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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

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 2009, or tax year beginning JUL 1, 2009, and ending JUN 30, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE JOSEPH AND FELICIA WEBER FAMILY FOUNDATION, INC.		A Employer identification number 20-0510704
	Number and street (or P O box number if mail is not delivered to street address) Room/suite BLDG ONE, 7000 PEACHTREE DUNWOODY ROAD		B Telephone number 770-804-8044
	City or town, state, and ZIP code ATLANTA, GA 30328		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,432,792. (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) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			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)
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		4,520.	4,520.		STATEMENT 1
4 Dividends and interest from securities		239,084.	239,084.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		151,213.			
b Gross sales price for all assets on line 6a		25,057.			
7 Capital gain net income (from Part IV, line 2)			151,213.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		394,817.	394,817.		
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		8,225.	7,402.		823.
c Other professional fees					
17 Interest		35,803.	35,803.		0.
18 Taxes		1,032.	1,032.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		90,738.	90,738.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		135,798.	134,975.		823.
25 Contributions, gifts, grants paid		4,152,765.			4,152,765.
26 Total expenses and disbursements. Add lines 24 and 25		4,288,563.	134,975.		4,153,588.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,893,746.>			
b Net investment income (if negative, enter -0-)			259,842.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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			
	2 Savings and temporary cash investments	8,459,537.	5,066,129.	5,066,129.
	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 7	2,183,311.	2,565,138.	2,565,138.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	4,706,144.	4,801,525.	4,801,525.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	15,348,992.	12,432,792.	12,432,792.	
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	15,348,992.	12,432,792.		
30 Total net assets or fund balances	15,348,992.	12,432,792.		
31 Total liabilities and net assets/fund balances	15,348,992.	12,432,792.		

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	15,348,992.
2 Enter amount from Part I, line 27a	2	<3,893,746.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	977,546.
4 Add lines 1, 2, and 3	4	12,432,792.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,432,792.

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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 FIRST MANHATTAN CASH IN LIEU	P		
b HIGH RISE INSTITUTIONAL PARTNERS, L.P. K-1	P		
c HIGH RISE INSTITUTIONAL PARTNERS, L.P. K-1	P		
d BURLINGTON NORTHERN SANTA FE (FIRST			
e MANHATTAN)	P	02/08/95	02/16/10

(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 200.			200.
b			<35,048.>
c			161,204.
d			
e 24,857.			24,857.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			200.
b			<35,048.>
c			161,204.
d			
e			24,857.

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	151,213.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,314,081.	16,012,147.	.082068
2007	1,728,911.	18,674,979.	.092579
2006	545,585.	18,766,109.	.029073
2005	477,557.	17,353,340.	.027520
2004	1,080,167.	14,970,238.	.072154

2 Total of line 1, column (d)	2	.303394
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	.060679
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,752,039.
5 Multiply line 4 by line 3	5	834,460.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,598.
7 Add lines 5 and 6	7	837,058.
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	4,153,588.

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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	2,598.
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	2,598.
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	2,598.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,000.	
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	5,000.	
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	2,402.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 2,402. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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?	N/A	
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) <input checked="" type="checkbox"/> <u>GA</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	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 2009 or the taxable year beginning in 2009 (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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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MICHAEL A. KELLER Telephone no. ► 770-804-8044 Located at ► 7000 PEACHTREE DUNWOODY ROAD, BUILDING 1, ATLANTA ZIP+4 ► 30328			
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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception - Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2009?		X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<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	
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		X

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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

☒

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

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

☐ Yes
☒ No

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

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

☐ Yes
☒ No

7b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

☐ Yes
☐ No

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

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

(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
JOSEPH F. WEBER	TRUSTEE AND CHAIRMAN			
BLDG ONE, 7000 PEACHTREE DUNWOODY RD	0.00	0.	0.	0.
ATLANTA, GA 30328				
FELICIA P. WEBER	TRUSTEE, SECRETARY, & TREAS			
BLDG ONE, 7000 PEACHTREE DUNWOODY RD	0.00	0.	0.	0.
ATLANTA, GA 30328				

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

Part VIII

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

3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,612,378.
b	Average of monthly cash balances	1b	6,299,545.
c	Fair market value of all other assets	1c	5,049,538.
d	Total (add lines 1a, b, and c)	1d	13,961,461.
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	13,961,461.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	209,422.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,752,039.
6	Minimum investment return. Enter 5% of line 5	6	687,602.

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	687,602.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,598.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,598.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	685,004.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	685,004.
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	685,004.

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	4,153,588.
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	4,153,588.
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	2,598.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,150,990.

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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FOUNDATION, INC.**

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				685,004.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007	35,650.			
e From 2008	523,178.			
f Total of lines 3a through e	558,828.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	4,153,588.			
a Applied to 2008, 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 2009 distributable amount				685,004.
e Remaining amount distributed out of corpus	3,468,584.			
5 Excess distributions carryover applied to 2009 (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	4,027,412.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,027,412.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	35,650.			
d Excess from 2008	523,178.			
e Excess from 2009	3,468,584.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the instructions.)

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

JOSEPH F. WEBER

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.

NONE

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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

**THE JOSEPH AND FELICIA WEBER FAMILY
FOUNDATION, INC.**

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 9				4152765.
b Approved for future payment				
NONE				0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIRST MANHATTAN CO.	4,515.
WACHOVIA - 3172	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,520.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST MANHATTAN CO.	60,378.	0.	60,378.
HIGH RISE INSTITUTIONAL PARTNERS L.P.	96,248.	0.	96,248.
HIGH RISE INSTITUTIONAL PARTNERS L.P.	77,458.	0.	77,458.
ISRAEL BONDS	5,000.	0.	5,000.
TOTAL TO FM 990-PF, PART I, LN 4	239,084.	0.	239,084.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,225.	7,402.		823.
TO FORM 990-PF, PG 1, LN 16B	8,225.	7,402.		823.

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
FOREIGN TAX PAID	1,032.	1,032.		0.
TO FORM 990-PF, PG 1, LN 18	1,032.	1,032.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	24.	24.		0.
INVESTMENT MANAGEMENT FEES	90,714.	90,714.		0.
TO FORM 990-PF, PG 1, LN 23	90,738.	90,738.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
UNREALIZED GAINS	964,355.
2008 FEDERAL EXCISE TAX REFUND	13,191.
TOTAL TO FORM 990-PF, PART III, LINE 3	977,546.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST MANHATTAN CO. (SEE ATTACHED)	2,565,138.	2,565,138.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,565,138.	2,565,138.

Customer Service Information

Your Investment Advisor: 068

Portfolio Holdings

Quantity	Description	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-day Yield
Cash, Money Funds, and FDIC Deposits 64.00% of Portfolio						
Cash Balance		4,638,880.59	4,647,574.62			
Total Cash, Money Funds, and FDIC Deposits		\$4,638,880.59	\$4,647,574.62	\$0.00	\$0.00	

Quantity	Description	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Equities 36.00% of Portfolio					
Common Stocks					
2,800.000	SAP AG SYSTEME ANWENDUNGEN PRODUKTE IN DER DATENVERARBEITUNG ORD ISIN#DE0007164600 Dividend Option Cash Security Identifier: SAPGF	44.9219	125,781.59		
3,676.000	ALLSTATE CORP Dividend Option Cash Security Identifier: ALL	28.7300	105,611.48	2,940.80	2.78%
1,288.000	BP PLC SPONS ADR Dividend Option Cash Security Identifier: BP	28.8800	37,197.44		
2.000	BERKSHIRE HATHAWAY INC DEL CL A Dividend Option Cash Security Identifier: BRK A	120,000.0000	240,000.00		
982.000	BERKSHIRE HATHAWAY INC DEL CL B NEW Dividend Option Cash Security Identifier: BRK B	79.6900	78,255.58		
1,772.000	CAPITAL ONE FINL CORP COM Dividend Option Cash Security Identifier: COF	40.3000	71,411.60	354.40	0.49%
270.000	CAVCO INDS INC(DEL) COM Dividend Option Cash Security Identifier: CVCO	35.1800	9,498.60		
326.000	CITADEL BROADCASTING CORP COM Dividend Option Cash Security Identifier: 17285T106	0.0120	3.93		
1,000.000	COLGATE PALMOLIVE CO Dividend Option Cash	78.7600	78,760.00	2,120.00	2.69%

Brokerage Account Statement

Statement Period: 06/01/2010 - 06/30/2010

Portfolio Holdings (continued)

Quantity	Description	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Equities (continued)					
Common Stocks (continued)					
	Security Identifier: CL				
2,400.000	CULLEN FROST BANKERS Dividend Option: Cash	51.4000	123,360.00	4,320.00	3.50%
	Security Identifier: CFR				
4,248.000	DISNEY WALT CO DISNEY COM Dividend Option: Cash	31.5000	133,812.00	1,486.80	1.11%
	Security Identifier: DIS				
1,500.000	DISCOVER FINL SVCS COM INC Dividend Option: Cash	13.9800	20,970.00	120.00	0.57%
	Security Identifier: DFS				
2,790.000	ENERGY CORP Dividend Option: Cash	71.6200	199,819.80	9,262.80	4.63%
	Security Identifier: ETR				
3,414.000	GLAXOSMITHKLINE PLC SPONS ADR Dividend Option: Cash	34.0100	116,110.14	6,776.69	5.83%
	Security Identifier: GSK				
1,870.000	HOMED CORP COM PAR \$.01 Dividend Option: Cash	23.0000	43,010.00		
	Security Identifier: HOFD				
1,000.000	JOHNSON & JOHNSON COM Dividend Option: Cash	59.0600	59,060.00	2,160.00	3.65%
	Security Identifier: JNJ				
7,800.000	LOEWS CORP COM Dividend Option: Cash	33.3100	259,818.00	1,950.00	0.75%
	Security Identifier: L				
1,000.000	PROCTER & GAMBLE CO COM Dividend Option: Cash	59.9800	59,980.00	1,927.20	3.21%
	Security Identifier: PG				
2,000.000	SCHLUMBERGER LTD COM ISIN#AN8068571086 Dividend Option: Cash	55.3400	110,680.00	1,680.00	1.51%
	Security Identifier: SLB				
8,300.000	SPIRIT AEROSYSTEMS HLDGS INC CL A Dividend Option: Cash	19.0600	158,198.00		
	Security Identifier: SPR				



Portfolio Holdings (continued)

Quantity	Description	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Equities (continued)					
Common Stocks (continued)					
1,800.000	3M CO COM Dividend Option Cash Security Identifier: MMM	78.9900	142,182.00	3,780.00	2.65%
4,000.000	UNITED TECHNOLOGIES CORP COM Dividend Option Cash Security Identifier: UTX	64.9100	259,640.00	6,800.00	2.61%
9,690.000	VALLEY NATL BANCORP COM Dividend Option Cash Security Identifier: VLY	13.6200	131,977.80	6,976.80	5.28%
Total Common Stocks			\$2,565,137.96	\$52,655.49	
Total Equities			\$2,565,137.96	\$52,655.49	

Description

Total Portfolio Holdings

Disclosures and Other Information

Pricing - Securities prices may vary from actual liquidation value. Prices shown should only be used as a general guide to portfolio value. Prices are received from various pricing services. However, pricing services are sometimes unable to provide timely information. Where pricing sources are not readily available, particularly on certain debt securities, estimated prices may be generated by a matrix system taking various factors into consideration. The pricing of listed options takes into account the last closing price, as well as the current bid and offer prices. Where securities have not been priced, such securities have not been included in the Asset Allocation information at the beginning of this statement.

Reinvestment - The dollar amount of Mutual Fund distributions, Money Market Fund dividend income, Bank Deposit interest income, or dividends for other securities shown on your Statement may have been reinvested. You will not receive confirmation of these reinvestments. However, information pertaining to these transactions which would otherwise appear on confirmations, including the time of execution and the name of the person from whom your security was purchased, will be furnished to you upon written request to your introducing firm. In dividend reinvestment transactions, Pershing acts as your agent and receives payment for order flow, the source and nature of which payment will be furnished to you upon written request to your introducing firm.

Option Disclosure - Information with respect to commissions and other charges incurred in connection with the execution of option transactions has been included in confirmations previously furnished to you. A summary of this information is available to you promptly upon your written request directed to your introducing firm. In order to assist your introducing firm in maintaining current background and financial information concerning your option accounts, please promptly advise them in writing of any material change in your investment objectives or financial situation. Expiring options which are valuable are exercised automatically pursuant to the exercise by exception procedure of the Options Clearing Corporation. Additional information regarding this procedure is available upon written request to your introducing firm.

Foreign Currency Transactions - Pershing may execute foreign currency transactions as principal for your account. Pershing may automatically convert foreign currency to or from U.S. dollars for dividends and similar corporate action transactions unless you instruct your financial organization otherwise. Pershing's currency conversion rate will not exceed the highest interbank conversion rate identified from customary banking sources on the conversion date or the prior business day, increased by up to 1%, unless a particular rate is required by applicable law. Your financial organization may also increase the currency conversion rate. This conversion rate may differ from rates in effect on the date you executed a transaction, incurred a charge, or received a credit. Transactions converted by agents (such as depositories) will be billed at the rates such agents use.

Proxy Vote - Securities held by you on margin (securities not fully paid for by you) may be lent by Pershing to itself or others in accordance with the terms outlined in the Margin Agreement. The right to vote your shares held on margin will be reduced by the amount of shares on loan. The Proxy Voting Instruction Form sent to you may reflect a smaller number of shares entitled to vote than the number of shares in your margin account.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HIGH RISE INSTITUTIONAL PARTNERS, LP	COST	4,701,525.	4,701,525.
ISRAEL BONDS	COST	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,801,525.	4,801,525.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	9
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
THE ATLANTA OPERA 1575 NORTHSIDE DRIVE N.W., BLDG 300, STE 350 ATLANTA, GA 30318	NONE GENERAL	PUBLIC CHARITY	2,500.
THE VALENTINO ACHAK DENG FOUNDATION 849 VALENCIA ST. SAN FRANCISCO, CA 94110	NONE GENERAL	PUBLIC CHARITY	10,000.
EMORY UNIVERSITY SCHOOL OF MEDICINE 1762 CLIFTON ROAD, SUITE 1400 ATLANTA, GA 30322	NONE GENERAL	PUBLIC CHARITY	50,000.
BETTY FORD CENTER FOUNDATION 41990 COOK STREET, SUITE C-301 PALM DESERT, CA 92211	NONE GENERAL	PUBLIC CHARITY	10,000.
CURE FOR BLINDNESS P.O. BOX 3554 NEW YORK, NY 10163	NONE GENERAL	PUBLIC CHARITY	50,000.
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET, NW WASHINGTON, DC 20001	NONE GENERAL	PUBLIC CHARITY	25,000.

AMERICAN JEWISH COMMITTEE SIX PIEDMONT CENTER, STE. 510 ATLANTA, GA 30305	NONE GENERAL	PUBLIC CHARITY	7,500.
ATLANTA JEWISH FEDERATION PO BOX 116046 ATLANTA, GA 30368	NONE GENERAL	PUBLIC CHARITY	151,500.
ATLANTA JEWISH FILM FESTIVAL SIX PIEDMONT CENTER, STE. 510 ATLANTA, GA 30305	NONE GENERAL	PUBLIC CHARITY	2,500.
ATLANTA SCHOLARS KOLLEL 1959 LA VISTA RD. ATLANTA, GA 30329	NONE GENERAL	PUBLIC CHARITY	20,000.
CAMERA(COMMITTEE FOR ACCURACY IN MIDDLE EAST REPORTING IN AMERICA) - PO BOX 35040 BOSTON, MA 021350001	NONE GENERAL	PUBLIC CHARITY	75,000.
CHABAD OF GEORGIA 5065 HIGHPOINT RD ATLANTA, GA 30342	NONE GENERAL	PUBLIC CHARITY	5,000.
CHAMBON FOUNDATION 8033 SUNSET BOULEVARD LOS ANGELES, CA 90046	NONE GENERAL	PUBLIC CHARITY	15,000.
CONGREGATION SHEARITH ISRAEL 1180 UNIVERSITY DRIVE, NE ATLANTA, GA 30306	NONE GENERAL	PUBLIC CHARITY	15,000.
CORNELL LAB OF ORNITHOLOGY 159 SAPSUCKER WOODS RD ITHACA, NY 14850	NONE GENERAL	PUBLIC CHARITY	25,000.
ORT AMERICA 2200 CENTURY PARKWAY SUITE 550 ATLANTA, GA 30345	NONE GENERAL	PUBLIC CHARITY	2,000.

FIRE - 210 WEST WASHINGTON SQUARE, STE. 303 PHILADELPHIA, PA 191069906	NONE GENERAL	PUBLIC CHARITY	2,500.
FOUNDATION FIGHTING BLINDNESS 950 WINTER ST., STE 3200 WALTHAM, MA 02451	NONE GENERAL	PUBLIC CHARITY	20,000.
FRIENDS OF YEMIN ORDE 4501 CONNECTICUT AVENUE, SUITE 813 WASHINGTON, DC 20008	NONE GENERAL	PUBLIC CHARITY	5,000.
GENESIS SHELTER INC. 173 BOULEVARD NE ATLANTA, GA 30312	NONE GENERAL	PUBLIC CHARITY	2,500.
GEORGIA STATE SCHOOL OF MUSIC PO BOX 4018 ATLANTA, GA 303024018	NONE GENERAL	PUBLIC CHARITY	5,000.
HORIZON THEATRE COMPANY PO BOX 5376 ATLANTA, GA 31107	NONE GENERAL	PUBLIC CHARITY	10,000.
JEWISH FAMILY AND CAREER SERVICES 4549 CHAMBLEE DUNWOODY RD ATLANTA, GA 30338	NONE GENERAL	PUBLIC CHARITY	2,500.
THE DAVIS ACADEMY 8105 ROBERTS DRIVE ATLANTA, GA 30350	NONE GENERAL	PUBLIC CHARITY	10,000.
THE EPSTEIN SCHOOL 335 COLEWOOD WAY SANDY SPRINGS, GA 30328	NONE GENERAL	PUBLIC CHARITY	2,500.
THE FOUNDATION FOR THE DEFENSE OF DEMOCRACIES 1146 19TH STREET, NW, STE. 300 WASHINGTON, DC 20036	NONE GENERAL	PUBLIC CHARITY	100,000.

THE WEBER SCHOOL 6751 ROSWELL ROAD ATLANTA, GA 30328	NONE GENERAL	PUBLIC CHARITY	3,503,367.
WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSETTS AVENUE., NW WASHINGTON, DC 20036	NONE GENERAL	PUBLIC CHARITY	15,000.
WILLIAM BREMAN JEWISH HOME 3150 HOWELL MILL ROAD ATLANTA, GA 30327	NONE GENERAL	PUBLIC CHARITY	2,398.
THE FRIENDS OF THE IDF 350 5TH AVENUE, SUITE 2011 NEW YORK, NY 10118	NONE GENERAL	PUBLIC CHARITY	5,000.
YESHIVA ATLANTA 3130 RAYMOND DRIVE ATLANTA, GA 30340	NONE GENERAL	PUBLIC CHARITY	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

4,152,765.