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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning **08/01/13**, and ending **07/31/14**

Name of foundation WEATHERTOP FOUNDATION F/K/A THOMAS NELSON URBAN JR		A Employer identification number 42-1431036
Number and street (or P.O. box number if mail is not delivered to street address) 5320 GRAND AVENUE	Room/suite	B Telephone number (see instructions) 804-282-2554
City or town, state or province, country, and ZIP or foreign postal code DES MOINES IA 50312		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) ▶ \$ 12,623,662	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) (see 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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,452	2,452		
	4 Dividends and interest from securities	176,565	176,565		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	446,844			
	b Gross sales price for all assets on line 6a 1,439,267				
	7 Capital gain net income (from Part IV, line 2)		414,264		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 2	1,258,345	1,219,702			
12 Total. Add lines 1 through 11	1,884,206	1,812,983	0		
Operating and Administrative Expenses	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)				
	c Other professional fees (attach schedule) STMT 3	10,235	5,118		5,117
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	40,822			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,450			1,450
	22 Printing and publications				
	23 Other expenses (att. sch.) STMT 5	32,773	32,773		
	24 Total operating and administrative expenses. Add lines 13 through 23	85,280	37,891	0	6,567
	25 Contributions, gifts, grants paid	1,162,409			1,162,409
26 Total expenses and disbursements. Add lines 24 and 25	1,247,689	37,891	0	1,168,976	
27 Subtract line 26 from line 12	636,517				
a Excess of revenue over expenses and disbursements		1,775,092			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	570,581	1,138,363	1,138,363
	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 instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ SEE WRK 300,000 Less: allowance for doubtful accounts ▶ 0	300,000	300,000	300,000
	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) SEE STMT 6	4,903,481	5,091,427	7,405,642
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 7	3,516,883	3,441,555	3,779,657
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	9,290,945	9,971,345	12,623,662
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 (attach schedule)			
	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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	9,290,945	9,971,345	
	30 Total net assets or fund balances (see instructions)	9,290,945	9,971,345	
	31 Total liabilities and net assets/fund balances (see instructions)	9,290,945	9,971,345	

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	9,290,945
2 Enter amount from Part I, line 27a	2	636,517
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	43,883
4 Add lines 1, 2, and 3	4	9,971,345
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,971,345

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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 SEE WORKSHEET				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

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	414,264
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 instructions). If (loss), enter -0- in Part I, line 8	3	10,329

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))
2012	442,675	10,039,234	0.044094
2011	420,133	8,840,237	0.047525
2010	505,031	8,454,240	0.059737
2009	332,410	7,453,045	0.044601
2008	345,266	6,569,665	0.052555

2 Total of line 1, column (d)	2	0.248512
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	0.049702
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,979,238
5 Multiply line 4 by line 3	5	595,392
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,751
7 Add lines 5 and 6	7	613,143
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,168,976

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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	17,751
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	17,751
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	17,751
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	23,335
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	23,335
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	5,584
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 5,584 Refunded	11	

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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? Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM G. URBAN 29 LIBBIE AVENUE Located at ► RICHMOND	Telephone no ► 804-282-2554 VA ZIP+4 ► 23226		
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		
16	At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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 ► <input type="checkbox"/>	
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 2013?	N/A 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 ► 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 2013 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 2013)	N/A 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2013?	4b	X

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Form 990-PF (2013) **WEATHERTOP FOUNDATION****42-1431036**Page **6****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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	5b	
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?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A <input type="checkbox"/>	7b	

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 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 STATEMENT 9				

2 Compensation of five highest-paid employees (other than those included on line 1 – see 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
NONE				

Total number of other employees paid over \$50,000**0**Form **990-PF** (2013)

Form 990-PF (2013) **WEATHERTOP FOUNDATION****42-1431036**Page **7****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶**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 (see instructions)

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 ▶	

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Form 990-PF (2013) **WEATHERTOP FOUNDATION****42-1431036**Page **8****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	11,160,817
b	Average of monthly cash balances	1b	1,000,846
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	12,161,663
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	12,161,663
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	182,425
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,979,238
6	Minimum investment return. Enter 5% of line 5	6	598,962

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	598,962
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,751
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,751
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	581,211
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	581,211
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	581,211

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	1,168,976
b	Program-related investments – total from Part IX-B	1b	
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	1,168,976
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 instructions)	5	17,751
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,151,225

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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	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				581,211
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009				
c From 2010				56,784
d From 2011				
e From 2012				
f Total of lines 3a through e	56,784			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 1,168,976				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				581,211
e Remaining amount distributed out of corpus	587,765			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	644,549			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	644,549			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				56,784
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				587,765

Form **990-PF** (2013)

Part XIV Private Operating Foundations (see 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 2013, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see 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).)
N/A

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
N/A

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

Form 990-PF (2013) **WEATHERTOP FOUNDATION****42-1431036**Page **11****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 SEE STATEMENT 10				1,162,409
Total			▶ 3a	1,162,409
b Approved for future payment N/A				
Total			▶ 3b	

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning 08/01/13 , and ending 07/31/14		

Name **WEATHERTOP FOUNDATION**
F/K/A THOMAS NELSON URBAN JR

Employer Identification Number
42-1431036

(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.)
(1) ROCKWELL COLLINS, INC.	P	09/13/12	08/19/13
(2) ROCKWELL COLLINS, INC.	P	05/10/13	08/19/13
(3) CST BRANDS, INC.	P	05/08/13	10/10/13
(4) DARDEN RESTAURANTS, INC.	P	03/05/13	12/20/13
(5) ALBEMARLE CORPORATION	P	02/26/13	12/23/13
(6) ALBEMARLE CORPORATION	P	05/10/13	12/23/13
(7) DOLLAR TREE, INC.	P	02/07/13	01/03/14
(8) SUPERIOR ENERGY SERVICES, INC.	P	03/26/13	01/15/14
(9) COHEN & STEERS, INC.	P	03/13/13	01/15/14
(10) PINNACLE ENTERTAINMENT	P	12/24/13	01/23/14
(11) POLYPORE INTERNATIONAL, INC.	P	03/13/13	02/10/14
(12) POLYPORE INTERNATIONAL, INC.	P	04/30/13	02/10/14
(13) POLYPORE INTERNATIONAL, INC.	P	05/10/13	02/10/14
(14) MEDNAX, INC.	P	05/28/13	02/20/14
(15) INTUIT, INC.	P	03/26/13	02/21/14

(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)
(1) 20,370		14,577	5,793
(2) 7,275		6,536	739
(3) 32,849		33,988	-1,139
(4) 38,167		34,875	3,292
(5) 6,311		6,395	-84
(6) 6,311		6,394	-83
(7) 28,531		19,873	8,658
(8) 11,565		11,690	-125
(9) 18,221		17,023	1,198
(10) 34,034		38,925	-4,891
(11) 26,619		34,926	-8,307
(12) 3,816		4,988	-1,172
(13) 3,207		4,131	-924
(14) 12,196		9,293	2,903
(15) 9,776		8,190	1,586

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) Or Losses (from col. (h))
(1)			5,793
(2)			739
(3)			-1,139
(4)			3,292
(5)			-84
(6)			-83
(7)			8,658
(8)			-125
(9)			1,198
(10)			-4,891
(11)			-8,307
(12)			-1,172
(13)			-924
(14)			2,903
(15)			1,586

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning 08/01/13 , and ending 07/31/14		

Name

WEATHERTOP FOUNDATION
F/K/A THOMAS NELSON URBAN JR

Employer Identification Number

42-1431036

(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.)
(1) INTUIT, INC.	P	04/25/13	02/21/14
(2) TRIMBLE NAVIGATION LTD.	P	05/28/13	05/08/14
(3) CHICAGO BRIDGE & IRON COMPANY	P	02/26/14	06/24/14
(4) AMERICAN AIRLINES GROUP, INC.	P	12/12/13	07/08/14
(5) POTASH CORP OF SASKATCHEWAN	P	02/04/13	08/01/13
(6) POTASH CORP OF SASKATCHEWAN	P	02/21/13	08/01/13
(7) TIFFANY & COMPANY	P	02/05/14	03/03/14
(8) ROCKWELL COLLINS, INC.	P	01/18/11	08/19/13
(9) AON PLC CLASS A	P	07/19/12	10/21/13
(10) COOPER COMPANIES, INC	P	09/27/10	12/12/13
(11) COOPER COMPANIES, INC	P	10/18/10	12/12/13
(12) ALBEMARLE CORPORATION	P	10/14/08	12/23/13
(13) ALBEMARLE CORPORATION	P	11/06/12	12/23/13
(14) DOLLAR TREE, INC.	P	10/18/12	01/03/14
(15) DOLLAR TREE, INC.	P	11/15/12	01/03/14

(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)
(1) 18,691		13,658	5,033
(2) 8,062		6,415	1,647
(3) 39,657		50,042	-10,385
(4) 55,819		37,388	18,431
(5) 22,204		31,767	-9,563
(6) 11,842		15,952	-4,110
(7) 22,981		21,149	1,832
(8) 18,187		15,642	2,545
(9) 31,069		19,467	11,602
(10) 42,251		16,093	26,158
(11) 7,364		3,107	4,257
(12) 22,089		9,380	12,709
(13) 6,311		5,703	608
(14) 29,268		19,994	9,274
(15) 7,317		4,967	2,350

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than 0-) Or Losses (from col. (h))
(1)			5,033
(2)			1,647
(3)			-10,385
(4)			18,431
(5)			-9,563
(6)			-4,110
(7)			1,832
(8)			2,545
(9)			11,602
(10)			26,158
(11)			4,257
(12)			12,709
(13)			608
(14)			9,274
(15)			2,350

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning 08/01/13 , and ending 07/31/14		

Name **WEATHERTOP FOUNDATION**
F/K/A THOMAS NELSON URBAN JR

Employer Identification Number
42-1431036

(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.)
(1) SUPERIOR ENERGY SERVICES, INC.	P	09/27/06	01/15/14
(2) COHEN & STEERS, INC.	P	01/29/08	01/15/14
(3) COHEN & STEERS, INC.	P	05/08/08	01/15/14
(4) COHEN & STEERS, INC.	P	10/06/09	01/15/14
(5) OCEANEERING INTERNATIONAL, INC.	P	12/16/10	01/23/14
(6) PERRIGO COMPANY	P	02/12/13	02/21/14
(7) INTUIT, INC.	P	12/18/08	02/21/14
(8) TRIMBLE NAVIGATION LTD.	P	03/05/13	05/08/14
(9) SAFETY INSURANCE GROUP	P	04/30/13	05/15/14
(10) O REILLY AUTOMOTIVE, INC.	P	11/09/09	07/17/14
(11) GOOGLE, INC CLASS A	P	06/18/10	02/18/14
(12) GOOGLE, INC CLASS A	P	06/24/11	02/18/14
(13) KINDER MORGAN, INC.	P	04/29/11	02/25/14
(14) KINDER MORGAN, INC.	P	08/05/11	02/25/14
(15) TIFFANY & COMPANY	P	06/27/12	03/03/14

(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)
(1) 3,855		3,906	-51
(2) 8,829		6,517	2,312
(3) 7,514		6,048	1,466
(4) 1,878		1,181	697
(5) 26,227		12,944	13,283
(6) 56,512		39,530	16,982
(7) 27,372		8,113	19,259
(8) 9,465		8,135	1,330
(9) 43,219		41,283	1,936
(10) 45,659		11,733	33,926
(11) 36,194		15,115	21,079
(12) 12,065		4,763	7,302
(13) 29,027		26,165	2,862
(14) 16,126		13,049	3,077
(15) 22,981		12,834	10,147

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-51
(2)			2,312
(3)			1,466
(4)			697
(5)			13,283
(6)			16,982
(7)			19,259
(8)			1,330
(9)			1,936
(10)			33,926
(11)			21,079
(12)			7,302
(13)			2,862
(14)			3,077
(15)			10,147

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning 08/01/13 , and ending 07/31/14		

Name WEATHERTOP FOUNDATION F/K/A THOMAS NELSON URBAN JR	Employer Identification Number 42-1431036
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(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)
(1) EMERSON ELECTRIC CO.	P	12/16/09	05/09/14
(2) EMERSON ELECTRIC CO.	P	05/05/10	05/09/14
(3) EMERSON ELECTRIC CO.	P	06/13/11	05/09/14
(4) EMERSON ELECTRIC CO.	P	12/21/11	05/09/14
(5) EMERSON ELECTRIC CO.	P	03/26/12	05/09/14
(6) LABORATORY CORPORATION OF AMERICA	P	09/08/10	07/14/14
(7) LABORATORY CORPORATION OF AMERICA	P	03/28/11	07/14/14
(8) LABORATORY CORPORATION OF AMERICA	P	03/11/13	07/14/14
(9) VORNADO REALTY TRUST	P	11/02/10	07/10/14
(10) AMERICAN TOWER CORPORATION	P	04/05/13	07/30/14
(11) BROOKFIELD INFRASTRUCTURE PARTNERS	P	02/02/12	02/05/13
(12) BROOKFIELD INFRASTRUCTURE PARTNERS	P	02/02/12	02/05/13
(13) LT CAP GAIN DISTRIBUTIONS			
(14)			
(15)			

(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)
(1) 33,424		21,124	12,300
(2) 9,359		7,015	2,344
(3) 10,027		7,764	2,263
(4) 5,348		3,753	1,595
(5) 13,370		10,318	3,052
(6) 28,069		20,134	7,935
(7) 16,633		14,424	2,209
(8) 17,673		15,257	2,416
(9) 21,146		17,723	3,423
(10) 19,042		15,645	3,397
(11) 40,819		28,356	12,463
(12) 5,286		4,080	1,206
(13) 144,222			144,222
(14)			
(15)			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			12,300
(2)			2,344
(3)			2,263
(4)			1,595
(5)			3,052
(6)			7,935
(7)			2,209
(8)			2,416
(9)			3,423
(10)			3,397
(11)			12,463
(12)			1,206
(13)			144,222
(14)			
(15)			

Federal Statements

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Statement 1 - Form 990-PF. Part I. Line 6a - Sale of Assets

Description		How Received		Date Sold	Date Acquired	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold										
ALLIANCE RESOURCE PARTNERS				2/05/13	10/05/12	24,980 \$	23,865 \$		\$	1,115
LINN ENERGY LLC				2/05/13	2/24/12	PURCHASE	23,829			4,603
PLAINS ALL AMERICAN PIPELINE				2/05/13	10/20/10	PURCHASE	5,836			4,845
PLAINS ALL AMERICAN PIPELINE				2/05/13	11/05/10	PURCHASE	17,049			12,165
ENTERPRISE PRODUCTS PARTNERS				2/05/13	10/20/10	PURCHASE	4,622			2,963
ENTERPRISE PRODUCTS PARTNERS				2/05/13	11/05/10	PURCHASE	13,558			6,303
ENTERPRISE PRODUCTS PARTNERS				2/05/13	2/02/12	PURCHASE	4,227			586
TOTAL						\$ 125,566 \$	\$ 92,986 \$	0 \$	0 \$	\$ 32,580

Federal Statements

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Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	\$ 22,502		
MERIT ENERGY PARTNERSHIP	1,221,621	1,221,621	
LINN ENERGY	-463		
BRAZIL TEAK INVESTORS	-2,091	-2,091	
BROOKFIELD INFRASTRUCTURE	172	172	
PLAINS ALL AMERICAN PIPELINE	20		
ENTERPRISE PRODUCT PARTNERS	-201		
ALLIANCE RESOURCE PARTNERS	124		
CHENIERE ENERGY PARTNERS, LP	-3,920		
ORDINARY GAIN FROM SALE	20,581		
TOTAL	\$ 1,258,345	\$ 1,219,702	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 10,235	\$ 5,118		\$ 5,117
TOTAL	\$ 10,235	\$ 5,118	0	\$ 5,117

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAX APPLIED	\$ 40,822	\$		\$
TOTAL	\$ 40,822	\$ 0	0	\$ 0

Federal Statements

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Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
BANK FEES	219	219		
INVESTMENT EXPENSES	32,554	32,554		
TOTAL	32,773	32,773	0	0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABIOMED, INC.	\$	49,082	COST	\$ 58,880
AKAMAI TECHNOLOGIES INC.	26,544	26,544	COST	41,904
ALBEMARLE CORPORATION	27,872		COST	
ALIGN TECHNOLOGY, INC.	32,471	39,897	COST	40,658
AMERICAN EXPRESS CO.	101,691	32,471	COST	70,400
AMERICAN TOWER CORPORATION	29,948	86,047	COST	103,829
AMTRUST FINANCIAL SERVICES, INC.	123,461	29,948	COST	42,214
ANNALY CAPITAL MANAGEMENT	19,467	123,461	COST	95,460
AON PLC CLASS A	31,665		COST	
APPLE, INC.	12,750	31,665	COST	53,536
AVALONBAY COMMUNITIES INC.	32,140	12,750	COST	111,060
BABCOCK & WILCOX COMPANY	28,897	32,140	COST	36,565
BE AEROSPACE, INC.	53,573	28,897	COST	73,816
BECTON DICKINSON CO.	49,962	53,573	COST	83,693
BERKSHIRE HATHAWAY CLASS B	20,950	49,962	COST	100,344
BIOTECH & GENOME POWERSHARES ETF	605,195	20,950	COST	42,990
BLACKROCK S&P 500 STOCK FUND INVESTO	259,512	620,426	COST	1,024,505
BLACKROCK SMALL CAP INDEX A	78,234	276,542	COST	447,936
BOSTON PROPERTIES	13,053	78,234	COST	107,505
BROWN FORMAN CORP B	33,126	13,053	COST	36,393
CABELAS INCORPORATED	27,016	81,585	COST	77,152
CANADIAN NATIONAL RAILWAY COMPANY	22,045	27,016	COST	69,514
CARMAX, INC.	21,786	22,045	COST	47,248
COCA-COLA		41,008	COST	58,935

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
COHEN & STEERS, INC.	30,768		COST	
COLGATE-PALMOLIVE	24,550	24,550	COST	46,916
COOPER COMPANIES, INC	19,200		COST	
CORE LABORATORIES INC.	15,710	15,710	COST	36,608
CST BRANDS, INC.	33,988		COST	
DARDEN RESTAURANTS, INC.	34,875		COST	
DEERE & CO.	46,560	46,560	COST	64,684
DIAGEO, P.L.C. ADR	25,775	25,775	COST	45,684
DIGITAL REALTY TRUST, INC.	98,441	98,441	COST	112,683
DIRECTV COMPANY	24,665	42,383	COST	60,235
DOLLAR TREE, INC.	44,834		COST	
DU PONT E I DE NEMOURS	1,854	1,854	COST	77,172
DUKE REALTY CORPORATION	74,333	74,333	COST	104,342
EMERSON ELECTRIC CO.	49,974		COST	
EQUITY RESIDENTIAL	32,088	32,088	COST	109,905
EXXONMOBIL	38,617	38,617	COST	59,364
FASTENAL COMPANY		49,900	COST	47,016
GAMING & LEISURE PROPERTIES, INC.	31,280	49,391	COST	42,525
GOOGLE, INC CLASS A	38,874	9,498	COST	23,182
GOOGLE, INC. CLASS C		9,498	COST	22,864
HARRIS CORPORATION	34,737	34,737	COST	56,186
HEALTHCARE SERVICES GROUP	32,267	32,267	COST	33,982
HEINEKEN NV ADR	29,771	39,011	COST	53,977
HEXCEL CORPORATION	22,862	22,862	COST	44,700
INTERNATIONAL BUSINESS MACHINE	59,798	77,340	COST	76,668
INTUIT, INC.	29,961		COST	
INVESCO, LTD.	31,286	31,286	COST	48,919
ISHARES EMERGING MARKET INDEX FUND	218,841	218,841	COST	219,100
JM SMUCKER COMPANY	21,649	68,513	COST	89,676
KIMCO REALTY CORPORATION	75,797	75,797	COST	91,758
KINDER MORGAN, INC.	39,213		COST	
KRISTY KREME DONUT INC.		55,396	COST	47,461
LABORATORY CORPORATION OF AMERICA	49,815		COST	
LIBERTY GLOBAL PLC C		55,073	COST	51,987
LIBERTY MEDIA CLASS A		13,051	COST	14,115
LIBERTY MEDIA CLASS C		25,166	COST	27,894
LOEWS CORP.	39,915	39,915	COST	39,602

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
M&T BANK CORPORATION	\$ 44,158	44,158	COST	\$ 72,536
MACERICH COMPANY	29,525	29,525	COST	94,265
MARKEL CORPORATION	89,759	97,052	COST	151,074
MASTERCARD, INC.	27,565	27,565	COST	74,150
MEDICAL PROPERTIES TRUST, INC.	70,957	90,242	COST	111,718
MEDNAX, INC.	48,396	39,103	COST	52,670
MORGAN STANLEY CHINA A SHARES FUND		35,250	COST	36,600
MSCI, INC.	34,553	34,553	COST	48,463
NESTLE, SA	30,181	58,058	COST	74,150
NEWMARKET CORPORATION	15,708	15,708	COST	61,533
NOVARTIS AG ADR	48,373	48,373	COST	75,638
O REILLY AUTOMOTIVE, INC.	11,733		COST	
OCEANEERING INTERNATIONAL, INC.	12,944		COST	
PENN NATIONAL GAMING, INC.	9,136	68,216	COST	52,714
PERRIGO COMPANY	39,530		COST	
PLUM CREEK TIMBER		57,159	COST	53,781
POLYPORE INTERNATIONAL, INC.	44,045		COST	
PORTFOLIO RECOVERY ASSOCIATES, INC.	14,160	50,754	COST	90,798
POTASH CORP OF SASKATCHEWAN	47,720		COST	
PRAXAIR, INC.	31,605	31,605	COST	47,412
PROLOGIS	75,897	75,898	COST	110,187
QUATERRA RESOURCES, INC.	20,964	20,964	COST	525
ROCKWELL COLLINS, INC.	36,755		COST	
SAFETY INSURANCE GROUP	41,283		COST	
SCHLUMBERGER, LTD.	60,430	60,430	COST	86,712
SIRONA DENTAL SYSTEMS, INC.	26,331	26,331	COST	36,090
STERICYCLE, INC.	25,108	25,108	COST	28,236
SUN COMMUNITIES, INC.	78,847	123,546	COST	155,259
SUPERIOR ENERGY SERVICES, INC.	42,409	26,813	COST	37,363
SYNCHRONOSS TECHNOLOGIES, INC.		40,212	COST	48,492
TELEFAX, INC.		39,224	COST	41,480
TIFFANY & COMPANY	12,834		COST	
TRIMBLE NAVIGATION LTD.	34,002	19,452	COST	33,063
ULTRA PETROLEUM CORPORATION		43,785	COST	48,132
UNIVERSAL HEALTH SERVICES CL B	15,500	15,500	COST	42,640
VANGUARD FTSE EX US INDEX ETF	212,688	212,688	COST	334,880
VANGUARD MID-CAP ETF	249,445	249,445	COST	358,763

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VENTAS, INC.	\$ 74,936	\$ 74,936	COST	\$ 85,725
VERISK ANALYTICS, INC.	28,453	28,453	COST	36,024
VORNADO REALTY TRUST	105,723	88,000	COST	106,020
W. P. CAREY & COMPANY, LLC	65,191	65,191	COST	95,309
WILLIAMS SONOMA, INC.	42,981	42,981	COST	49,498
TOTAL	\$ 4,903,481	\$ 5,091,427		\$ 7,405,642

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BRAZIL TEAK INVESTORS, LLC.	\$ 198,866	\$ 196,775	COST	\$ 196,775
LONGLEAF PARTNERS FUND	332,783	349,407	COST	567,289
LONGLEAF PARTNERS INTERNATIONAL FUND	625,505	627,082	COST	570,112
LONGLEAF PARTNERS SMALLCAP FUND	736,944	863,264	COST	1,040,454
MERIT ENERGY	1,224,879	1,081,593	COST	1,081,593
VENTRIA	137,000	137,000	COST	137,000
REACH SYSTEMS	157,258	157,258	COST	157,258
BROOKFIELD INFRASTRUCTURE PARTNERS	32,265		COST	
ENTERPRISE PRODUCTS PARTNERS	23,106		COST	
PLAINS ALL AMERICAN PIPELINE	23,367		COST	
LINN ENERGY	24,910		COST	
CHENIERE ENERGY		29,176	COST	29,176
TOTAL	\$ 3,516,883	\$ 3,441,555		\$ 3,779,657

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Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
PRIOR PERIOD ADJUSTMENT	\$ <u>43,883</u>
TOTAL	\$ <u><u>43,883</u></u>

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Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
THOMAS NELSON URBAN JR 5320 GRAND AVENUE DES MOINES IA 50312	PRESIDENT	1.00	0	0	0
MARY BRIGHT URBAN 5320 GRAND AVENUE DES MOINES IA 50312	VICE-PRESIDE	1.00	0	0	0
WILLIAM GORING URBAN 29 LIBBIE AVENUE RICHMOND VA 23226	TREASURER	1.00	0	0	0
VICTORIA URBAN BROER 12611 LAKESHORE BLVD BRATENAHL OH 44108	SECRETARY	1.00	0	0	0
CORNELIA URBAN SAWCZUK 3497 COCHISE DRIVE, SE ATLANTA GA 30339	DIRECTOR	1.00	0	0	0
THOMAS NELSON URBAN, III 1775 WEST 40TH AVENUE VANCOUVER CA V6M 1W3	DIRECTOR	1.00	0	0	0

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name Address	Relationship	Status	Purpose	Amount
1708 GALLERY RICHMOND VA 23220 ART 180	N/A	319 WEST BROAD STREET CHARITY	GENERAL OPERATIONS	1,000
RICHMOND VA 23224	N/A	0 E 4TH STREET, STUDIO1 CHARITY	GENERAL OPERATIONS	1,000
				9-10

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
ATLANTA EDUCATIONAL TELECOM		ATLANTA GA 30324		N/A	740 BISMARCK ROAD, NE CHARITY	GENERAL OPERATIONS	1,000
BIDDEFORD POOL COMMUNITY CLUB		BIDDEFORD POOL ME 04006		N/A	PO BOX 123 CHARITY	GENERAL OPERATIONS	1,000
CATHEDRAL OF ST. PHILIP		ATLANTA GA 30305		N/A	2744 PEACHTREE ROAD NW CHARITY	GENERAL OPERATIONS	500
CATHEDRAL OF THE SACRED HEART		RICHMOND VA 23220		N/A	800 SOUTH CATHEDRAL PLACE CHARITY	GENERAL OPERATIONS	1,000
CHILDREN'S MIRACLE NETWORK		SALT LAKE CITY UT 84101		N/A	205 WEST 700 SOUTH CHARITY	HOSPITAL SUPPORT	10,000
CLAREMONT MCKENNA COLLEGE		CLAREMONT CA 91711-4015		N/A	400 N CLAREMONT BLVD CHARITY	GENERAL OPERATIONS	250
CLEVELAND BOTANICAL GARDEN		CLEVELAND OH 44106		N/A	11030 EAST BLVD CHARITY	GENERAL OPERATIONS	20,000
COLORADO HEADWATERS LAND TRUST		GRANBY CO 80446		N/A	PO BOX 1938 CHARITY	GENERAL OPERATIONS	1,000
COMMUNITY FOUNDATION-GREATER	DSM	DES MOINES IA 50309		N/A	1915 GRAND AVENUE CHARITY	GENERAL OPERATIONS	10,000
CONCORD ACADEMY		CONCORD MA 01742-9956		N/A	166 MAIN STREET CHARITY	REUNION FUND-CLASS OF 1980	27,000
CRANBROOK SCHOOLS		BLOOMFIELD HILLS MI 48303		N/A	PO BOX 801 CHARITY	ANNUAL FUND	500
CYSTIC FIBROSIS FOUNDATION		BETHESDA MD 20814		N/A	6931 ARLINGTON ROAD CHARITY	GENERAL OPERATIONS	2,000
DES MOINES COMMUNITY PLAYHOUSE		DES MOINES IA 50312		N/A	831 42ND STREET CHARITY	GENERAL OPERATIONS	1,000
DES MOINES METRO OPERA		INDIANOLA IA 50125-1836		N/A	106 WEST BOSTON AVENUE CHARITY	GENERAL OPERATIONS	1,000
DUKE UNIVERSITY SCHOOL OF BUSINESS		DURHAM NC 27708-0118		N/A	BOX 90118 CHARITY	ANNUAL FUND	5,000
FABREFACTION THEATRE COMPANY		ATLANTA GA 30318		N/A	99 BRADY AVENUE CHARITY	GENERAL OPERATIONS	3,500
FRIENDS OF INDEPENDENT SCHOOLS		TACOMA WA 98406-1047		N/A	811 KARL JOHAN AVE NORTH CHARITY	INDEPENDENT SCHOOL OPERATIONS	10,000

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Relationship	Status	Purpose	Amount
GEORGIA BIO ATLANTA GA 30307-1509	N/A	1199 EUCLID AVENUE CHARITY	GENERAL OPERATIONS	55,000
GEORGIA RESEARCH ALLIANCE ATLANTA GA 30303	N/A	50 HURT PLAZA, SUITE 1220 CHARITY	GENERAL OPERATIONS	10,000
GEORGIA RIVER NETWORK ATHENS GA 30605	N/A	126 S MILLEDGE AVE, STE E3 CHARITY	GENERAL OPERATIONS	500
GREATER DSM BOTANICAL GARDEN DES MOINES IA 50309	N/A	909 ROBERT D. RAY DRIVE CHARITY	GENERAL OPERATIONS	770,000
HARVARD BUSINESS SCHOOL FUND BOSTON MA 02163	N/A	SOLDIERS FIELD ROAD CHARITY	ANNUAL FUND	10,000
HARVARD COLLEGE FUND CAMBRIDGE MA 02138-5762	N/A	124 MOUNT AUBURN ST PUBLIC	REUNION FUND CLASS OF 1990	6,000
HORIZON THEATRE COMPANY ATLANTA GA 31107	N/A	PO BOX 5376 CHARITY	GENERAL OPERATIONS	2,500
JOHN HOPKINS UNIVERSITY BALTIMORE MD 21218	N/A	3400 NORTH CHARLES STREET CHARITY	ANNUAL FUND	5,000
LEWIS GINTER BOTANICAL GARDEN RICHMOND VA 23228	N/A	1800 LAKESIDE AVENUE CHARITY	CHILDREN'S GARDEN	1,000
MAINE AUDUBON SOCIETY FAIRMOUTH ME 04105	N/A	20 GILSLAND FARM ROAD CHARITY	GENERAL OPERATIONS	500
MIDDLEBURY COLLEGE MIDDLEBURY VT 05753	N/A	MIDDLEBURY COLLEGE CHARITY	ANNUAL FUND	5,000
MONTESORI DEVELOPMENT PARTNERSHIPS CLEVELAND OH 44106	N/A	11025 MAGNOLIA DRIVE CHARITY	GENERAL OPERATIONS	11,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY NEW YORK NY 10017	N/A	733 THIRD AVENUE CHARITY	GENERAL OPERATIONS	5,000
NATIONAL TROPICAL BOTANICAL GARDEN KALAHEO HI 96741	N/A	3530 PAPALINA ROAD CHARITY	GENERAL OPERATIONS	3,000
NORTHWESTERN UNIVERSITY - KELLOGG EVANSTON IL 60208	N/A	2001 SHERIDAN ROAD CHARITY	ANNUAL FUND	1,000
PHILANTHROPY OHIO COLUMBUS OH 43215-4198	N/A	37 WEST BROAD ST, STE 800 CHARITY	GENERAL OPERATIONS	409
PRINCETON UNIVERSITY PRINCETON NJ 08540	N/A	330 ALEXANDER STREET CHARITY	ANNUAL FUND	2,000

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
RICHMOND BALLET				407 EAST CANAL ST		ANNUAL FUND/GENERAL OPERATIONS	6,000
RICHMOND VA 23219	N/A			CHARITY			
RICHMOND SYMPHONY				612 E GRACE ST, STE 401		ANNUAL FUND/GENERAL OPERATIONS	7,000
RICHMOND VA 23219	N/A			CHARITY			
RIDLEY COLLEGE FUND USA, INC				55 BEDFORD AVE		GENERAL OPERATIONS	14,000
BUFFALO NY 14216	N/A			CHARITY			
ROBERT E LEE MEMORIAL ASSOCIATION				483 GREAT HOUSE ROAD		GENERAL OPERATIONS	1,000
STRATFORD VA 22558	N/A			CHARITY			
SALISBURY HOUSE FOUNDATION				4025 TONAWANDA DRIVE		GENERAL OPERATIONS	1,000
DES MOINES IA 50312	N/A			CHARITY			
SHAKER LAKES GARDEN CLUB				2665 LEIGHTON ROAD		GENERAL OPERATIONS	500
SHAW FESTIVAL FOUNDATION				PO BOX 628		GENERAL OPERATIONS	1,000
LEWISTON NY 14092-9819	N/A			CHARITY			
SIMPSON COLLEGE				701 NORTH C STREET		ANNUAL FUND	10,000
INDIANOLA IA 50125	N/A			CHARITY			
SOCIETY OF THE FOUR ARTS				2 FOUR ARTS PLAZA		PAVILLION/SCULPTURE GARDEN	1,000
PALM BEACH FL 33480	N/A			CHARITY			
SPORT'S CHARITIES, INC				PO BOX 18146		GENERAL OPERATIONS	5,000
RICHMOND VA 23226	N/A			CHARITY			
ST. ANDREW'S SCHOOLS				350 NOXONTOWN ROAD		ANNUAL FUND	500
MIDDLETOWN DE 19709	N/A			CHARITY			
ST ANNE'S EPISCOPAL CHURCH				3098 ST. ANNE'S LANE NW		GENERAL OPERATIONS	500
ATLANTA GA 30327	N/A			CHARITY			
ST. BRENDAN'S CHAPEL				271 MAIN STREET		HAROLD CARROLL FUND	250
SACO ME 04072	N/A			CHARITY			
ST. CATHERINE'S SCHOOL				6001 GROVE AVENUE		GENERAL OPERATIONS	8,500
RICHMOND VA 23226	N/A			CHARITY			
ST. PAUL'S CATHEDRAL				815 HIGH STREET		GENERAL OPERATIONS	5,000
DES MOINES IA 50309-2714	N/A			CHARITY			
ST. PAUL'S CHURCH				2747 FAIRMOUNT BLVD		CAPITAL CAMPAIGN	20,000
CLEVELAND HEIGHTS OH 4410	N/A			CHARITY			
ST. PAUL'S SCHOOL				325 PLEASANT STREET		ANNUAL FUND	250
CONCORD NH 03301-9966	N/A			CHARITY			

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Relationship	Status	Purpose	Amount
ST. STEPHEN'S PRESCHOOL RICHMOND VA 23226-2730	N/A	6000 GROVE AVENUE CHARITY	GENERAL OPERATIONS	1,250
THAT CAN BE ME, INC. CLEVELAND OH 44122	N/A	19513 SHAKER BOULEVARD CHARITY	GENERAL OPERATIONS	500
UNIVERSITY CIRCLE, INC. CLEVELAND OH 44106	N/A	10831 MAGNOLIA DRIVE CHARITY	GENERAL OPERATIONS	500
UNITED WAY OF CENTRAL IOWA DES MOINES IA 50309	N/A	1111 NINTH ST, STE 300 CHARITY	GENERAL OPERATIONS	10,000
UNIVERSITY OF CHICAGO - HUMANITIES CHICAGO IL 60637	N/A	1115 E 58TH STREET CHARITY	GENERAL OPERATIONS	1,000
UNIVERSITY OF CHICAGO - BOOTH CHICAGO IL 60637	N/A	5807 SOUTH WOODLAWN AVE CHARITY	ANNUAL FUND	1,000
UNIVERSITY OF CHICAGO - HARRIS CHICAGO IL 60637	N/A	1155 E 60TH ST, STE 111 CHARITY	ANNUAL FUND	1,000
VININGS HISTORIC PRESERVATION SOC ATLANTA GA 30339	N/A	3010 PACES MILL ROAD CHARITY	GENERAL OPERATIONS	500
VIRGINIA SQUASH RACQUETS ASSOC RICHMOND VA 23219	N/A	901 EAST CARY STREET CHARITY	GENERAL OPERATIONS	15,000
WILLOWBANK USA NORTH AMHERST NY 14228	N/A	45 BYANT WOODS CHARITY	GENERAL OPERATIONS	60,000
WINTER PARK HORSEMAN'S ASSOC WINTER PARK CO 80482	N/A	PO BOX 245 CHARITY	GENERAL OPERATIONS	500
FRIENDS OF VANCOUVER ART GALLERY VANCOUVER BC V6Z 2H7	N/A	750 HORNBY STREET CHARITY	GENERAL OPERATIONS	5,000
TOTAL				1,162,409

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Statement 11 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
FEDERAL TAX REFUND					
MERIT ENERGY PARTNERSHIP		\$	41	\$ 22,502	\$
LINN ENERGY	211110	-463	15	1,221,621	
BRAZIL TEAK INVESTORS			14	-2,091	
BROOKFIELD INFRASTRUCTURE			14	172	
PLAINS ALL AMERICAN PIPELIN	211110	20	15		
ENTERPRISE PRODUCT PARTNERS	211110	-201	15		
ALLIANCE RESOURCE PARTNERS	211110	124	15		
CHENIERE ENERGY PARTNERS, L	211110	-3,920	15		
ORDINARY GAIN FROM SALE	211110	20,581			
TOTAL		\$ 16,141		\$ 1,242,204	\$ 0