</u> | 91 Page 6 |
|--|---|-----------------------------------|--|---|
| Part VII-B Statements Regarding Activities for Which | Form 4720 May Be I | Required (contin | ued) | |
| 5a During the year did the foundation pay or incur any amount to: | | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (sectio | n 4945(e))? | Y | es 🗶 No |] [|
| (2) Influence the outcome of any specific public election (see section 4955); (| or to carry on, directly or indir | ectly, | _ | 1 1 |
| any voter registration drive? | | | es 🗶 No | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes | 9 | Y | es 🛣 No | |
| (4) Provide a grant to an organization other than a charitable, etc., organization | n described in section | | | 1 1 |
| 509(a)(1), (2), or (3), or section 4940(d)(2)? | | Y | es 🗓 No | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, | or educational purposes, or f | | | |
| the prevention of cruelty to children or animals? | | Y | es 🗶 No | |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un | der the exceptions described | ın Regulatıons | | |
| section 53.4945 or in a current notice regarding disaster assistance (see instru | ictions)? | | N/A | 5b |
| Organizations relying on a current notice regarding disaster assistance check h | nere | | | |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f | rom the tax because it mainta | ined | | |
| expenditure responsibility for the grant? | N | I/A 🔲 Y | es 🔲 No | 1 1 |
| If "Yes," attach the statement required by Regulations section 53.494 | 5-5(d) | | | 1 1 |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to | pay premiums on | | } | |
| a personal benefit contract? | | Y ₁ | es 🛣 No | 1 1 |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a p | ersonal benefit contract? | | | 6b X |
| If "Yes" to 6b, file Form 8870. | | | | |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax s | helter transaction? | Y | es 🗶 No | |
| b If "Yes," did the foundation receive any proceeds or have any net income attribu | utable to the transaction? | | N/A | 7b |
| Part VIII Information About Officers, Directors, Trust | ees, Foundation Ma | nagers, Highl | у | |
| Paid Employees, and Contractors | | | | |
| 1 List all officers, directors, trustees, foundation managers and their | , ' | I () Composition | I (an a i i i i i i i i i i i i i i i i i i | |
| (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) Expense account, other |
| | to position | `enter'-0-)' | compensation | allowances |
| DAVID L. WAGNER | DIRECTOR, PRE | SIDENT, T | REAS | |
| 1560 SHERMAN AVE. SUITE 960 | 5 00 | | | • |
| EVANSTON, IL 60201 | 5.00 | 0. | 0. | 0. |
| ELLEN S. WAGNER | DIRECTOR, SEC | RETARY | | |
| 1560 SHERMAN AVE. SUITE 960 | 1 00 | | | • |
| EVANSTON, IL 60201 | 1.00 | 0. | 0. | <u> </u> |
| BRYN WAGNER HANSON | DIRECTOR | | | |
| 1560 SHERMAN AVE. SUITE 960 | 1 00 | | | 0 |
| EVANSTON, IL 60201 | 1.00 | 0. | 0. | 0. |
| | DIRECTOR | | | |
| | 1 00 | | | 0 |
| EVANSTON , IL 60201 2 Compensation of five highest-paid employees (other than those inc | 1.00 | O. | 0. | 0. |
| | | enter NONE. | (d) Contributions to | (e) Expense |
| (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 | (e) Expense account, other allowances |
| NONE | devoted to position | | compensation | allowalloes |
| 10111 | | | | |
| | | | | |
| | | | | |
| - | | † | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000 | | | <u> </u> | 0 |
| | | | Form S | 990-PF (2011) |

| 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 NONE Total number of others receiving over \$50,000 for professional services Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities List the foundation for four largest direct charitable Activities List the foundation for four largest direct charitable activities ouring the tax year, include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A 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 All other program-related investments. See instructions. 3 All other program-related investments. See instructions. | Part VIII Paid Employees, and Contractors (continued) | | |
|---|---|---------------------|---------------------------------------|
| Total number of others receiving over \$50,000 for professional services 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. | | ONE." | |
| Total number of others receiving over \$50,000 for professional services 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. N/A | | (b) Type of service | (c) Compensation |
| 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. N/A | NONE | | |
| Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year, include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. N/A | | | |
| 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. N/A | | | |
| 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. N/A | | | |
| 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. N/A | | | |
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| 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. N/A | | | |
| 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. N/A | | | |
| 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. N/A | | | |
| 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. N/A | | | |
| List the foundation's four largest direct charitable activities during the lax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 | Total number of others receiving over \$50,000 for professional services | | <u>▶</u> |
| number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 | | | |
| 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 | | | Expenses |
| 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 N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | | u, 616. | · |
| 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 N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | 1 N/A | | |
| 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 N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| 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 N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | 0 | | |
| 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 | | | |
| 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 | ***** | | |
| 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 | 3 | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | 4 | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | Part IX-B Summary of Program-Related Investments | | |
| All other program-related investments. See instructions. Total. Add lines 1 through 3 | Describe the two largest program-related investments made by the foundation during the tax year on lines | s 1 and 2. | Amount |
| All other program-related investments. See instructions. Total. Add lines 1 through 3 O . | 1 N/A | 1 11 2 12 | · · · · · · · · · · · · · · · · · · · |
| All other program-related investments. See instructions. Total. Add lines 1 through 3 O . | | | |
| All other program-related investments. See instructions. Total. Add lines 1 through 3 O . | | | |
| 3 | 2 | İ | |
| 3 | | | |
| 3 | With the state of | | |
| Total. Add lines 1 through 3 ▶ 0. | All other program-related investments. See instructions. | | |
| | 3 | | |
| | | | |
| | | | |
| | Total. Add lines 1 through 3 | > | |

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: 1,643,563. a Average monthly fair market value of securities 1a 331,434. 1b b Average of monthly cash balances c Fair market value of all other assets 10 1,974,997. 1d d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e 2 Acquisition indebtedness applicable to line 1 assets 3 Subtract line 2 from line 1d 29.625 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 1,945,372. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 97,269. Minimum investment return. Enter 5% of line 5 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.) 97,269. Minimum investment return from Part X, line 6 576. Tax on investment income for 2011 from Part VI, line 5 2a Income tax for 2011. (This does not include the tax from Part VI.) c Add lines 2a and 2b 576. 20 96,693. Distributable amount before adjustments. Subtract line 2c from line 1 3 3 Recoveries of amounts treated as qualifying distributions 4 96,693. Add lines 3 and 4 5 5 6 Deduction from distributable amount (see instructions) Distributable amount as adjusted. Subtract fine 6 from line 5. Enter here and on Part XIII, line 1 96,693. Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 100,000. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B 1b 2 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 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 100,000. Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment 576. income. Enter 1% of Part I, line 27b 6 Adjusted qualifying distributions. Subtract line 5 from line 4 ĸ 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.

Form **990-PF** (2011)

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|--|---------------|----------------------------|-------------|---------------------|
| 1 Distributable amount for 2011 from Part XI, | | | | |
| line 7 | | | | 96,693. |
| 2 Undistributed income, if any, as of the end of 2011 | | <u>-</u> | | |
| a Enter amount for 2010 only | | | 18. | |
| b Total for prior years: | | _ | | |
| | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011: | | | | |
| a From 2006 | | | | |
| b From 2007 | | | | |
| c From 2008 | | | | |
| dFrom 2009 | | | | |
| eFrom 2010 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2011 from | | | | |
| Part XII, line 4: ►\$ 100,000. | | | 10 | |
| a Applied to 2010, but not more than line 2a | | | 18. | · |
| b Applied to undistributed income of prior | | <u>,</u> | | |
| years (Election required - see instructions) | | 0. | | · · · |
| c Treated as distributions out of corpus | | | | |
| (Election required - see instructions) | 0. | | | 06 602 |
| d Applied to 2011 distributable amount | 3 200 | | | 96,693. |
| e Remaining amount distributed out of corpus | 3,289. | | | |
| 5 Excess distributions carryover applied to 2011 (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: | | | | |
| & Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 3,289. | | | |
| 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 2010. Subtract line | | | | |
| 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2011. Subtract | | | | |
| lines 4d and 5 from line 1. This amount must | | | | |
| be distributed in 2012 | | | | 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 2006 | | | | |
| not applied on line 5 or line 7 | 0. | | · · · | |
| 9 Excess distributions carryover to 2012. | | | | |
| Subtract lines 7 and 8 from line 6a | 3,289. | | | |
| 0 Analysis of line 9: | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | | | | |
| c Excess from 2009 | | | ļ | |
| dExcess from 2010 | | | | |
| e Excess from 2011 3,289. | | | | 5 000 PF (004) |

C/O HPM PARTNERS LLC

| Part XIV Private Operating F | oundations (see in | structions and Part VII | A, question 9) | N/A | | | | |
|--|----------------------------|--------------------------------|-----------------------------|-----------------------------|--------------------|--|--|--|
| 1 a If the foundation has received a ruling o | r determination letter tha | t it is a private operating | | · · · · · · | | | | |
| foundation, and the ruling is effective fo | 2011, enter the date of | the ruling | ▶ | | | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section . 4942(j)(3) or 4942(j)(5) | | | | | | | | |
| 2 a Enter the lesser of the adjusted net | Tax year | | Prior 3 years | | | | | |
| income from Part I or the minimum | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (e) Total | | | |
| 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 | <u></u> | | | | | | | |
| 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) | | | | | 1 | | | |
| (2) Support from general public | | | | | | | | |
| and 5 or more exempt | | | | | | | | |
| organizations as provided in section 4942(j)(3)(B)(iii) | | | | | | | | |
| (3) Largest amount of support from | | | | | | | | |
| an exempt organization | | | | | | | | |
| (4) Gross investment income | | | | | | | | |
| Part XV Supplementary Info | mation (Comple | te this part only | f the foundation | had \$5,000 or me | re in accete | | | |
| at any time during t | | | i the louridation | riad \$5,000 or the | Jie III assets | | | |
| 1 Information Regarding Foundation | | | | | | | | |
| a List any managers of the foundation wh | = | than 2% of the total contr | ihiitions received by the | foundation before the clos | e of any tay | | | |
| year (but only if they have contributed in | | | ibations received by the | Touridation before the clos | ic of any tax | | | |
| 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 portion | in of the ownership of a pa | irtnership or | | | |
| other entity) of which the foundation has | | | or an equality lange perma | | | | | |
| NONE | | | | | | | | |
| 2 Information Regarding Contributi | on, Grant, Gift, Loan, | Scholarship, etc., Pr | ograms: | | | | | |
| Check here ► X if the foundation o | | | | ot accept unsolicited requi | ests for funds. If | | | |
| the foundation makes gifts, grants, etc. | | | | | | | | |
| a The name, address, and telephone numl | per of the person to who | m applications should be | addressed: | | - | | | |
| | • | | | | | | | |
| | | | | | | | | |
| b The form in which applications should b | e submitted and informati | tion and materials they sh | ould include: | | | | | |
| | | • | | | | | | |
| c Any submission deadlines: | | | | | | | | |
| | | -1h | | | | | | |
| d Any restrictions or limitations on awards | , such as by geographica | ai areas, charitable fields, l | kinas of institutions, or o | itner factors: | | | | |
| | | | | | | | | |
| | | | | | | | | |

27-4283491 C/O HPM PARTNERS LLC Form 990-PF (2011) Page 11 Part XV | Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Foundation Purpose of grant or contribution show any relationship to Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor a Paid during the year EVANSTON HISTORY CENTER UNRELATED PUBLIC CHARITY GENERAL USE 225 GREENWOOD STREET EVANSTON, IL 60201 10,000. EVANSTON COMMUNITY FOUNDATION INC. UNRELATED PUBLIC CHARITY GENERAL USE 1007 CHURCH STREET, SUITE 108 EVANSTON, IL 60201 25,000. COMMUNITY ANIMAL RESCUE EFFORT UNRELATED PUBLIC CHARITY GENERAL USE FRIENDS OF EVANSTON ANIMAL SHELTER INC 2310 OAKTON STREET EVANSTON, IL 60202 15,000. BOWDOIN COLLEGE UNRELATED PUBLIC CHARITY SCHOLARSHIP FUND 5000 SOUTH STREET BRUNSWICK, ME 04011 10,000. PUBLIC CHARITY WEST BROOK THE FUND FOR LAKE GEORGE INC. UNRELATED 2199A ROUTE 9, P.O. BOX 352 CONSERVATION LAKE GEORGE, NY 12845 INITIATIVE 25,000. SEE CONTINUATION SHEET(S) Total **▶** 3a 100,000. b Approved for future payment NONE

Form **990-PF** (2011)

▶ 3b

Total

Form 990-PF (2011) Part XVI-A

Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelate | ed business income | Exclu | ded by section 512, 513, or 514 | (e) |
|---|-----------------|-----------------------------|-----------------------|---------------------------------------|-----------------------------------|
| | (a) Business | (b) Amount | (C) Exclu- sion | (d) Amount | Related or exempt function income |
| 1 Program service revenue: | code | | code | | |
| <u> </u> | | | | | |
| b | | | | | |
| c | _ | | ļ | | |
| d | | | | | |
| e | | | | | |
| | ļ | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | ļ | | |
| 3 Interest on savings and temporary cash | | | | | |
| investments | | | L | | |
| 4 Dividends and interest from securities | | | 14 | 52,924. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal | | | | | |
| property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other | | | | | |
| than inventory | | | 18 | 5,723. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a SEE STATEMENT 9 | | -80,067. | | | |
| b | | | | | |
| C | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | -80,067. | | 58,647. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | -21,420. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | | |
| Part XVI-B Relationship of Activities to | the Ace | ampliahment of Ev | | t Dumeson | |
| relationship of Activities to | ine Acc | omplishment of Ex | emp | i Furposes | |
| Line No. Explain below how each activity for which incom | ne is reported | in column (e) of Part XVI-A | contrib | outed importantly to the accom | plishment of |
| the foundation's exempt purposes (other than b | y providing fu | nds for such purposes). | | | |
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| Form 99 | 0-PF (2011) C/O F | HPM PARTNERS L | LC | 27-42 | 83491 | Pa | ige 13 |
|-----------|---------------------------------------|---|-------------------------------------|---|----------------------------------|--------------|-----------|
| Part | | | o and Transactions a | nd Relationships With Noncl | haritable | е | |
| | Exempt Organ | | | | | Iv | |
| | | | | n described in section 501(c) of | İ | Yes | No |
| | · · · · · · · · · · · · · · · · · · · | | n 527, relating to political organi | zations? | | | |
| | | dation to a noncharitable exemp | t organization of: | | | | ų. |
| | Cash | | | • | 1a(1) | | X |
| | Other assets | | | | 1a(2) | | _ |
| | er transactions: | able average organization | | | 16/11 | | x |
| | Sales of assets to a noncharita | anie exempt organization oncharitable exempt organizatio | 0 | | 1b(1) 1b(2) | - | X |
| | Rental of facilities, equipment, | | !! | | 1b(3) | | X |
| | Reimbursement arrangements | | | | 1b(4) | | X |
| | Loans or loan guarantees | • | | - | 1b(5) | | X |
| | | embership or fundraising solicit | tations | | 1b(6) | _ | Х |
| | | ailing lists, other assets, or paid | | | 1c | | х |
| | • • • • • • | * | · · | ays show the fair market value of the good | is, other as: | ets, | |
| | | | | e in any transaction or sharing arrangemen | | | |
| cot | umn (d) the value of the goods, | , other assets, or services receiv | red. | | | | |
| (a)Line n | o (b) Amount involved | (c) Name of noncharit | able exempt organization | (d) Description of transfers, transactions, a | and sharing ar | rangeme | ints |
| | | N/A | A | | | | |
| | | | | | | | |
| | | | | | | | |
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| | | | | | | | |
| 2a ls 1 | he foundation directly or indirec | ctly affiliated with, or related to, | one or more tax-exempt organiz | ations described | | | _ |
| | • | er than section 501(c)(3)) or in : | section 527? | | Yes | LX | No |
| b If " | Yes," complete the following sch | | | (18) | | | |
| | (a) Name of or | ganization | (b) Type of organization | (c) Description of relation | nship | | |
| | N/A | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | Under penalties of perjury, I declare | e that I have examined this return, inc | luding accompanying schedules and s | statements, and to the best of my knowledge | | | |
| Sign | | | | ation of which preparer has any knowledge | May the IRS or return with th | e prepar | er |
| Here | | | 111114114 | PRESIDENT | shown below | | Ĭ'no |
| | Signature of officer or trusts | e | Date | Title | | | |
| | Print/Type preparer's n | name Preparer | 's signature | Date Check if PTI | N | | |
| | MATTHEW WO | OJTOWICZ, | | self- employed | | | |
| Paid | CPA | | COA | | 00969 | | |
| Prepa | arer Firm's name ► HPN | M PARTNERS LLC | | Firm's EIN ► 27- | 11808 | 31 | |

(216) 687-0700 Form **990-PF** (2011)

Use Only

Firm's address ▶ 600 SUPERIOR AVE, SUITE 1000 CLEVELAND, OH 44114

Phone no.

| Part XV Supplementary Information | | | | |
|--|--|--|---------------------------------------|-------------|
| 3 Grants and Contributions Paid During the | , | 1 | | _ |
| Recipient | If recipient is an individual, show any relationship to any foundation manager | Foundation status of | Purpose of grant or contribution | Amount |
| Name and address (home or business) | or substantial contributor | recipient | | |
| | | | | |
| MATTAPOISETT HISTORICAL SOCIETY | UNRELATED | PUBLIC CHARITY | MURAL RESTORATION VIA | |
| 5 CHURCH STREET, P.O. BOX 535 | | | THE ASHLEY MURAL FUND | |
| MATTAPOISETT, MA 02739 | | | | 2,500 |
| NANTUCKET CONSERVATION FOUNDATION | UNRELATED | PUBLIC CHARITY | ENVIRONMENTAL | |
| INC. | | | PRESERVATION | |
| P.O. BOX 13, 118 CLIFF ROAD | | | | |
| NANTUCKET, MA 02554 | | | | 1,000 |
| | | | | |
| NANTUCKET COMMUNITY SAILING INC. | UNRELATED | PUBLIC CHARITY | GENERAL USE | |
| 4 WINTER STREET, P.O. BOX 2424 | | | | |
| NANTUCKET, MA 02554 | | | | 1,000 |
| COMMUNITY FOUNDATION OF SOUTHEASTERN | UNRELATED | PUBLIC CHARITY | GENERAL USE | |
| MASSACHUSETTS INC, | | | | |
| 63 UNION STREET | | | | |
| NEW BEDFORD, MA 02740 | TATE DATE DATE DATE DATE DATE DATE DATE | DUDI TO GUADITA | T T T T T T T T T T T T T T T T T T T | 5,000 |
| BUILDON INC. P.O. BOX 16741 | UNRELATED | PUBLIC CHARITY | SELF-RELIANCE PROGRAMS | |
| STAMFORD, CT 06905 | | | IN THE UNITED STATES | |
| · | | | AND DEVELOPING | |
| | | | COUNTRIES | 1,000 |
| | | | | |
| BEST FRIENDS ANIMAL SOCIETY | UNRELATED | PUBLIC CHARITY | GENERAL USE | |
| 5001 ANGEL CANYON ROAD | | | | |
| KANAB, UT 84741 | | | | 1,000 |
| | | | | |
| THE MARION INSTITUTE INC. | UNRELATED | PUBLIC CHARITY | GENERAL USE | |
| 202 SPRING STREET | | |] | |
| MARION, MA 02738 | + | | | 1,000 |
| | | | | |
| COALITION FOR BUZZARDS BAY INC. | UNRELATED | PUBLIC CHARITY | PRESERVATION OF THE | |
| 114 FRONT STREET | | | BAY | |
| NEW BEDFORD, MA 02740 | | | | 2,000 |
| | | | | |
| WILDLIFE CONSERVATION NETWORK INC. | UNRELATED | PUBLIC CHARITY | 1 | |
| 25745 BASSETT LANE | | | ELEPHANTS | |
| LOS ALTOS, CA 94022 | | | - | 500 |
| | | | | |
| | | | | |
| | | | | |
| Total from continuation sheets | • | • | • | 15,000 |

| FORM 990-PF DIVIDEN | IDS AND | INTER | EST | FROM | SEC | URITIES | STATEME | NT — | 1 |
|---|-----------------------|----------|---------|-----------------------|--------|-----------------------------------|----------------|----------------------|----------|
| SOURCE | | GROSS | AMO | OUNT | | PITAL GAINS DIVIDENDS | COLUMN AMOU | | |
| CHARLES SCHWAB #8454-6525 | _ | | 57,216. | | 4,292. | 5 | 52,924. | | |
| TOTAL TO FM 990-PF, PART I, | LN 4 = | | 57 | ,216. | | 4,292. | 5 | 52,924. | |
| FORM 990-PF | ΓO | THER II | NCO | Œ | | | STATEME | NT | |
| DESCRIPTION | | 1 | REV | (A) ZENUE BOOKS | | (B) NET INVEST- MENT INCOME | | STED | 3 |
| FROM K-1 - ORDINARY LOSS - ENTERPRISE PRODUCTS PARTNERS FROM K-1 - ORDINARY LOSS - KINDERMORGAN ENERGY PARTNERS | LP | | | -27,4 -47,5 | | 0 | | | _ |
| FROM K-1 - ORDINARY LOSS - PALL AMERICAN PIPELINE LP | LAINS | | | -5,0 | 082. | 0 | • | | |
| TOTAL TO FORM 990-PF, PART I | , LINE | -80,067. | | 067. | 0 | • | | _ _ | |
| FORM 990-PF | | LEGAL | FEI | 3S | - | | STATEME | NT | <u> </u> |
| DESCRIPTION | (A EXPEN PER E | | | (B) INVE IT INC | BT- | (C) ADJUSTED NET INCOM | CHAR | D) ITABL POSES | |
| SIDLEY AUSTIN LLP | 8 | 3,893. | _ | | 0 | • | | 0 | <u> </u> |
| TO FM 990-PF, PG 1, LN 16A | 8 | 3,893. | | | 0 | • | | 0 | <u> </u> |
| | | | | | | | | | _ |

| FORM 990-PF | TAX | ES | STATEMENT | | |
|--|------------------------------|-----------------------------------|------------------------------|----------------------|--|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOM | | |
| FEDERAL TAX PAID FOREIGN TAXES PAID | 500. 761. | | | 0. | |
| TO FORM 990-PF, PG 1, LN 18 | 1,261. | 761. | | 0. | |
| FORM 990-PF | OTHER E | XPENSES | | STATEMENT 5 | |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOM | | |
| ILLINOIS FILING FEES INVESTMENT INTEREST EXPENSE NONDEDUCTIBLE EXPENSES FROM K-1 - 59(E)(2) KINDERMORGAN ENERGY PARTNERS | 125. 286. 386. | 286. | | 0. 0. 0. | |
| LP | 1,647. | 0. | | 0. | |
| TO FORM 990-PF, PG 1, LN 23 | 2,444. | 286. | | 0. | |
| FORM 990-PF | CORPORAT | E STOCK | | STATEMENT 6 | |
| DESCRIPTION | | ВО | OK VALUE | FAIR MARKET VALUE | |
| 6,350 SHS VANGUARD MSCI EMERG (VWO) 14,200 SHS FORD MOTOR COMPANY | | ETF | 255,128. 160,318. | 242,633. 152,792. | |
| TOTAL TO FORM 990-PF, PART II | , LINE 10B | | 415,446. | 395,425. | |
| | | | | | |

| FORM 990-PF | OTHER INVESTMENTS | | STATEMENT 7 |
|--|---------------------|------------|----------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| 6,400 UNITS ENTERPRISE PRODUCT | COST | 100 505 | |
| PARTNERS LP (EPD) 3,300 UNITS KINDER MORGAN ENER | GY COST | 120,507. | 296,832. |
| PARTNERS LP (KMP) 3,800 UNITS PLAINS ALL AMERICA | N COST | 95,797. | 280,335. |
| PIPELINE LP (PAA) | | 158,070. | 279,110. |
| 3,438.672 SHS FIDELITY NEW MKT INCOME (FNMIX) | 'S COST | 53,052. | 54,434. |
| 12,991.823 SHS JPMORGAN HIGH Y | TIELD COST | 108,588. | 98,998. |
| 9,183.352 SHS PIMCO EMRG LOCAL | BD COST | | - |
| FD (PELBX) 9,558.400 SHS PIMCO REAL RETUR | N COST | 101,471. | 92,293. |
| FUND (PRRIX) 7,358,580 SHS RIDGEWORTH HIGH | COST | 107,646. | 112,694. |
| INCOME (STHTX) | | 53,700. | 48,346. |
| 14,013.636 SHS PIMCO COMMODITY RETURN (PCRIX) | REAL COST | 125,452. | 91,649. |
| TOTAL TO FORM 990-PF, PART II, | LINE 13 | 924,283. | 1,354,691. |

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 8
PART VII-A, LINE 10

NAME OF CONTRIBUTOR

ADDRESS

DAVID L. WAGNER

1560 SHERMAN AVE. SUITE 960 EVANSTON, IL 60201

| FORM 990-PF | OTHER REVENUE | STATEMENT | | |
|--|--|-----------|---|--|
| DESCRIPTION CO | S UNRELATED EXCL DE BUSINESS INC CODE | | RELATED OR EXEMPT FUNC- TION INCOME | |
| FROM K-1 - ORDINARY LOSS - ENTERPRISE PRODUCTS | | | | |
| PARTNERS LP FROM K-1 - ORDINARY LOSS - KINDERMORGAN ENERGY | -27,454. | | | |
| PARTNERS LP FROM K-1 - ORDINARY LOSS - PLAINS ALL AMERICAN | -47,531. | | | |
| PIPELINE LP | -5,082. | | | |
| TOTAL TO FORM 990-PF, PG 12, LN | -80,067. | | | |

WEATHERLOW FOUNDATION

FEIN: 27-4283491

YEAR ENDED: DECEMBER 31, 2011

AMENDED RETURN STATEMENT

THE ENCLOSED FORM 990-PF HAS BEEN AMENDED TO CORRECT BEGINNING ASSET BALANCES DUE TO AMENDMENTS FROM 2010 FORM 990-PF AND CORRECTIONS TO INCOME IN 2011. THE BOOK VALUE AND INCOME OF THE FOLLOWING ASSETS WERE UPDATED AS FOLLOWS ON THE:

PART I, ANALYSIS OF REVENUE AND EXPENSES, LINES 6A, 11 AND 23

| PART I, ANALYSIS OF REVENUE AND EXPENSES, | LINES 6A, 11 AND 23 | |
|---|---------------------|-----------------|
| | 6A ORIGINAL | 6A AMENDED |
| | NET GAIN | NET GAIN |
| | COLUMNS (A & B) | COLUMNS (A & B) |
| | | |
| ENTERPRISE PRODUCT PARTNERS LP | 2,096 | 2,026 |
| ENTERPRISE PRODUCT PARTNERS LP | 0 | -990 |
| PLAINS ALL AMERICAN PIPELINE LP | 0 | 376 |
| KINDER MORGAN ENERGY PART. LP | 0 | 19 |
| CAPITAL GAINS DIVIDENDS | 4,292 | <u>4,292</u> |
| TOTAL | 6,318 | 5,723 |
| | | |
| | 11 ORIGINAL | 11 AMENDED |
| | OTHER INCOME | OTHER INCOME |
| | COLUMN (A) | COLUMN (A) |
| ENTERPRISE PRODUCT PARTNERS LP | 0 | -27,454 |
| PLAINS ALL AMERICAN PIPELINE LP | 0 | -5,082 |
| KINDER MORGAN ENERGY PART. LP | <u>0</u> | <u>-47,531</u> |
| TOTAL | 0 | -80,067 |
| | | |
| | 23 ORIGINAL | 23 AMENDED |
| | OTHER EXPENSES | OTHER EXPENSES |
| | COLUMN (A) | COLUMN (A) |
| KINDER MORGAN ENERGY PART. LP | 0 | 1,647 |

PART II, BALANCE SHEET, LINE 10B

| | BEGINNING | BEGINNING | ENDING | ENDING |
|---------------------------------|-------------------|------------|------------|-------------------|
| | ORIGINAL | AMENDED | ORIGINAL | AMENDED |
| | BOOK VALUE | BOOK VALUE | BOOK VALUE | BOOK VALUE |
| | | | | |
| ENTERPRISE PRODUCT PARTNERS LP | N/A | N/A | 148,951 | 120,507 |
| PLAINS ALL AMERICAN PIPELINE LP | 188,904 | 178,159 | 173,878 | 158,070 |
| KINDER MORGAN ENERGY PART. LP | 170,162 | 159.371 | 155,390 | 95,797 |