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AMENDED

OMB No 1545-0052

2012

Open to public inspection

Form 990-PF

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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation WEATHERLOW FOUNDATION C/O HPM PARTNERS LLC		A Employer identification number 27-4283491
Number and street (or P.O. box number if mail is not delivered to street address) 600 SUPERIOR AVE		B Telephone number (216) 706-2461
City or town, state, and ZIP code CLEVELAND, OH 44114		C If exemption application is pending, check here <input type="checkbox"/>
6 Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,103,351. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" 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	42,190.	42,190.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	287,931.			STATEMENT 1
	b Gross sales price for all assets on line 6a 582,356.				
	7 Capital gain net income (from Part IV, line 2)		184,695.		
	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)				
	11 Other income	-41,251.	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	288,870.	226,885.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes	1,641.	941.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	1,946.	195.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,587.	1,136.		0.
	25 Contributions, gifts, grants paid	105,000.			105,000.
	26 Total expenses and disbursements. Add lines 24 and 25	108,587.	1,136.		105,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	180,283.			
	b Net investment income (if negative, enter -0-)		225,749.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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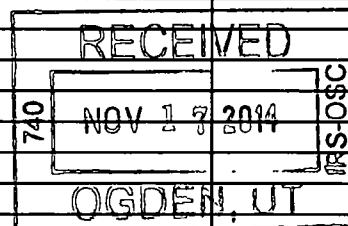
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	171,525.	112,043.	112,043.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 6	415,446.	415,447.	466,656.	
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 7	924,283.	1,164,047.	1,524,652.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	1,511,254.	1,691,537.	2,103,351.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	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	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	1,511,254.	1,691,537.		
	30 Total net assets or fund balances	1,511,254.	1,691,537.		
31 Total liabilities and net assets/fund balances	1,511,254.	1,691,537.			

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)	1,511,254.
2 Enter amount from Part I, line 27a	180,283.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,691,537.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,691,537.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b SEE ATTACHED STATEMENT					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e 582,356.	101,404.	502,941.	184,695.		
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					
b					
c					
d					
e			184,695.		
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	184,695.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	99,418.	1,945,372.	.051105
2010	0.	10,854.	.000000
2009			
2008			
2007			

2 Total of line 1, column (d)	2	.051105
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	.025553
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,051,006.
5 Multiply line 4 by line 3	5	52,409.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,257.
7 Add lines 5 and 6	7	54,666.
8 Enter qualifying distributions from Part XII, line 4	8	105,000.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	2,257.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,257.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,257.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,312.	
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	3,312.	
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	1,055.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>	11	1,055.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► TONY DECELLO Telephone no. ► (216) 706-2461			
Located at ► 600 SUPERIOR AVE SUITE 1000, CLEVELAND, OH		ZIP+4 ► 44114		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, 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 ►				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

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

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

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

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

N/A
☒

5b

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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

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

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID L. WAGNER 1560 SHERMAN AVE. SUITE 960 EVANSTON, IL 60201	DIRECTOR, PRESIDENT, TREAS 5.00	0.	0.	0.
ELLEN S. WAGNER 1560 SHERMAN AVE. SUITE 960 EVANSTON, IL 60201	DIRECTOR, SECRETARY 1.00	0.	0.	0.
BRYN WAGNER HANSON 1560 SHERMAN AVE. SUITE 960 EVANSTON, IL 60201	DIRECTOR 1.00	0.	0.	0.
MATTHEW R. WAGNER 1560 SHERMAN AVE. SUITE 960 EVANSTON, IL 60201	DIRECTOR 1.00	0.	0.	0.

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

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

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

0

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Part VIII

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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

0

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

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

Amount

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

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,890,454.
b	Average of monthly cash balances	1b	191,786.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,082,240.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,082,240.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,234.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,051,006.
6	Minimum investment return. Enter 5% of line 5	6	102,550.

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

1	Minimum investment return from Part X, line 6	1	102,550.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,257.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	1,898.
c	Add lines 2a and 2b	2c	4,155.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,395.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	98,395.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	98,395.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	105,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	105,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,257.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	102,743.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				98,395.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				3,295.
f Total of lines 3a through e	3,295.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 105,000.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				98,395.
e Remaining amount distributed out of corpus	6,605.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,900.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	9,900.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				3,295.
e Excess from 2012				6,605.

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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

**WEATHERLOW FOUNDATION
C/O HPM PARTNERS LLC**

Form 990-PF (2012)

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Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741	UNRELATED	PUBLIC CHARITY	GENERAL USE	7,000
SKIDMORE COLLEGE 815 N BROADWAY SARATOGA SPRINGS, NY 12866	UNRELATED	PUBLIC CHARITY	GENERAL USE	6,000.
BUILDON INC. P.O. BOX 16741 STAMPORD, CT 06905	UNRELATED	PUBLIC CHARITY	LITERACY AND SELF-RELIANCE PROGRAMS IN THE UNITED STATES AND DEVELOPING COUNTRIES	1,000.
COALITION FOR BUZZARDS BAY INC. 114 FRONT STREET NEW BEDFORD, MA 02740	UNRELATED	PUBLIC CHARITY	PRESERVATION OF THE BAY	2,000.
COMPASSION INTERNATIONAL 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80921	UNRELATED	PUBLIC CHARITY	GENERAL USE	500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				105,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

223621
12-05-12

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 PUBLICLY TRADED SECURITIES		P		
b 3,200 UNITS ENTERPRISE PRODUCTS PARTNERS LP		P	02/05/10	07/18/12
c 1,900 UNITS PLAINS ALL AMERICAN PIPELINE LP		P	02/05/10	07/18/12
d 1,650 UNITS KINDER MORGAN ENERGY PARTNERS LP		P	02/05/10	07/18/12
e ENTERPRISE PRODUCTS PARTNERS LP				
f PLAINS ALL AMERICAN PIPELINE LP				
g KINDERMORGAN ENERGY PARTNERS LP				
h CAPITAL GAINS DIVIDENDS				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 103,164.		105,146.	-1,982.
b 173,210.	40,769.	133,389.	80,590.
c 162,676.	15,415.	120,915.	57,176.
d 140,244.	45,220.	143,491.	41,973.
e			5,137.
f			1.
g			-1,262.
h 3,062.			3,062.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-1,982.
b			80,590.
c			57,176.
d			41,973.
e			5,137.
f			1.
g			-1,262.
h			3,062.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	184,695.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

**WEATHERLOW FOUNDATION
C/O HPM PARTNERS LLC**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FONKOZE 1700 KALORAMA RD NW, #102 WASHINGTON, DC 20009	UNRELATED	PUBLIC CHARITY	GENERAL USE	2,500.
EVANSTON COMMUNITY FOUNDATION INC. 1007 CHURCH STREET, SUITE 108 EVANSTON, IL 60201	UNRELATED	PUBLIC CHARITY	GENERAL USE	8,750.
EVANSTON HISTORY CENTER 225 GREENWOOD STREET EVANSTON, IL 60201	UNRELATED	PUBLIC CHARITY	GENERAL USE	2,500.
THE TRUSTEES OF RESERVATIONS 572 ESSEX STREET BEVERLY, MA 01915	UNRELATED	PUBLIC CHARITY	GENERAL USE	5,000.
NANTUCKET COMMUNITY SAILING INC. 4 WINTER STREET, P.O. BOX 2424 NANTUCKET, MA 02554	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,000.
NANTUCKET CONSERVATION FOUNDATION INC. P.O. BOX 13, 118 CLIFF ROAD NANTUCKET, MA 02554	UNRELATED	PUBLIC CHARITY	ENVIRONMENTAL PRESERVATION	500.
PILOT KNOB FIRE DEPARTMENT 683 E KEY STREET PILOT MOUNTAIN, NC 27041	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,000.
THE MARION INSTITUTE INC. 202 SPRING STREET MARION, MA 02738	UNRELATED	PUBLIC CHARITY	GENERAL USE	2,500.
WILDLIFE CONSERVATION NETWORK INC. 25745 BASSETT LANE LOS ALTOS, CA 94022	UNRELATED	PUBLIC CHARITY	PROTECTION OF ELEPHANTS	500.
LITTLE COMPTON VOLUNTEER FIRE DEPARTMENT 60 SIMMONS ROAD LITTLE COMPTON, RI 02837	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,000.
Total from continuation sheets				88,500.

**WEATHERLOW FOUNDATION
C/O HPM PARTNERS LLC**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LITTLE COMPTON HISTORICAL SOCIETY PO BOX 577 LITTLE COMPTON, RI 02837	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,000.
FRIENDS OF SAKONNET LIGHTHOUSE PO BOX 154 LITTLE COMPTON, RI 02837	UNRELATED	PUBLIC CHARITY	GENERAL USE	500.
BROWNELL LIBRARY PO BOX 146 LITTLE COMPTON, RI 02837	UNRELATED	PUBLIC CHARITY	GENERAL USE	500.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 31709	UNRELATED	PUBLIC CHARITY	LAKE COUNTY - VICTOR FUND	2,000.
YOUTH JOB CENTER OF EVANSTON 1114 CHURCH STREET EVANSTON, IL 60201	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,000.
NEW ENGLAND COASTAL WILDLIFE ALLIANCE 11 CLARENCE SOULE DRIVE MIDDLEBORO, MA 02346	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,250.
RED DOOR ANIMAL SHELTER 2410 WEST LUNT AVENUE CHICAGO, IL 60645	UNRELATED	PUBLIC CHARITY	GENERAL USE	7,125.
THE RHOSE ISLAND FOUNDATION 1 UNION STREET, #6 PROVIDENCE, RI 02903	UNRELATED	PUBLIC CHARITY	GENERAL USE	25,000.
LAKE GEORGE LAND CONSERVANCY 4905 LAKE SHORE DRIVE BOLTON LANDING, NY 12814	UNRELATED	PUBLIC CHARITY	GENERAL USE	8,750.
SACRED HEART SCHOOLS 6250 N SHERIDAN ROAD CHICAGO, IL 60660	UNRELATED	PUBLIC CHARITY	GENERAL USE	2,500.
Total from continuation sheets				

**WEATHERLOW FOUNDATION
C/O HPM PARTNERS LLC**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ENGENDER HEALTH 440 NINTH AVENUE NEW YORK, NY 10001	UNRELATED	PUBLIC CHARITY	GENERAL USE	2,500.
CURT'S CAPE 2922 CENTRAL STREET EVANSTON, IL 60201	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,500.
ALLOWANCE FOR GOOD 701 MAIN STREET, #6070 EVANSTON, IL 60204	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,000.
WBEZ 848 EAST GRAND AVENUE CHICAGO, IL 60611	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,000.
ENVIRONMENTAL WORKING GROUP 1436 U STREET NW, #100 WASHINGTON, DC 20009	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,000.
INNOCENCE PROJECT 40 WORTH STREET, #701 NEW YORK, NY 10013	UNRELATED	PUBLIC CHARITY	GENERAL USE	5,000.
GVCN PO BOX 880817 PORT SAINT LUCIE , FL 34953	UNRELATED	PUBLIC CHARITY	GENERAL USE	1,625.
Total from continuation sheets				

WEATHERLOW FOUNDATION

FEIN: 27-4283491

YEAR ENDED: DECEMBER 31, 2012

AMENDED RETURN STATEMENT

THE ENCLOSED FORM 990-PF HAS BEEN AMENDED TO CORRECT BEGINNING ASSET BALANCES DUE TO AMENDMENTS FROM 2010 AND 2011 FORMS 990-PF AND CORRECTIONS TO INCOME IN 2012. THE BOOK VALUE AND INCOME OF THE FOLLOWING ASSETS ARE UPDATED AS FOLLOWS ON:

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

	6A ORIGINAL	6A AMENDED
	NET GAIN	NET GAIN
	<u>COLUMN (A)</u>	<u>COLUMN (A)</u>
PUBLICLY TRADED SECURITIES	-1,982	-1,982
ENTERPRISE PRODUCTS PARTNERS LP	116,823	116,823
PLAINS ALL AMERICAN PIPELINE LP	79,610	79,610
KINDER MORGAN ENERGY PART. LP	86,542	86,542
ENTERPRISE PRODUCTS PARTNERS LP	5,465	5,137
PLAINS ALL AMERICAN PIPELINE LP	-1	1
KINDER MORGAN ENERGY PART. LP	0	-1,262
CAPITAL GAINS DIVIDENDS	<u>3,062</u>	<u>3,062</u>
TOTAL	289,519	287,931

	6B ORIGINAL	6B AMENDED
	NET GAIN	NET GAIN
	<u>COLUMN (B)</u>	<u>COLUMN (B)</u>
PUBLICLY TRADED SECURITIES	-1,982	-1,982
ENTERPRISE PRODUCTS PARTNERS LP	116,823	80,590
PLAINS ALL AMERICAN PIPELINE LP	79,610	57,176
KINDER MORGAN ENERGY PART. LP	86,542	41,973
ENTERPRISE PRODUCTS PARTNERS LP	5,465	5,137
PLAINS ALL AMERICAN PIPELINE LP	-1	1
KINDER MORGAN ENERGY PART. LP	0	-1,262
CAPITAL GAINS DIVIDENDS	<u>3,062</u>	<u>3,062</u>
TOTAL	289,519	184,695

	11 ORIGINAL OTHER INCOME COLUMN (A)	11 AMENDED OTHER INCOME COLUMN (A)
ENTERPRISE PRODUCT PARTNERS LP	0	-10,820
PLAINS ALL AMERICAN PIPELINE LP	0	-27,513
KINDER MORGAN ENERGY PART. LP	<u>0</u>	<u>-2,918</u>
TOTAL	0	-41,251

	23 ORIGINAL OTHER EXPENSES COLUMN (A)	23 AMENDED OTHER EXPENSES COLUMN (A)
ILLINOIS FILING FEES	10	10
INVESTMENT INTEREST EXPENSE	195	195
NONDEDUCTIBLE EXPENSES	185	185
KINDER MORGAN ENERGY PART. LP	<u>0</u>	<u>1,556</u>
TOTAL	390	1,946

PART II, BALANCE SHEET, LINE 10B

	BEGINNING ORIGINAL BOOK VALUE	BEGINNING AMENDED BOOK VALUE	ENDING ORIGINAL BOOK VALUE	ENDING AMENDED BOOK VALUE
ENTERPRISE PRODUCT PARTNERS LP	148,951	120,507	85,939	46,347
PLAINS ALL AMERICAN PIPELINE LP	173,878	158,070	78,821	60,097
KINDER MORGAN ENERGY PART. LP	155,390	95,797	90,090	166

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
103,164.	105,146.	0.	0.	-1,982.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,200 UNITS ENTERPRISE PRODUCTS PARTNERS LP			PURCHASED	02/05/10	07/18/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
173,210.	97,156.	0.	40,769.	116,823.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,900 UNITS PLAINS ALL AMERICAN PIPELINE LP			PURCHASED	02/05/10	07/18/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
162,676.	98,481.	0.	15,415.	79,610.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,650 UNITS KINDER MORGAN ENERGY PARTNERS LP	140,244.	98,922.	0.	45,220.	86,542.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ENTERPRISE PRODUCTS PARTNERS LP	0.	0.	0.	0.	5,137.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PLAINS ALL AMERICAN PIPELINE LP	0.	0.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
KINDERMORGAN ENERGY PARTNERS LP	0.	0.	0.	0.	-1,262.

CAPITAL GAINS DIVIDENDS FROM PART IV

3,062.

TOTAL TO FORM 990-PF, PART I, LINE 6A

287,931.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB #8454-6525	44,576.	3,062.	41,514.
ENTERPRISE PRODUCTS PARTNERS LP	23.	0.	23.
KINDER MORGAN ENERGY PARTNERS LP	550.	0.	550.
PLAINS ALL AMERICAN PIPELINE LP	103.	0.	103.
TOTAL TO FM 990-PF, PART I, LN 4	45,252.	3,062.	42,190.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - ENTERPRISE PRODUCTS PARTNERS LP	-10,820.	0.	
FROM K-1 - KINDER MORGAN ENERGY PARTNERS LP	-27,513.	0.	
FROM K-1 - PLAINS ALL AMERICAN PIPELINE, LP	-2,918.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-41,251.	0.	

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAID	700.	0.		0.
FOREIGN TAXES PAID	941.	941.		0.
TO FORM 990-PF, PG 1, LN 18	1,641.	941.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS FILING FEES	10.	0.		0.
INVESTMENT INTEREST EXPENSE	195.	195.		0.
NONDEDUCTIBLE EXPENSES	185.	0.		0.
FROM K-1 - KINDER MORGAN ENERGY PARTNERS LP	1,556.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,946.	195.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
6,350 SHS VANGUARD MSCI EMERGING MARKETS ETF (VWO)	255,129.	282,766.
14,200 SHS FORD MOTOR COMPANY (F)	160,318.	183,890.
TOTAL TO FORM 990-PF, PART II, LINE 10B	415,447.	466,656.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
6,400 UNITS ENTERPRISE PRODUCTS PARTNERS LP (EPD)	COST	46,347.	160,256.
3,300 UNITS KINDER MORGAN ENERGY PARTNERS LP (KMP)	COST	166.	131,654.
3,800 UNITS PLAINS ALL AMERICAN PIPELINE LP (PAA)	COST	60,097.	171,912.
9,615.025 SHS FIDELITY NEW MKTS INCOME (FNMIX)	COST	162,522.	171,147.
13,962.658 SHS JPMORGAN HIGH YIELD FD (OHYFX)	COST	116,344.	113,656.
9,183.352 SHS PIMCO EMRG LOCAL BD FD (PELBX)	COST	0.	0.
10,034.084 SHS PIMCO REAL RETURN FUND (PRRIX)	COST	113,543.	123,118.
7,856.340 SHS RIDGEWORTH HIGH INCOME (STHTX)	COST	57,158.	56,566.

14,536.141 SHS PIMCO COMMODITY REAL	COST	128,940.	96,520.
RETURN (PCRIX)			
8,642.183 SHS VANGUARD EQUITY	COST	202,992.	208,709.
INCOME		275,938.	291,114.
19,279.064 SHS WINTERGREEN FUND	COST		
TOTAL TO FORM 990-PF, PART II, LINE 13		1,164,047.	1,524,652.

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 9

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
FROM K-1 - ENTERPRISE PRODUCTS PARTNERS LP		-10,820.			
FROM K-1 - KINDER MORGAN ENERGY PARTNERS LP		-27,513.			
FROM K-1 - PLAINS ALL AMERICAN PIPELINE, LP		-2,918.			
TOTAL TO FORM 990-PF, PG 12, LN 11		-41,251.			