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Return of Private Foundation

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

OMB No 1545-0052

		of the Treasury enue Service Note . The foundation may b	reated as a Private able to use a copy of this		rting requirements	2010
		dar year 2010, or tax year beginning JUL			JUN 30, 2011	
		all that apply Initial return Amended return	Initial return of a fo		Final return	
City of the Children of the Ch	eck Sec ma	THE JOSEPH AND FELICI. FOUNDATION, INC. Id street (or PO box number if mail is not delivered to street BLDG ONE, 7000 PEACHT: wn, state, and ZIP code ATLANTA, GA 30328 type of organization X Section 501(c)(3) exciton 4947(a)(1) nonexempt charitable trust creat value of all assets at end of year J Accountilizart II, col. (c), line 16)	A WEBER FAMII address) REE DUNWOODY empt private foundation Other taxable private founda ng method X Cash her (specify)	ROAD Room/suite	A Employer identification 20-0510704 B Telephone number 770-804-80 C If exemption application is pi 1. Foreign organizations mecheck here and attach co E If private foundation stat under section 507(b)(1) F If the foundation is in a 6	4 4 ending, check here , check here eting the 85% test, mputation us was terminated (A), check here
Par	<u> </u>	9,902,328. (Part I, coluinal Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)	mn (d) must be on cash b (a) Revenue and expenses per books	(b) Net investment	under section 507(b)(1) (c) Adjusted net income	(d) Disbursements for charitable purposes
\exists	1	necessarily equal the amounts in column (a)) Contributions, gifts, grants, etc , received	exherises her nooks	Income	N/A	(cash basis only)
	3 4	Check X if the foundation is not required to attach Sch B Interest on savings and temporary cash investments Dividends and interest from securities Gross rents	4,683. 142,825.	4,683. 142,825.		STATEMENT 1 STATEMENT 2
Revenue	6a b	Net rental income or (loss) Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a Capital gain net income (from Part IV, line 2)	284,180.	284,180.		
	8 9 10a b	Net short-term capital (38 III VED Income modifications OS OS OS OS OS OS OS O		201/100		**************************************
- 1	С 11 12	Gross profit, or. (loss) Other income COFA UT Total Add lines through 11	32. 431,720.	32. 431,720.		STATEMENT 3
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 15 16a	Other employee salaries and wages Pension plans, employee benefits Legal fees				
wedx	þ	Accounting fees STMT 4 Other professional fees	9,675.	8,708.		967.
nistrati	17 18 19	Interest Taxes STMT 5 Depreciation and depletion	62,163. 1,752.	62,163. 1,752.		0.
and Adm	20 21 22	Occupancy Travel, conferences, and meetings Printing and publications				
erating 6		Other expenses STMT 6 Total operating and administrative expenses. Add lines 13 through 23	72,467. 146,057.	72,467. 145,090.		967.
-		Contributions, gifts, grants paid Total expenses and disbursements.	3,778,550.			3,778,550.
		Add lines 24 and 25 Subtract line 26 from line 12 Excess of revenue over expenses and disbursements	3,924,607. -3,492,887.	145,090.		3,779,517.
02350	_ c	Net Investment income (if negative, enter -0-) Adjusted net income (if negative, enter -0-)		286,630.	N/A	5 000 DE (0010)

20-0510704

Page 2

	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	year
	ar i	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
		Savings and temporary cash investments	5,066,129.	2,795,995.	2,795,995.
	3	Accounts receivable			
		Less allowance for doubtful accounts	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	
	4	Pledges receivable ►			
	_	Less. allowance for doubtful accounts			
	5	Grants receivable			
	Ь	Receivables due from officers, directors, trustees, and other			
	_	disqualified persons			······································
	'	Other notes and loans receivable		•	
(0		Less allowance for doubtful accounts ►			
Assets	8	Prepaid expenses and deferred charges			
As	1 Na	Investments - U.S. and state government obligations			
	i i	Investments - corporate stock STMT 7	2,565,138.	3,035,609.	3,035,609.
	1	Investments - corporate bonds	2/303/2301	0,000,000.	3/003/003.
	11	Investments - land, buildings, and equipment basis		· · · · · · · · · · · · · · · · · · ·	
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	4,801,525.	4,070,524.	4,070,524.
	14	Land, buildings, and equipment basis			
		Less. accumulated depreclation			
	15	Other assets (describe ► STATEMENT 9)	0.	200.	200.
_	16	Total assets (to be completed by all filers)	12,432,792.	9,902,328.	9,902,328.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
ies	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
Lia	21	Mortgages and other notes payable			
	22	Other liabilities (describe			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
_	-	Foundations that follow SFAS 117, check here	<u> </u>		
		and complete lines 24 through 26 and lines 30 and 31.			
Š	24	Unrestricted			
or Fund Balance	25	Temporarily restricted			
Ba	26	Permanently restricted			
핕		Foundations that do not follow SFAS 117, check here			
Ē		and complete lines 27 through 31.			
ts o	27	Capital stock, trust principal, or current funds	0.	0.	
Net Assets	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
Ž	29	Retained earnings, accumulated income, endowment, or other funds	12,432,792.	9,902,328.	
Ž	30	Total net assets or fund balances	12,432,792.	9,902,328.	
	<u> </u>		10 400 700	0 000 000	
_	31	Total liabilities and net assets/fund balances	12,432,792.	9,902,328.	
F	art	Analysis of Changes in Net Assets or Fund B	alances		
<u> </u>	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	30		
•		st agree with end-of-year figure reported on prior year's return)	••	1	12,432,792.
2		r amount from Part I, line 27a		2	-3,492,887.
3		r increases not included in line 2 (itemize) UNREALIZED	GAINS	3	962,423.
4		tines 1, 2, and 3	,	4	9,902,328.
5	Decr	eases not included in line 2 (itemize)		5	0.
6	Tota	net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	olumn (b), line 30	6	9,902,328.
					Form 990-PF (2010)

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P	art IV Capital Gains	and Los	sses for Tax on In	vestment	Income						
	(a) List and desc 2-story brick w	ribe the kin arehouse, o	d(s) of property sold (e g r common stock, 200 shs	, real estate, MLC Co)		P	How ac - Purc - Dona	nase i ') Date a (mo , da		(d) Date sold (mo , day, yr)
<u>1a</u>	HIGH RISE INST	ITUTI	ONAL PARTNE	RS, L.	P. K-1			P			
<u>b</u>	HIGH RISE INST	ITUTI	ONAL PARTNE	RS, L.	P. K-1	Ľ		P			
C											
_d						-					- "
<u>e</u>		(0.0		(=) ()	A	١.,			(h) 0-	(1000	
_	(e) Gross sales price	ט (וו)	epreciation allowed (or allowable)		t or other basis xpense of sale	_				in or (loss (f) minus	(g)
<u>a</u>		1			· · · · · · · · · · · · · · · · · · ·						240,634.
<u>b</u>						_					43,546.
<u>c</u>			.,					_			
e											
	Complete only for assets show	no dain in c	olumn (h) and owned by t	the foundation	on 12/31/69				Sains (Co	ol (h) gain	minus
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col (i) col (j), if any			col (k), buṫ n	ot less tha from col (n -0-) or
a					3,,						240.634.
b											240,634. 43,546.
C					-						
<u>d</u>											
e		<u> </u>									
2	Capital gain net income or (net c	apital loss)	If gain, also enter If (loss), enter -0-			}	2				284,180.
3	Net short-term capital gain or (lo	ss) as defin	ied in sections 1222(5) an	d (6)		(
	If gain, also enter in Part I, line 8	, column (c		- (-)		•				/-	
10	If (loss), enter -0- in Part I, line 8 Part V Qualification U		ection 4940(e) for	Dadwaad	Toy on Not		3	oont Inco		N/A	
_								ient inco	ille		
ורנ	or optional use by domestic privat	e iouiiualio	iis subject to the section 4	i940(a) tax on	net investment ii	COIII	e)				
If s	section 4940(d)(2) applies, leave t	this part bla	nk								
Wa	as the foundation liable for the sec	ction 4942 t	ax on the distributable am	ount of any ye	ear in the base pe	rıod?					Yes X No
If "	Yes," the foundation does not qua	alify under s	ection 4940(e) Do not co	mplete this pa	rt						
1_	Enter the appropriate amount in	each colun	nn for each year, see instru	uctions before	making any entri	es					
	(a) Base penod years		(b)	Ambdi.ama	Naturalisa of a s	(c)				Distril	(d) oution ratio
_	Calendar year (or tax year beginn	ing in)	Adjusted qualifying dist		Net value of no				(col (b) di	rided by col (c))
_	2009			0,990. 4,081.		16	, / 3	2,039. 2,147.			.301845
_	2008 2007			8,911.				$\frac{2,147}{4,979}$.092579
_	2006			5,585.	- w v			$\frac{4}{6},109$.			.029073
_	2005	-		7,557.				3,340.			.027520
2	Total of line 1, column (d)								2		.533085
3	Average distribution ratio for the	5-year bas	e period - divide the total c	on line 2 by 5,	or by the number	r of ye	ears				
	the foundation has been in existe	ence if less t	than 5 years						3		.106617
4	Enter the net value of noncharita	ble-use ass	ets for 2010 from Part X. I	line 5					4		9,640,541.
			,								
J	Multiply line 4 by line 3								5	·	1,027,846.
6	Enter 1% of net investment inco	me (1% of 1	Part I, line 27b)						6	-	2,866.
7	Add lines 5 and 6								7		1,030,712.
8	Enter qualifying distributions fro	m Part XII,	line 4						8		3,779,517.
	If line 8 is equal to or greater tha See the Part VI instructions	n line 7, ch	eck the box in Part VI, line	1b, and comp	olete that part usin	ng a 1	% tax	rate			

	990-PF(2010) FOUNDATION, INC.						<u>-0510</u>			age 4
Pa	rt VI Excise Tax Based on Investment Income (Section 494	0(a),	4940	(b), 4940(e), or 4	948	- see ir	ıstru	ction	ıs)
1a	Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔲 and e	nter "N	/A" on I	ine 1)					
	Date of ruling or determination letter (attach copy of letter if ne	cessar	/-see ir	nstructions)						
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here	▼ X	and e	nter 1%	•	1		:	2,8	66.
	of Part I, line 27b						1			
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 49	6 of Pa	rt I, line	12, col. (b)) '					
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only O	thers e	nter -0	-)		2	<u> </u>			0.
	Add lines 1 and 2				·	3			2,8	66.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only	Others (enter -0) -)		4				0.
	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			,		5			2,8	66.
	Credits/Payments						1		<i></i>	
	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		2,	602.					
	Exempt foreign organizations - tax withheld at source	6b								
	Tax paid with application for extension of time to file (Form 8868)	6c								
	Backup withholding erroneously withheld	6d								
	Total credits and payments Add lines 6a through 6d		-			7			2,6	02.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is atta	ached				8				
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	201100				9	İ		2	64.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid					10				
	Enter the amount of line 10 to be Credited to 2011 estimated tax			Refun	dod 🖢	11			-	
	rt VII-A Statements Regarding Activities			neigh	ugu 🚩					
	During the tax year, did the foundation attempt to influence any national, state, or local legi	elation	or did i	t narticinate or i	ntanzana	ın			Yes	No
	any political campaign?	Siation	or ala i	t participate or i	iitoi voiio			1a		X
h	Did it spend more than \$100 during the year (either directly or indirectly) for political purpo	neae lei	a inetr	uctions for defin	ution\2			1b		X
U	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities an					dor		יטי	, ,	
	distributed by the foundation in connection with the activities.	ia copi	es ui e	uny matemats p	JUDIISHE	io oi				
	•							4.		х
	Did the foundation file Form 1120-POL for this year?							10		
u	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the				0.					
_	(1) On the foundation > \$ 0. (2) On foundation manager					-				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expending managers \triangleright \$ 0.	illure ta	ix impo	sea on toundati	ЮП					
•		ınca								Х
2	Has the foundation engaged in any activities that have not previously been reported to the	IH9.						2		A
•	If "Yes," attach a detailed description of the activities.									
J	Has the foundation made any changes, not previously reported to the IRS, in its governing		nent, ai	racies of incorp	oration, t)1		_		Х
4-	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change							3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the ye if "Yes," has it filed a tax return on Form 990-T for this year?	di '				7	I/A	4a		Λ.
	·					Ľ	N/A	40		Х
Ð	Was there a liquidation, termination, dissolution, or substantial contraction during the year	7						5		
	If "Yes," attach the statement required by General Instruction T.									
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied 6	eitner								
	By language in the governing instrument, or									
	By state legislation that effectively amends the governing instrument so that no mandato	ry dire	ctions t	nat conflict with	the state	e law			v	
_	remain in the governing instrument?							6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?							7	X	ļ
_	If "Yes," complete Part II, col (c), and Part XV									
8a	Enter the states to which the foundation reports or with which it is registered (see instructi	ons) 🕨								
	GA									
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the	Attorne	y Gene	ral (or designate	3)					1
	of each state as required by General Instruction G? If "No," attach explanation							8b	X	ļ
9	Is the foundation claiming status as a private operating foundation within the meaning of s) for cale	endar				
	year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes,"	-						9		X
10	Did any persons become substantial contributors during the tax year? if 'Yes,' attach a sched	tule listir	ng their n	arnes and address	es			10		X

orm	orm 990-PF (2010) FOUNDATION, INC.	20-0510704	P	age 5
Pa	Part VII-A Statements Regarding Activities (continued)			
	At any time during the year, did the foundation, directly or indirectly, own a controlled entity w section 512(b)(13)? If "Yes," attach schedule (see instructions)	within the meaning of		 X
12	12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract bef			<u></u> -
	August 17, 2008?	12		X
13	13 Did the foundation comply with the public inspection requirements for its annual returns and e	—	X	
	Website address ► N/A			
14	14 The books are in care of ► MICHAEL A. KELLER	Telephone no ►770-804-8	044	
	Located at ▶ 7000 PEACHTREE DUNWOODY ROAD, BUILI	OING 1, ATLANTA ZIP+4 ▶30328		
15	15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Che	ck here		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15 N	/A	
16	16 At any time during calendar year 2010, did the foundation have an interest in or a signature or	other authority over a bank,	Yes	No
	securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1	If "Yes," enter the name of		
-	the foreign country			
Pe	Part VII-B Statements Regarding Activities for Which Form 4720			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception	n applies.	Yes	No
1 a	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?	Yes X No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?	Yes X No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes X No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X 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)?	Yes X 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)	Yes X No		
D	b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions desc			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the	instructions)? N/A 1b		
_	Organizations relying on a current notice regarding disaster assistance check here			
C	c Did the foundation engage in a prior year in any of the acts described in 1a, other than except	Ī		v
_	before the first day of the tax year beginning in 2010?	16	-	X
2	2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation defined in section 4942(j)(3) or 4942(j)(5))	was a private operating foundation		
а	a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6			
	before 2010?	Yes X No		
	If "Yes," list the years ▶,,			
b	b Are there any years listed in 2a for which the foundation is not applying the provisions of sections.	ion 4942(a)(2) (relating to incorrect		
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all			
	statement - see instructions)	N/A 2b		
C	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the	e years here		
3a	3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise a	ut any time		
	during the year?	X Yes No		
b	b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the fo	i i		
	May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commission			
	of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase	1 11 11		
	Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b		X
4a	4a Did the foundation invest during the year any amount in a manner that would jeopardize its ch			X
b	b Did the foundation make any investment in a prior year (but after December 31, 1969) that co			
	had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

4b X Form **990-PF** (2010)

THE JOSEPH AND FELICIA W	EBER FAMILY		20 05107	0.4
orm 990-PF (2010) FOUNDATION, INC. Part VII-B Statements Regarding Activities for Which I	Form 4720 May Po D		20-05107	U 4 Page 6
	-orm 4/20 Way be h	equirea (continu	uea)	
5a During the year did the foundation pay or incur any amount to	4045(5)\0		s X No	
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	,		8 A NU	
(2) Influence the outcome of any specific public election (see section 4955), o any voter registration drive?	r to carry on, unectry or mone		s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	n		s X No	
(4) Provide a grant to an individual for travel, study, or other similar purposes			3 140	
509(a)(1), (2), or (3), or section 4940(d)(2)?	וו מפפרווחפת ווו פפרנותוו	□ v _o	s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or adjugational nurnages or f		0 (22) 110	
the prevention of cruelty to children or animals?	or educational purposes, or in		s X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fall to qualify und	ter the excentions described i	 -		
section 53.4945 or in a current notice regarding disaster assistance (see instru	· ·	riogalationo	N/A	5b
Organizations relying on a current notice regarding disaster assistance check h	•		▶	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi		ned		
expenditure responsibility for the grant?		/A 🔲 Ye	s 🔲 No	
If "Yes," attach the statement required by Regulations section 53.494	5-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on			
a personal benefit contract?		Ye	s X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		<u> </u>	6b X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax s	shelter transaction?	Ye	s X No _	
b if "Yes," did the foundation receive any proceeds or have any net income attribu	utable to the transaction?		N/A	7b
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	nagers, Highly	/	
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	· · · · · · · · · · · · · · · · · · ·	HAIRMAN	Companation	unovianos
BLDG ONE, 7000 PEACHTREE DUNWOODY RD				
ATLANTA, GA 30328	0.00	0.	0.	0.
FELICIA P. WEBER	TRUSTEE, SECR	ETARY, & T	REAS	
BLDG ONE, 7000 PEACHTREE DUNWOODY RD]	-		<u> </u>
ATLANTA, GA 30328	0.00	0.	0.	0.
			L	
2 Compensation of five highest-paid employees (other than those inc	, , , , , , , , , , , , , , , , , , ,	enter "NONE."	(d) Contributions to	(=) Evenese
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	employee benefit plans and deferred	(e) Expense account, other
NONE	devoted to position		compensation	allowances
иоип	-			
		 		
	†			
				
	1			
	1	 		

0

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

THE JOSEPH AND FELICI	A WEBER FAMILY	
Form 990-PF (2010) FOUNDATION, INC.	20-051	L0704 Page 7
Part VIII Information About Officers, Directors, Paid Employees, and Contractors (contin	Trustees, Foundation Managers, Highly	
3 Five highest-paid independent contractors for professional s	ervices. 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		<u>▶</u> C
Part IX-A Summary of Direct Charitable Activitie		
List the foundation's four largest direct charitable activities during the tax ye number of organizations and other beneficiaries served, conferences conver		Expenses
1 N/A	ios, rossarsii paparo prosassos, eto	
2		
		
3		
4		
Part IX-B Summary of Program-Related Investme		Amount

Form **990-PF** (2010)

All other program-related investments See instructions

Total. Add lines 1 through 3

Form 990-PF (2010)

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P	art X Minimum Investment Return (All domestic foundations must complete this pa	rt. Foreign four	dations,	see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes			
а	Average monthly fair market value of securities	ļ	1a	2,890,935.
	Average of monthly cash balances	İ	1b	3,243,472.
	Fair market value of all other assets		10	3,652,944.
d	Total (add lines 1a, b, and c)		1d	9,787,351.
	Reduction claimed for blockage or other factors reported on lines 1a and			<u> </u>
	1c (attach detailed explanation)	0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	9,787,351.
4	Cash deemed held for chantable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	146,810.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	9,640,541.
6	Minimum investment return. Enter 5% of line 5	Ì	6	482,027.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foreign organizations check here and do not complete this part)	ng foundations an	d certain	
1	Minimum investment return from Part X, line 6		1	482,027.
2a	Tax on investment income for 2010 from Part VI, line 5	2,866.		
b	Income tax for 2010 (This does not include the tax from Part VI)			
C	Add lines 2a and 2b		20	2,866.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,866. 479,161.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4	i	5	479,161.
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	479,161.
P	art 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	3,779,517.
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			
а	Suitability test (prior IRS approval required)		3a	
þ	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	3,779,517.
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	2,866. 3,776,651.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		6	3,776,651.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether 4940(e) reduction of tax in those years	r the foundation (qualifies fo	r the section

Part XIII Undistributed Income (see Instructions)

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4a from line 2a Taxable amount - see instr 1 Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2008 d Excess from 2009 3, 468, 584. e Excess from 2010 3, 300, 356.	1		······································			
Ilnes 4d and 5 from line 1 This amount must be distributed in 2011					0.	
be distributed in 2011 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 7,327,768. 10 Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2008 d Excess from 2009 3,468,584. e Excess from 2010 3,300,356.	1	f Undistributed income for 2010 Subtract				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 g Excess from 2009 3, 468, 584. e Excess from 2010 3, 300, 356.		lines 4d and 5 from line 1. This amount must	comment of the		1	4
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8		be distributed in 2011				0.
section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 3, 468,584. e Excess from 2010 3, 300, 356.	7	Amounts treated as distributions out of		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 3, 468,584. e Excess from 2010 3, 300, 356.		corpus to satisfy requirements imposed by				
not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 a Excess from 2009 3, 468, 584. e Excess from 2010 3, 300, 356.		section 170(b)(1)(F) or 4942(g)(3)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 7,327,768. 10 Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 a Excess from 2009 3,468,584. e Excess from 2010 3,300,356.	8	Excess distributions carryover from 2005				
Subtract lines 7 and 8 from line 6a 7,327,768. 10 Analysis of line 9 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 a Excess from 2009 3,468,584. e Excess from 2010 3,300,356.		not applied on line 5 or line 7	0.			
a Excess from 2006 b Excess from 2007 c Excess from 2009 d Excess from 2009 3,468,584. e Excess from 2010 3,300,356.	9	Excess distributions carryover to 2011.				
a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010 3, 300, 356.		Subtract lines 7 and 8 from line 6a	7,327,768.			
b Excess from 2007 35,650. c Excess from 2008 523,178. d Excess from 2009 3,468,584. e Excess from 2010 3,300,356.	10	Analysis of line 9				
c Excess from 2008 523,178. d Excess from 2009 3,468,584. e Excess from 2010 3,300,356.						
d Excess from 2009 3,468,584. e Excess from 2010 3,300,356.						
e Excess from 2010 3, 300, 356.						
		e Excess from 2010 $\mid 3,300,356$.	<u> </u>		<u> </u>	1

Form 990-PF (2010) FOUNDATION, INC. 20-0510704 Page 10 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 2010, enter the date of the ruling 4942(j)(3) or 4942(j)(5) b Check box to indicate whether the foundation is a private operating foundation described in section Prior 3 years 2 a Enter the lesser of the adjusted net Tax year (d) 2007 (e) Total (a) 2010 (b) 2009 (c) 2008 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 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 tisted 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 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.) 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 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

Form 990-PF (2010) FOUNDATION, INC.

Part XV Supplementary Information (continued)

20-0510704 Page 11

3 Grants and Contributions Paid During the You	ear or Approved for Future i	Payment		
Recipient	if recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	onin and in	
a Paid during the year				
SEE STATEMENT 10				
Total	. ' 		► 3a	3778550.
b Approved for future payment				
NONE				
			:	
Total			▶ 3h	0.

Part XVI-A	Analysis of	Income-F	Producing	Activities
------------	-------------	----------	-----------	-------------------

Enter gross amounts unless otherwise indicated	Unrelated t	usiness income		section 512, 513, or 514	(8)	
•	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income	
1 Program service revenue	code	7.11100111	code	711100111	Tanotion income	
ā	-				-	
b	-		 	***		
<u> </u>						
d						
8	_					
g Fees and contracts from government agencies	-	· · · · · · · · · · · · · · · · · · ·				
2 Membership dues and assessments						
3 Interest on savings and temporary cash			1 1			
investments			14	4,683.		
4 Dividends and interest from securities			14	4,683. 142,825.		
5 Net rental income or (loss) from real estate				· · · · · · · · · · · · · · · · · · ·		
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal		· · · · · · · · · · · · · · · · · · ·			·	
property						
7 Other investment income			01	32.		
8 Gain or (loss) from sales of assets other						
than inventory			18	284,180.		
9 Net income or (loss) from special events						
O Gross profit or (loss) from sales of inventory						
11 Other revenue.						
a	_					
b	_	 				
C	_					
d	_		\rightarrow			
0	_		0.	431,720.	0.	
12 Subtotal Add columns (b), (d), and (e)	lll		0 • 1 ,1		431,720	
13 Total. Add line 12, columns (b), (d), and (e)	`			13	431,720	
(See worksheet in line 13 instructions to verify calculations				·		
Part XVI-B Relationship of Activities	s to the Accon	nplishment of	Exempt Po	ırposes		
Line No. Explain below how each activity for which in				importantly to the accomp	lishment of	
the foundation's exempt purposes (other th	an by providing tund:	s for such purposes;)			

Form 990-1		UNDATION, II		IA MEDEK	. FAMI	ПI	20-0	0510704	P:	age 13
Part X		n Regarding Trai		nd Transac	tions an	d Relations				.40 .0
	Exempt O	rganizations							,	
1 Did th	ne organization directly	or indirectly engage in any	y of the following	g with any other o	rganization	described in sect	ion 501(c) of		Yes	No
the C	ode (other than section	501(c)(3) organizations)	or in section 527	7, relating to polit	ical organiza	ations?				
a Trans	fers from the reporting	foundation to a noncharit	table exempt org	janization of						
(1)	Cash							1a(1)	<u> </u>	X
(2)	Other assets							1a(2)		X
b Other	transactions									
(1)	Sales of assets to a none	chantable exempt organiz	ation .					16(1)	<u> </u>	X
		m a noncharitable exempt						1b(2)		X
(3)	Rental of facilities, equip	ment, or other assets						1b(3)		X
(4)	Reimbursement arrange	ments		_				1b(4)		X
	Loans or loan guarantee							16(5)		X
(6)	Performance of services	or membership or fundr	aising solicitatio	ns				1b(6)		X
		ent, mailing lists, other as:						10		X
		ove is "Yes," complete the			should alwa	ays show the fair i	market value of the c	oods, other as	sets,	
		orting foundation. If the fo	-						•	
		joods, other assets, or se				·				
(a) Line no	(b) Amount involv			exempt organiza	tion	(d) Descriptio	n of transfers, transaction	ons, and sharing a	mangem	nents
			N/A							
			·						-	
			·· - ·· ·							
		 -								
				-						
						-				
						 				
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0 - 1 - 41				<u>. </u>		<u></u>				
	•	indirectly affiliated with, o	•		npt organiza	ations described				ਯਾ
		e (other than section 501)	(c)(3)) or in sect	tion 52/7				Yes	5 L4	X No
D IT Y	es," complete the following			(h) Tuno of ora	anization		(c) Description of r	alationahin		
		e of organization		(b) Type of org	amzauon		(c) Description of the	elationship		
	N	I/A								
		- ·								
										
	111-1							4 2 4 4 4 4	•	
•	Under penalties of perjury and complete. Declaration	, I declare that I have examined of preparer of their than taxpay						ge and belief, it is	true, co	тест,
Sign	I. (<i>V</i>	<i>/</i> / /	-	1	1, 2		D.1.00000			
Here	Superharm Alffer	// /		<u></u>		<u>-//</u> ▶ <u>T</u>	RUSTEE			
	Signature of office		-T		Date	<u> </u>	Title	DTIN		
	Print/Type prepa	irer's name	Preparer's s	ignature	Ì	Date	Check if	PTIN		
ъ	1.5					11/00/5=	self- employed			
Paid	MICHAEI			L A. KE	LLER :	11/02/11	<u> </u>	<u> </u>		
Prepa		ROSS LANE &	COMPAN	Y, LLC			Firm's EIN			
Use C	nly						1			

Firm's address ► 7000 PEACHTREE DUNWOODY RD, BLDG ONE

ATLANTA, GA 30328

Form **990-PF** (2010)

(770) 804-8044

Phone no

THE JOSEPH AND FELICIA WEBER FAMILY FOUNDATION, INC. EIN: 20-0510704 2010 – FORM 990-PF

STATEMENT REGARDING PAPER FILING OF TAX RETURN

TAXPAYER IS NOT ELECTRONIC FILING FORM 990-PF FOR 2010 BECAUSE THE ACCOUNTANT'S SOFTWARE DISQUALIFIES IT FROM E-FILING DUE TO AN IRS-REQUIRED ATTACHMENT TO PART II, LINE 10B.

FORM 990-PF INTEREST ON SAVINGS A	ND TEMPORARY C	ASH INVESTMENTS	STATEMENT 1
SOURCE			AMOUNT
FIRST MANHATTAN CO. WELLS FARGO - 3172			1,358. 3,325.
TOTAL TO FORM 990-PF, PART I, LINE	3, COLUMN A		4,683.
FORM 990-PF DIVIDENDS AND	INTEREST FROM	SECURITIES	STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST MANHATTAN CO.	57,123.	0.	57,123.
HIGH RISE INSTITUTIONAL PARTNERS L.P.	67,385.	0.	67,385.
HIGH RISE INSTITUTIONAL PARTNERS L.P. ISRAEL BONDS	13,317. 5,000.	0.	13,317. 5,000.
TOTAL TO FM 990-PF, PART I, LN 4	142,825.	0.	142,825.
FORM 990-PF O	THER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	
OTHER INCOME - HIGH RISE INSTITUTIONAL PARTNERS LP K-1		32. 32	
TOTAL TO FORM 990-PF, PART I, LINE	11	32. 32	2.

FORM 990-PF	ACCOUNTI	NG FEES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS			
ACCOUNTING FEES	9,675.	8,708	•	967.
TO FORM 990-PF, PG 1, LN 16B	9,675.	8,708	-	967.
FORM 990-PF	TAX	ES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS		(C) - ADJUSTED : NET INCOME	
FOREIGN TAX PAID	1,752.	1,752	· ·	0.
TO FORM 990-PF, PG 1, LN 18	1,752.	1,752		0.
FORM 990-PF	OTHER E	XPENSES		STATEMENT 6
FORM 990-PF DESCRIPTION	OTHER E (A) EXPENSES PER BOOKS	(B) NET INVEST-	(C) - ADJUSTED	(D) CHARITABLE
	(A) EXPENSES	(B) NET INVEST- MENT INCOME	(C) - ADJUSTED E NET INCOME	(D) CHARITABLE PURPOSES 0.
DESCRIPTION BANK SERVICE CHARGES	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME 212 72,255	(C) - ADJUSTED E NET INCOME	(D) CHARITABLE PURPOSES 0.
DESCRIPTION BANK SERVICE CHARGES INVESTMENT MANAGEMENT FEES	(A) EXPENSES PER BOOKS 212. 72,255.	(B) NET INVEST- MENT INCOME 212 72,255	(C) - ADJUSTED E NET INCOME	(D) CHARITABLE PURPOSES 0. 0.
DESCRIPTION BANK SERVICE CHARGES INVESTMENT MANAGEMENT FEES TO FORM 990-PF, PG 1, LN 23	(A) EXPENSES PER BOOKS 212. 72,255. 72,467.	(B) NET INVEST- MENT INCOME 212 72,255 72,467	(C) - ADJUSTED E NET INCOME	(D) CHARITABLE PURPOSES 0. 0.
DESCRIPTION BANK SERVICE CHARGES INVESTMENT MANAGEMENT FEES TO FORM 990-PF, PG 1, LN 23 FORM 990-PF	(A) EXPENSES PER BOOKS 212. 72,255. 72,467.	(B) NET INVEST- MENT INCOME 212 72,255 72,467	(C) - ADJUSTED E NET INCOME	(D) CHARITABLE PURPOSES 0. 0. STATEMENT 7 FAIR MARKET

ormation						Th ac ac
E FIRST IN FIRST OUT Ethod: FIRST IN FIRST OUT						e Josep 0-05107
	Opening Balance	Closing Bolonce	A	Accrued Thi	Income 30-day This Year Yield	h 4 104
Deposits 34.00% of Portfolio	1,574,101 68	1,582,138.28				Felic
FDIC Deposits	\$1,574,101.68	\$1,582,138.28		\$0.00	\$0.00	ra I
	Morket Price	Market Value		Estimated Annual Income	Estimated Estimated al Income Yield	webe rm 9
IEME ANWENDUNGEN PRODUKTE WERARBEI TUNG ORD 164600 on Cash	60.5249	169,469.93				r Family 190-PF-
ner SAPGF ORP	30.5300	112,228.28		3,0	3,087.84 2.75%	Fou (St
on Cash NS ADR on Cash	44.2900	57,045.52		2,	2,163.84 3.79%	ndatic
<i>thet</i> : BP HATHAWAY INC DEL CL A on Cash	116,105.0000	232,210.00				on, =
fier, BRK A HATHAWAY INC DEL CL B NEW on Cash	77.3900	75,996.98				Inc.
fier: BRK B IE FINI. CORP COM on: Cash	51.6700	91,559.24		.,	354.40 0.38%	Par
fier COF s INC(DEL) COM on Cash	45.0000	12,150.00				+ I I.,
fier. CVCO ALMOLIVE CO COM on Cash	87.4100	87,410.00			2,320.00 2.65%	- LN.
fier CL	!	:			Page 2 of 8	('/3 10 b.)
Account Number 542-005974 IOSFPH AND FFIICIA WFRFR)	∴) <u>go paperless</u>	#1 Brokerage Statement, 2009, 2010	Clearing through Persh of The Bank of New Yo	Clearing through Pershing LLi باطاعته of The Bank of New York Mello، مونضاتها of The Bank of New York Mello، مانتها المانتهات المانتها ال	5)

Customer Service Information

Account Default Disposition Method: Mutual Fund Default Disposition Meth **Your Investment Advisor: 068**

Portfolio Holdings

Dividend Option Security Identifier: ALLSTATE CORI Dividend Option Security Identifier

BP PLC SPONS

Dividend Option:
Security Identifier:
BERKSHIRE HAI Security Identifier. **BERKSHIRE HA** SAP AG SYSTEN IN DER DATENVE Dwidend Option Security Identifier CAPITAL ONE F Security Identifier CAVCO INDS IN COLCATE PALN
Dividend Option
Security Identifier ISIN#DE000716 Cash, Money Funds, and FDIC I Dividend Option Dividend Option Dividend Option Secunty Identifie Total Cash, Money Funds, and Equities 66.00% of Portfolio Description Common Stocks 2,800.000 Cash Balance 3,676.000 1,288.000 1,000.000,1 1,772,000 270.000 Quantity **Quantity** 982,000 2.000

40157947CSF220L

Brokerage

Account Statement

Statement Period: 06/01/2011 - 06/30/2011

1,

Market

Market

Estimated Estimated

Portfolio Holdings (continued)

{	•			Total Print.	77
<u> </u>	Jescription	LINCE	Table		
Equities (continued)	•				
Common Stocks (continued)	(panu				
2.400.000	CULLEN FROST BANKERS	56.8500	136,440.00	4,416.00	3.23%
	Dwidend Option Cash				
	Security Identifier CFR				
4,248.000	DISNEY WALT CO DISNEY COM	39.0400	165,841.92	1,699.20	1.02%
	Dividend Option Cash				
	Secunity Identifier DIS				
1,500.000	DISCOVER FINL SVCS COM INC	26.7500	40,125.00	360.00	0.89%
	Dividend Option Cash				
	Security Identifier UFS				
2,790.000	ENTERGY CORP NEW COM	68.2800	190,501.20	9,262.80	4.86%
	Dividend Option: Cash				
	Security.Identifier ETR				
3,414.000	GLAXOSMITHKLINE PLC SPONS ADR	42.9000	146,460.60	7,190.74	4.90%
	Dividend Option Cash				
	Security Identifier GSK				
1,870,000	HOMEFED CORP COM PAR \$.01	22.0000	41,140.00		
	Dividend Option Cash		A production of the second sec	,	
*	Security Identifier HOFD				
1,000.000	JOHNSON & JOHNSON COM	66.5200	66,520,00	2,280.00	3.42%
	Dividend Option Cash				
	Security Identifier: JNJ				
7,800.000	LOEW'S CORP COM	42.0900	328,302.00	1,950.00	0.59%
	Dividend Option Cash				
	Secunity Identifier. L				
1,000.000	PROCTER & GAMBLE CO COM	63.5700	63,570.00	2,100.00	3.30%
	Dividend Option Cash ···	ś			
	Security Identifier PG.				
2,000.000	SCHLÜMBERGER LTD COM ISIN#AN8068571086	86.4000	172,800.00	2,000.00	1.15%
	Dividend Option. Cash				
	Security Identifier SLB				
8,300.000	SPIRIT AEROSYSTEMS HLDGS INC CL A	22.0000	182,600.00		
	Dividend Option Cash				
3	Secunty Identifier. SPR		res for		
1,800.000	3M-CO-COM	94.8500	170,730.00	3,960.00	2.31%
	Dividend Option Cash				
				ď	Page 3 of 8
				-	200



PAR-02-ROLL

A0157947CSF220D5

► go paperless
Ask about e-delivery

Portfolio Holdings (continued)

		Market	Morket	Estimated Estimated	L Estimo	nted Ted
Quantity	Description	Price	Value	Annual Income		Yield
Equities (continued)						
Common Stocks (continued)	(panu					
	Secunty Identifier: MMM					
4,000.000	UNITED TECHNOLOGIES CORP COM	88.5100	354,040.00	7,680.00	2.16%	6 %
	Dividend Option Cash					
	Security Identifier UTX					
10,174.000	VALLEY NATL BANCORP COM	13.6100	138,468.14	7,020.06	5.06%	8
_	Dividend Option Cash					
	Security Identifier: VLY					1
Total Common Stocks		\$3	\$3,035,608.81	\$57,844.88	_	1
Total Equities		\$3,	\$3,035,608.81	\$57,844.88	_	
				Acrued Estimated		
Description			Value	Ann		I
Total Portfolio Holdings	Holdings	\$	\$4,617,747.09	\$0.00 \$57,844.88	•	

obtained from quotation services, which we believe to be reliable, however, we cannot guarantee their accuracy Securities for which a price is not available are marked "NA" and are omitted from the Total. Pricing - This section includes the net market value of the securities in your account on a settlement date basis, including short positions, at the close of the statement penod. The market prices have been

These figures are computed using information from providers believed to be reliable, however, no assurance can be made as to the accuracy. Since interest and dividend rates are subject to change at any time, The estimated annual income (EAI) and estimated current yield (ECY) figures are estimates and for informational purposes only. These figures are not considered to be a forecast or guarantee of future results. and may be affected by current and future economic, political, and business conditions, they should not be relied on for making investment, trading, or tax decisions. These figures assume that the position quantities, interest and dividend rates, and prices remain constant. A capital gain or return of principal may be included in the figures for certain securities, thereby overstating them. Refer to www.pershing.com/business_continuity.html for specific details as to formulas used to calculate the figures. Accrued interest represents interest earned but not yet received.

renvested. 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 The Estimated Price as of Date only appears when the price date does not equal the statement date and the price indicated is estimated since it is not reflective of a last trade price on a recognized exchange. 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 name of the person from whom your secunty 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 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. 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

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 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 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 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

#1 Brokerage Statement, 2009, 2010

FORM 990-PF OT	HER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HIGH RISE INSTITUTIONAL PARTNERS,	COST		
LP ISRAEL BONDS V3 REALTY PARTNERS OFFSHORE FUND	COST COST	0. 100,000. 3,970,524.	0. 100,000. 3,970,524.
TOTAL TO FORM 990-PF, PART II, LI	NE 13	4,070,524.	4,070,524.
FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL TAX	0.	200.	200.
TO FORM 990-PF, PART II, LINE 15	0.	200.	200.

FORM 990-PF

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STATEMENT

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
THE BREMAN JEWISH HERITAGE MUSEUM 1440 SPRING STREET NW ATLANTA, GA 30309	NONE GENERAL	PUBLIC CHARITY	1,000.
UNITED SERVICE ORANIZATIONS INC. P.O. BOX 96860 WASHINGTON, DC 20077		PUBLIC CHARITY	500.
COALITION TO SALUTE AMERICA'S HEROES P.O. BOX 96440 WASHINGTON, DC 20090	NONE GENERAL	PUBLIC CHARITY	500.
ATLANTA BELTLINE PARTNERSHIP P.O. BOX 93351 ATLANTA, GA 30377	NONE GENERAL	PUBLIC CHARITY	1,000.
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET, NW WASHINGTON, DC 20001	NONE GENERAL	PUBLIC CHARITY	75,000.
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	160,000.
FREEDOM CENTER 6928 COMMERCIAL DRIVE MORROW, GA 30260	NONE GENERAL	PUBLIC CHARITY	1,000.

GRANTS AND CONTRIBUTIONS

PAID DURING THE YEAR

THE JOSEPH AND FELICIA WEBER FA	MILY FOUN	,	20-0510704
ATLANTA SCHOLARS KOLLEL 1959 LA VISTA RD. ATLANTA, GA 30329	NONE GENERAL	PUBLIC CHARITY	20,000.
WOUNDED WARRIOR PROJECT P.O. BOX 758516 TOPEKA, KS 66675	NONE GENERAL	PUBLIC CHARITY	250.
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	11,800.
CORNELL LAB OF ORNITHOLOGY 159 SAPSUCKER WOODS RD ITHACA, NY 14850	NONE GENERAL	PUBLIC CHARITY	45,000.
CURE FOR BLINDNESS P.O. BOX 3554 NEW YORK, NY 10163	NONE GENERAL	PUBLIC CHARITY	50,000.
EMORY UNIVERSITY SCHOOL OF MEDICINE 101 WOODRUFF CIRCLE ATLANTA, GA 30322	NONE GENERAL	PUBLIC CHARITY	50,000.
FIRE 601 WALNUT STREET, SUITE 510 PHILADELPHIA, PA 19106	NONE GENERAL	PUBLIC CHARITY	2,500.

THE JOSEPH AND FELICIA WEBER FA	MILY FOUN	•	20-0510704
FOUNDATION FIGHTING BLINDNESS P.O. BOX 17279 BALTIMORE, MD 21203	NONE GENERAL	PUBLIC CHARITY	5,000.
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 4097 ATLANTA, GA 30302	NONE GENERAL	PUBLIC CHARITY	5,000.
HORIZON THEATRE COMPANY PO BOX 5376 ATLANTA, GA 31107	NONE GENERAL	PUBLIC CHARITY	5,000.
JEWISH FAMILY AND CAREER SERVICES 4549 CHAMBLEE DUNWOODY RD ATLANTA, GA 30338	NONE GENERAL	PUBLIC CHARITY	2,500.
ORT AMERICA 2200 CENTURY PARKWAY SUITE 550 ATLANTA, GA 30345	NONE GENERAL	PUBLIC CHARITY	3,000.
GEORGIA STATE UNIVERSITY FOUNDATION P.O. BOX 4018 ATLANTA, GA 30302	NONE GENERAL	PUBLIC CHARITY	10,000.
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 JOSEPH AND FELICIA WEBER FA	AMILY FOUN	•	20-0510704
THE FOUNDATION FOR THE DEFENSE OF DEMOCRACIES 1726 M STREET, NW, STE. 700 WASHINGTON, DC 20036	NONE GENERAL	PUBLIC CHARITY	100,000.
THE FRIENDS OF THE IDF 350 5TH AVENUE, SUITE 2011 NEW YORK, NY 10118	NONE GENERAL	PUBLIC CHARITY	5,000.
THE VALENTINO ACHAK DENG FOUNDATION 849 VALENCIA ST. SAN FRANCISCO, CA 94110	NONE GENERAL	PUBLIC CHARITY	10,000.
THE WEBER SCHOOL 6751 ROSWELL ROAD ATLANTA, GA 30328	NONE GENERAL	PUBLIC CHARITY	3,000,000.
WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSSETTS 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	1,000.
YESHIVA ATLANTA 3130 RAYMOND DRIVE ATLANTA, GA 30340	NONE GENERAL	PUBLIC CHARITY	1,000.
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING STREET NW ATLANTA, GA 30309	NONE GENERAL	PUBLIC CHARITY	75,000.
TOTAL TO FORM 990-PF, PART XV, L	INE 3A		3,778,550.