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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 08-01-2011 , and ending 07-31-2012

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
Weathertop Foundation FKA Thomas Nelson

% WILLIAM G URBAN

Number and street (or P O box number if mail is not delivered to street address)
5320 Grand Ave

Room/suite

City or town, state, and ZIP code
Des Moines, IA 50312

A Employer identification number
42-1431036

B Telephone number (see page 10 of the instructions)
(804) 282-2554

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation




I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 9,633,210

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	147,079	147,079		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	130,070			
	b Gross sales price for all assets on line 6a _____ 805,822				
	7 Capital gain net income (from Part IV, line 2)		130,070		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 339,178	318,517		
	12 Total. Add lines 1 through 11	616,327	595,666		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	3,200	1,600	0	1,600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	 11,729	629		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,332			2,332
	22 Printing and publications				
	23 Other expenses (attach schedule).	 23,608	23,051		557
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	40,869	25,280	0	4,489
	25 Contributions, gifts, grants paid	421,348			421,348
	26 Total expenses and disbursements. Add lines 24 and 25	462,217	25,280	0	425,837
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	154,110			
	b Net investment income (if negative, enter -0-)		570,386		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Assets	1	Cash—non-interest-bearing	680,521	517,025	517,025
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,908,835	4,286,297	5,447,809
	c	Investments—corporate bonds (attach schedule).	373,959	194,532	212,815
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,477,821	3,587,495	3,455,561
	Liabilities	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
15		Other assets (describe ▶ _____)			
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,441,136	8,585,349	9,633,210
17		Accounts payable and accrued expenses			
18		Grants payable			
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,441,136	8,585,349	
	30	Total net assets or fund balances (see page 17 of the instructions)	8,441,136	8,585,349	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,441,136	8,585,349	

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	8,441,136
2	Enter amount from Part I, line 27a	2	154,110
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	8,595,246
5	Decreases not included in line 2 (itemize) ▶ _____	5	9,897
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,585,349

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	130,070
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	505,031	8,454,240	0 059737
2009	332,410	7,453,045	0 044601
2008	345,266	6,569,665	0 052555
2007	224,264	7,821,406	0 028673
2006	234,960	7,384,096	0 03182

2	Total of line 1, column (d).	2	0 217386
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 043477
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	8,840,237
5	Multiply line 4 by line 3.	5	384,347
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,704
7	Add lines 5 and 6.	7	390,051
8	Enter qualifying distributions from Part XII, line 4.	8	425,837

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,704
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	5,704
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	5,704
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,586	
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	10,586
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	4,882
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 4,882	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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?	5		No
	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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> IA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13		
14	The books are in care of ▶WILLIAM G URBAN Telephone no ▶(804) 282-2554 Located at ▶29 LIBBIE AVENUE RICHMOND VA ZIP +4 ▶23226			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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)? (see page 22 of the instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

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

c

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

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

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

7a

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

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

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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Part VIII

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

[illegible]

Total number of others receiving over \$50,000 for professional services.	1
--	---

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	
2	
3	
4	

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

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

1	NONE	
2		
	All other program-related investments See page 24 of the instructions	
3		

Total. Add lines 1 through 3.		
--	---	--

Part X

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

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	8,444,860
b	Average of monthly cash balances.	1b	530,000
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,974,860
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	8,974,860
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	134,623
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,840,237
6	Minimum investment return. Enter 5% of line 5.	6	442,012

Part XI

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

1	Minimum investment return from Part X, line 6.	1	442,012
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	5,704
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,704
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	436,308
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	436,308
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	436,308

Part XII

Qualifying Distributions (see page 25 of the 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	425,837
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	425,837
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 (see page 26 of the instructions).	5	5,704
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	420,133
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				436,308
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 2009 , 2008 , 2007		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008. 1,461				
d From 2009.				
e From 2010. 101,884				
f Total of lines 3a through e.	103,345			
4 Qualifying distributions for 2011 from Part XII, line 4 ➤ \$ 425,837				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				425,837
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	10,471			10,471
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	92,874			
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 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) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	92,874			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . . 92,874				
e Excess from 2011. . . .				

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

NA

b

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

NA

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

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 Additional Data Table				
Total			3a	421,348
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	147,079	
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	130,070	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a <u>MERIT ENERGY P/S</u>			15	322,808	
b	<u>LAZARD, LTD</u>	523920	50			
c	<u>FEDERAL TAX REFUND</u>				20,661	
d	<u>ENTERPRISE PRODCTS PARTNERS P/S</u>	211110	-3,719			
e	<u>PLAINS ALL AMERICAN PIPELINE P/S</u>	211110	-622			
12	Subtotal Add columns (b), (d), and (e). .		-4,291		620,618	
13	Total. Add line 12, columns (b), (d), and (e).			13		616,327

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





[illegible]

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

[illegible]

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					
	*****			2012-12-13	*****	
	Signature of officer or trustee			Date	Title	
	Paid Preparer's Use Only	Preparer's Signature  Matt Juffer		Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
		Firm's name  HAMILTON JUFFER & ASSOCIATES LLP			Firm's EIN 	
Firm's address  666 GRAND AVENUE SUITE 2400 DES MOINES, IA 50309			Phone no (515) 245-3737			

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 42-1431036
Name: Weathertop Foundation FKA Thomas Nelson

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
LAMAR ADVERTISING COMPANY	P	2010-09-15	2011-08-04
LAMAR ADVERTISING COMPANY	P	2010-09-27	2011-08-04
LAMAR ADVERTISING COMPANY	P	2010-11-08	2011-08-04
LAMAR ADVERTISING COMPANY	P	2011-06-24	2011-08-04
E*TRADE FINANCIAL CORPORATION	P	2011-05-11	2011-10-17
GREEN MOUNTAIN COFFEE RO	P	2011-12-01	2012-01-26
POLYPORE INTERNATIONAL, INC	P	2011-06-20	2012-01-30
POLYPORE INTERNATIONAL, INC	P	2011-09-14	2012-01-30
AMCOL INTERNATIONAL CORPORATIO	P	2011-04-27	2012-03-14
SPECTRA ENERGY CORPORATION	P	2011-12-28	2012-05-17
BRINKS COMPANY	P	2012-04-27	2012-07-18
ACACIA RESEARCH CORP	P	2011-10-24	2012-07-25
ACACIA RESEARCH CORP	P	2011-12-28	2012-07-25
JOHNSON & JOHNSON	P	2010-10-15	2011-08-18
WAL MART STORES, INC	P	2010-09-29	2011-08-25
BROOKFIELD ASSET MANAGEMENT	P	2011-02-24	2011-12-19
BROOKFIELD ASSET MANAGEMENT	P	2011-08-09	2011-12-19
DIGITAL REALTY TRUST, INC	P	2011-02-15	2012-01-26
VENTAS, INC	P	2011-02-15	2012-02-14
FORTUNE BRANDS NOTE	P	2010-08-03	2011-11-04
NJ NOTE	P	2009-01-29	2012-01-17
UST INC SENIOR NOTE	P	2009-02-10	2012-07-16
COOPER COMPANIES, INC	P	2010-10-18	2011-11-18
POLYPORE INTERNATIONAL, INC	P	2011-01-12	2012-01-30
NVR, INC	P	2010-09-29	2012-01-30
AMCOL INTERNATIONAL CORPOR	P	2011-01-03	2012-03-14
EXPEDITORS INTERNATIONAL OF ?	P	2010-09-09	2012-04-27
SPECTRA ENERGY CORPORATION	P	2010-10-22	2012-05-17
O REILLY AUTOMOTIVE, INC	P	2009-11-09	2012-06-27
BRINKS COMPANY	P	2008-12-08	2012-07-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BRINKS COMPANY	P	2009-12-10	2012-07-18
JOHNSON & JOHNSON	P	2005-08-17	2011-08-18
COCA-COLA	P	2008-11-19	2011-09-07
TARGET CORPORATION	P	2008-12-18	2012-01-20
TARGET CORPORATION	P	2008-12-29	2012-01-20
BARD C R INC	P	2008-10-02	2012-02-10
BARD C R INC	P	2008-10-23	2012-02-10
CHUBB CORP	P	2008-11-20	2012-03-15
CHUBB CORP	P	2009-01-30	2012-03-15
CHUBB CORP	P	2011-03-11	2012-03-15
CISCO SYSTEMS INC	P	2005-08-11	2012-04-20
CISCO SYSTEMS INC	P	2008-08-06	2012-04-20
CISCO SYSTEMS INC	P	2010-10-19	2012-04-20
CISCO SYSTEMS INC	P	2010-11-05	2012-04-20
CISCO SYSTEMS INC	P	2010-11-16	2012-04-20
BROWN FORMAN CORP B	P	2009-09-09	2012-06-27
WAL MART STORES, INC	P	2005-11-03	2012-07-31
WAL MART STORES, INC	P	2009-02-03	2012-07-31
WAL MART STORES, INC	P	2010-09-29	2012-07-31
MACERICH COMPANY	P	2009-12-23	2012-01-26
MACERICH COMPANY	P	2010-03-23	2012-01-26
MACERICH COMPANY	P	2010-11-02	2012-01-26
BOSTON PROPERTIES	P	2010-11-02	2012-01-26
AVALONBAY COMMUNITIES INC	P	1998-06-09	2012-01-26
EQUITY RESIDENTIAL	P	1997-12-24	2012-01-26
PROLOGIS	P	2003-04-17	2012-02-14
AVALONBAY COMMUNITIES INC	P	1998-06-09	2012-02-14
DIVERGENCE, INC	P		2012-03-02
GENERAL GROWTH PROPERTIES, INC	P		2012-12-28
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,671		10,037	-3,366
3,159		4,980	-1,821
1,766		2,975	-1,209
3,924		5,338	-1,414
12,108		20,942	-8,834
14,688		16,470	-1,782
5,450		5,894	-444
5,450		6,388	-938
1,426		1,922	-496
8,580		9,249	-669
11,124		12,241	-1,117
12,434		15,840	-3,406
6,217		7,338	-1,121
11,932		12,077	-145
9,035		9,094	-59
11,784		14,660	-2,876
10,475		11,140	-665
20,814		16,797	4,017
5,745		5,551	194
76,093		76,823	-730
50,000		51,187	-1,187
50,000		51,417	-1,417
8,653		7,639	1,014
21,800		17,678	4,122
19,423		18,018	1,405
14,716		16,376	-1,660
16,232		17,207	-975
9,066		7,491	1,575
17,687		8,800	8,887
8,197		7,826	371

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,927		3,119	-192
6,908		7,000	-92
14,039		8,724	5,315
10,597		7,571	3,026
14,129		8,991	5,138
19,264		19,774	-510
11,925		10,751	1,174
12,350		8,220	4,130
14,408		9,000	5,408
17,152		14,595	2,557
13,331		11,993	1,338
2,587		3,103	-516
9,749		11,230	-1,481
9,948		12,099	-2,151
5,969		5,912	57
11,540		5,594	5,946
14,894		9,548	5,346
2,979		1,889	1,090
745		535	210
875		482	393
1,422		1,002	420
16,410		13,697	2,713
10,314		8,692	1,622
18,731		2,363	16,368
17,766		5,663	12,103
16,587		13,960	2,627
6,601		850	5,751
15,112			15,112
245			245
			51,669

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-3,366
			-1,821
			-1,209
			-1,414
			-8,834
			-1,782
			-444
			-938
			-496
			-669
			-1,117
			-3,406
			-1,121
			-145
			-59
			-2,876
			-665
			4,017
			194
			-730
			-1,187
			-1,417
			1,014
			4,122
			1,405
			-1,660
			-975
			1,575
			8,887
			371

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-192
			-92
			5,315
			3,026
			5,138
			-510
			1,174
			4,130
			5,408
			2,557
			1,338
			-516
			-1,481
			-2,151
			57
			5,946
			5,346
			1,090
			210
			393
			420
			2,713
			1,622
			16,368
			12,103
			2,627
			5,751
			15,112
			245

Form 990PF Part VIII Line 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
THOMAS N URBAN III	DIRECTOR 0	0		
1775 WEST 40TH AVE VANCOUVER, BRITISH COLUMBIA V6M 1W3 CA				
WILLIAM G URBAN	TREASURER 0	0		
29 LIBBIE AVENUE RICHMOND, VA 23226				
MARY BRIGHT URBAN	VICE-PRESIDENT 0	0		
5320 Grand Avenue Des Moines, IA 50312				
VICTORIA URBAN BROER	SECRETARY 0	0		
12611 LAKE SHORE BOULEVARD BRATENAH, OH 44108				
THOMAS NELSON URBAN JR	CHAIRMAN & PRESIDENT 0	0		
5320 Grand Avenue Des Moines, IA 50312				
CORNELIA URBAN SAWCZUK	DIRECTOR 0	0		
3497 COCHISE DRIVE SE ATLANTA, GA 30339				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Biddeford Pool Community ClubPO Box 123 Biddeford Pool, ME 04006	N/A	Public Charity	General Operations	1,000
Cathedral Of The Sacred Heart823 Park Avenue Richmond, VA 23220	N/A	Public Charity	Youth & Children Ministry	1,000
Children's Healthcare of Atlanta Foundation1687 Tullie Circle NE Atlanta, GA 30329	N/A	Public Charity	General Operations	500
Children's Miracle Network205 West 700 South Salt Lake City, UT 84101	N/A	Public Charity	Hospital Support	7,500
Cleveland Botanical Garden11030 East Boulevard Cleveland, OH 44106	N/A	Public Charity	General Operations	70,000
Community Consulting Team Atlanta Inc5775 Kayron Drive NE Atlanta, GA 30328	N/A	Public Charity	General Operations	1,000
Community Foundation of Greater Des Moines1915 Grand Avenue Des Moines, IA 50309	N/A	Public Charity	General Operations	10,000
Concord Academy166 Main Street Concord, MA 017429956	N/A	Public Charity	Reunion Fund for the Class of 1980	16,000
Cranbrook SchoolsPO Box 801 Bloomfield Hills, MI 483030801	N/A	Public Charity	Annual Fund	500
Cystic Fibrosis Foundation6931 Arlington Road Bethesda, MD 20814	N/A	Public Charity	General Operations	1,000
Des Moines Metro Opera106 West Boston Avenue Indianola, IA 501251836	N/A	Public Charity	General Operations	1,000
Des Moines Playhouse831 42nd Street Des Moines, IA 50312	N/A	Public Charity	General Operations	1,000
Friends Of Independent Schools & Better Education811 Karl Johan Avenue North Tacoma, WA 984061047	N/A	Public Charity	Independent School Operations	10,500
Friends of the Des Moines Botanical Garden909 Robert D Ray Drive Des Moines, IA 50316	N/A	Public Charity	Visioning Plan/General Operations	101,000
Friends of the Vancouver Art Gallery750 Hornby Street Vancouver, BC V6Z 2H7 CA	N/A	Public Charity	General Operations	5,000
Duke University Fuqua School of BusinessBox 90118 Durham, NC 277080118	N/A	Public Charity	Annual Fund	1,000
Georgetown UniversityPO Box 571253 Washinton, DC 200571253	N/A	Public Charity	Annual Fund	500
Georgia BIO1199 Euclid Avenue Atlanta, GA 303071509	N/A	Public Charity	General Operations	15,000
Georgia River Network126 South Milledge Avenue Suite E3 Athens, GA 30605	N/A	Public Charity	General Operations	250
Harvard Business School Fund Soldiers Field Road Boston, MA 021385762	N/A	Public Charity	Annual Fund	5,000
Harvard College Fund124 Mount Auburn Strret Cambridge, MA 021385762	N/A	Public Charity	Reunion Fund of Class of 1990	1,000
Horizon Theatre CompanyPO Box 5376 Atlanta, GA 31107	N/A	Public Charity	General Operations	500
Johns Hopkins University3400 North Charles Street Baltimore, MD 21218	N/A	Public Charity	Annual Fund	1,000
Lewis Ginter Botanical Gardens1800 Lakeside Avenue Richmond, VA 23228	N/A	Public Charity	Children's Garden	1,000
Middle Park Land TrustPO Box 1938 Granby, CO 80446	N/A	Public Charity	General Operations	4,000
Middlebury CollegeMiddlebury College Middlebury, VT 05753	N/A	Public Charity	Annual Fund	5,000
National Multiple Sclerosis Society733 Third Avenue New York, NY 10017	N/A	Public Charity	General Operations	5,000
National Tropical Botanical Garden3530 Papalina Road Kalaheo, HI 96741	N/A	Public Charity	General Operations	15,000
Northwestern University - Kellogg2001 Sheridan Road Evanston, IL 60208	N/A	Public Charity	Annual Fund	250
Ohio Grantmakers Forum37 West Broad Street Suite 800 Columbus, OH 432154198	N/A	Public Charity	General Operations	349

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Piton IncBox 35 Thomas, WV 26292	N/A	Public Charity	General Operations	2,000
Princeton University330 Alexander Street Princeton, NJ 08540	N/A	Public Charity	Annual Fund	16,000
Richmond Symphony612 East Grace Street Suite 401 Richmond, VA 14216	N/A	Public Charity	Annual Fund/General Operations	6,500
Ridley College Fund USA Inc55 Bedford Avenue Buffalo, NY 14216	N/A	Public Charity	Debt Retirement	9,000
Salisbury House Foundation4025 Tonawanda Drive Des Moines, IA 50312	N/A	Public Charity	General Operations	1,000
Shaw Festival FoundationPO Box 628 Lewiston, NY 140929819	N/A	Public Charity	General Operations	1,000
Simpson College701 North C Street Indianola, IA 50125	N/A	Public Charity	Annual Fund	10,000
Society Of The Four Arts2 Four Arts Plaza Palm Beach, FL 33480	N/A	Public Charity	Pavillion/Sculpture Garden	1,000
St Andrew's School (DE)350 Noxontown Road Middletown, DE 19709	N/A	Public Charity	Annual Fund	500
St Brendan's Chapel271 Main Street Saco, ME 04072	N/A	Public Charity	Harold Carroll Fund	250
St Catherine's School6001 Grove Avenue Richmond, VA 23226	N/A	Public Charity	Capital Campaign & Annual Fund	13,749
St Paul's Cathedral815 High Street Des Moines, IA 503092714	N/A	Public Charity	General Operations	5,000
St Paul's Church - Cleveland2747 Fairmont Boulevard Cleveland Heights, OH 44106	N/A	Public Charity	Capital Campaign	20,000
St Paul's School325 Pleasant Street Concord, NH 033019966	N/A	Public Charity	Annual Fund	250
St Peter's Preparatory High School114 Grand Street Jersey City, NJ 07302	N/A	Public Charity	General Operations	1,000
St Stephen's Preschool6000 Grove Avenue Richmond, VA 232262730	N/A	Public Charity	General Operations	500
Stanford University - The Stanford Fund326 Galvez Street Stanford, CA 953056105	N/A	Public Charity	The Stanford Fund	5,000
United Way of Central Iowa1111 Ninth Street Suit 300 Des Moines, IA 50309	N/A	Public Charity	General Operations	10,000
University of Chicago - Booth GSB5807 South Woodlawn Avenue Chicago, IL 60637	N/A	Public Charity	Annual Fund	500
University of Chicago - Division Of The Humanities1115 E 58th Street Chicago, IL 60637	N/A	Public Charity	Annual Fund	250
University of Chicago - Harris1155 East 60th Street Suite 111 Chicago, IL 60637	N/A	Public Charity	Annual Fund	500
Vinings Historic Preservation Society3010 Paces Mill Road Atlanta, GA 30339	N/A	Public Charity	General Operations	250
Virginia Squash Racquets Association901 East Cary Street Richmond, VA 23219	N/A	Public Charity	VSRA Supported Tournament	5,000
Winter Park Horseman's AssociationPO Box 245 Winter Park, CO 80482	N/A	Public Charity	General Operations	500
World Food Prize1700 Ruan Center 666 Grand Avenue Des Moines, IA 50309	N/A	Public Charity	General Operations	10,000
Claremont McKenna College400 N Claremont Boulevard Claremont, CA 91711	N/A	Public Charity	Annual Fund	250
Greater Baltimore Medical Center Foundation6701 North Charles St Baltimore, MD 21204	N/A	Public Charity	General Operations	10,000
Art 180 Inc0 E 4th St Studio 1 Richmond, VA 23224	N/A	Public Charity	General Operations	500
All Stars Project543 West 42 Street New York, NY 10036	N/A	Public Charity	General Operations	1,000
Biddeford Pool Land TrustPO Box 306 Biddeford Pool, ME 04006	N/A	Public Charity	General Operations	2,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Lovett School - Annual Fund4075 Paces Ferry Road NW Atlanta,GA 303273099	N/A	Public Charity	Annual Fund	1,000
Georgia Trust for Historic Preservation1516 Peachtree Street NW Atlanta,GA 30309	N/A	Public Charity	General O perations	500
Atlanta Educational Telecommunications740 Bismarck Road NE Atlanta,GA 30324	N/A	Public Charity	General O perations	500
The Fund For Our Economic Future1360 East Ninth Street Suite 210 Cleveland,OH 44114	N/A	Public Charity	General O perations	3,500
Total ▶ 3a				421,348

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: Weathertop Foundation FKA Thomas Nelson

EIN: 42-1431036

**TY 2011 Investments Corporate
Bonds Schedule****Name:** Weathertop Foundation FKA Thomas Nelson**EIN:** 42-1431036

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CATERPILLAR FINL SVCS BOND	50,063	54,285
CSX CORP NOTE	48,497	53,370
FORTUNE BRANDS NOTE	0	0
GE CAPITAL CORP MED. TERM NOTE	50,428	50,525
OWENS & MINOR NOTE	45,544	54,635
UST INC SENIOR NOTE	0	0
VERIZON NJ NOTE	0	0

**TY 2011 Investments Corporate
Stock Schedule**

Name: Weathertop Foundation FKA Thomas Nelson
EIN: 42-1431036

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALBEMARLE CORPORATION	9,380	20,377
ALTRIA GROUP, INC.	40,147	56,365
AMCOL INTERNATIONAL CORP	0	0
AMERICAN EXPRESS CO.	32,471	46,168
AON PLC CLASS A	19,467	20,221
AVALON BAY COMMUNITIES, INC	12,750	110,317
BABCOCK & WILCOX COMPANY	20,603	19,879
BARD C R INC	0	0
BE AEROSPACE, INC.	19,050	25,774
BECTON DICKINSON CO	53,573	54,511
BERKSHIRE HATHAWAY CLASS B	49,962	67,872
BHP BILLITON LTD.	32,699	28,526
BIOTECH & GENOME POWERSHARES	5,680	9,152
BLACKROCK S& P 500 INDEX A	585,704	707,947
BLACKROCK SMALL CAP INDEX A	250,344	307,697
BOSTON PROPERTIES	86,927	110,900
BRINKS COMPANY	0	0
BROOKFIELD ASSET MANAGEMENT	0	0
BROWN FORMAN CORP B	13,053	26,197
CANADIAN NATIONAL RAILWAY COMP	27,016	45,801
CARMAX, INC.	22,045	26,939
CHUBB CORP	0	0
CISCO SYSTEMS, INC.	0	0
COCA-COLA	26,147	96,960
COHEN & STEERS INC	13,745	16,005
COLGATE-PALMOLIVE	24,550	39,723
COOPER COMPANIES, INC.	19,200	30,932
CORE LABORATORIES INC.	15,710	27,890
DEERE & CO.	28,313	42,251
DIAGEO, P.L.C. ADR	25,775	40,622

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DIGITAL REALTY TRUST, INC.	83,985	117,105
DOMINION RESOURCES, INC	28,874	36,062
DU PONT E I DE NEMOURS	1,854	59,640
DUKE WEEKS REALTY CORP	97,283	108,450
ETRADE FINANCIAL CORPORATION	0	0
EMERSON ELECTRIC CO.	49,974	51,114
ENTERPRISE PRODUCT PARTNERS		
EOG RESOURCES	20,177	29,403
EQUITY RESIDENTIAL	32,088	107,627
EXPEDITORS INTERNATIONAL OF WA	34,284	27,033
EXXON MOBIL	38,617	52,110
FEDERATED INVESTORS, INC.	27,546	30,004
FISERV, INC.	12,482	17,603
GENERAL ELECTRIC	11,009	14,525
GLAXOSMITHKLINE PLC	30,764	35,328
GOOGLE, INC	38,874	50,638
HARRIS CORPORATION	9,255	11,870
HEINEKEN NV ADR	29,771	33,691
HEXCEL CORPORATION	11,910	18,632
INTEL CORP	20,625	25,700
INTERNATIONAL BUSINESS MACHINE	27,985	27,437
INTUIT INC	8,113	20,307
INVESCO, LTD.	12,023	12,835
ISHARES EMERGING MARKET INDEX	140,936	117,360
JM SMUCKER COMPANY	34,758	47,616
JOHNSON & JOHNSON	35,192	39,455
KIMCO REALTY CORPORATION	101,679	107,195
KINDER MORGAN, INC.	39,213	50,134
LABORATORY CORPORATION OF AMER	45,498	49,277
LAMAR ADVERTISING COMPANY	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LEGGETT & PLATT, INC.	30,614	30,134
LOEWS CORP	39,915	37,215
M&T BANK CORPORATION	44,158	51,246
MACERICH COMPANY	39,145	110,979
MARKEL CORPORATION	60,666	69,130
MARTIN MARIETTA MATERIALS, INC	23,205	25,548
MASTERCARD INC	27,565	43,657
MCCORMICK & COMPANY	33,358	46,878
MERCK & COMPANY, INC.	41,301	50,354
MSCI, INC.	14,405	15,614
NESTLE, SA	30,181	38,211
NEWMARKET CORPORATION	9,968	36,781
NVR, INC.	0	0
NOVARTIS AG ADR	48,374	50,999
O REILLY AUTOMOTIVE, INC.	11,733	25,722
OCEANEERING INTERNATIONAL, INC	20,352	28,533
PHILLIP MORRIS INTERNATIONAL	26,800	36,576
PLAINS ALL AMERICAN PIPELINE		
PLUM CREEK TIMBER	28,342	30,037
POLYPORE INTERNATIONAL, INC.	0	0
PORTFOLIO RECOVERY ASSOCIATES,	18,583	29,553
PRAXAIR, INC.	31,605	38,391
PROLOGIS	84,492	96,990
QUATERRA RESOURCES, INC	20,964	4,095
ROCKWELL COLLINS, INC.	17,520	14,160
ROYAL DUTCH SHELL, PLC	28,728	30,976
SPECTRA ENERGY CORPORATION	0	0
SCANA CORPORATION	14,378	19,668
SIRONA DENTAL SYSTEMS, INC	24,630	21,615
SOUTHERN COMPANY	31,869	35,438

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SUN COMMUNITIES, INC	100,805	116,475
SUNTRUST BANKS, INC.	20,860	23,650
SUPERIOR ENERGY SERVICES, INC.	11,446	10,835
TARGET CORPORATION	0	0
TIFFANY & COMPANY	12,834	14,357
TORTISE POWER & ENERGY INFRAST	32,146	34,331
TRIMBLE NAVIGATION LTD	14,711	19,917
UNIVERSAL HEALTH SERVICES CL B	15,500	15,632
VANGUARD FTSE EX US INDEX	170,545	226,490
VANGUARD MID-CAP	201,447	193,075
VENTAS, INC.	99,915	121,050
VERISK ANALYTICS, INC.	14,394	15,075
VERIZON COMMUNICATIONS	16,930	22,570
VODAFONE GROUP PLC	34,344	35,593
VORNADO REALTY TRUST	105,723	100,200
W.P. CAREY & COMPANY, LLC	103,406	106,214
WAL MART STORES, INC	25,320	40,937
WEYERHAEUSER COMPANY	23,714	29,771
WILLIS GROUP HOLDINGS	20,326	25,960

TY 2011 Investments - Other Schedule**Name:** Weathertop Foundation FKA Thomas Nelson**EIN:** 42-1431036

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MERIT ENERGY PARTNERS, C-II		1,391,772	1,391,772
BRAZIL TEAK INVESTORS, LLC		200,000	200,000
VENTRIA BIOSCIENCES INVESTMENT		137,000	137,000
LONGLEAF PARTNERS FUND		272,444	379,814
LONGLEAF PARTNERS SMALLCAP FD		688,315	672,831
LONGLEAF PARTNERS INTERNATIONAL		613,973	363,037
REACH SYSTEMS		157,258	157,258
BROOKFIELD INFRASTRUCTURE PART		32,771	40,623
ENTERPRISE PRODUCTS PARTNERS		33,410	40,015
LINN ENERGY		31,970	33,787
PLAINS ALL AMERICAN PIPELINE		28,582	39,424

TY 2011 Land, Etc. Schedule

Name: Weathertop Foundation FKA Thomas Nelson

EIN: 42-1431036

TY 2011 Other Decreases Schedule

Name: Weathertop Foundation FKA Thomas Nelson

EIN: 42-1431036

Description	Amount
PRIOR PERIOD ADJUSTMENT	9,897

TY 2011 Other Expenses Schedule**Name:** Weathertop Foundation FKA Thomas Nelson**EIN:** 42-1431036

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	205	205		
INVESTMENT EXPENSES	22,289	22,289		
BOARD DEVELOPMENT	525	262		263
POSTAGE	361	181		180
MISC EXPENSE	228	114		114

TY 2011 Other Income Schedule**Name:** Weathertop Foundation FKA Thomas Nelson**EIN:** 42-1431036

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MERIT ENERGY PARTNERS C-II, L P	322,808	322,808	
Lazard, LTD	50	50	
FEDERAL TAX REFUND	20,661		
ENTERPRISE PRODUCTS PARTNERS, L P	-3,719	-3,719	
PLAINS ALL AMERICAN PIPELINE, L P	-622	-622	

TY 2011 Taxes Schedule

Name: Weathertop Foundation FKA Thomas Nelson

EIN: 42-1431036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	11,100			
FOREIGN TAXES	629	629		