Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: WEBB FOUNDATION

A Employer identification number: 23-7028768

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 432 | Room/suite:

B Telephone number (see instructions): 262-948-1033

City or town, state, and ZIP code: WINTHROP HARBOR IL 60096

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,123,348

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	36,743	36,714	0	
4	Dividends and interest from securities	92,641	92,641	0	
5a	Gross rents	-97	-97	0	
b	Net rental income or (loss) -97				
6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	156,433			
b	Gross sales price for all assets on line 6a 3,147,130				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STMT 2	184,909	189,572	0	
12	**Total.** Add lines 1 through 11	470,629	318,830	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	26,100			26,100
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	5,125	2,563		2,562
c	Other professional fees (attach schedule) STMT 4	49,469	49,469		
17	Interest	2,608	1,304		1,304
18	Taxes (attach schedule) (see instructions) STMT 5	10,354			10,354
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	2,030			2,030
22	Printing and publications				
23	Other expenses (att sch) STMT 6	39,304	38,548		756
24	**Total operating and administrative expenses.** Add lines 13 through 23	134,990	91,884	0	43,106
25	Contributions, gifts, grants paid	271,000			271,000
26	**Total expenses and disbursements.** Add lines 24 and 25	405,990	91,884	0	314,106
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	64,639			
b	**Net investment income** (if negative, enter -0-)		226,946		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	42,808	24,419	24,419
	2	Savings and temporary cash investments	795,119	1,571,564	1,580,581
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 7	2,432,063	2,571,420	2,772,100
	c	Investments—corporate bonds (attach schedule) SEE STMT 8	587,453	640,055	677,768
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 9)	908,750	65,148	68,480
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,766,193	4,872,606	5,123,348
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	4,766,193	4,872,606	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,766,193	4,872,606	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,766,193	4,872,606	

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	4,766,193
2	Enter amount from Part I, line 27a	2	64,639
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	41,774
4	Add lines 1, 2, and 3	4	4,872,606
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,872,606

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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	N/A			
b				
c				
d				
e				

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

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

	(i) 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				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 **3**

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	275,193	5,367,840	0.051267
2009	304,515	4,932,226	0.061740
2008	311,123	5,406,526	0.057546
2007	267,854	6,375,856	0.042011
2006	330,638	6,456,996	0.051206

2	**Total** of line 1, column (d)	2	0.263770
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052754
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,251,127
5	Multiply line 4 by line 3	5	277,018
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,269
7	Add lines 5 and 6	7	279,287
8	Enter qualifying distributions from Part XII, line 4	8	314,106

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

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	2,269
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	2,269
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	2,269
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	28,645		
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	28,645
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	26,376
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 26,376 Refunded ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ WWW.WEBBFOUNDATION.COM				
14	The books are in care of ▶ LINDA BARRY P.O. BOX 432 Telephone no ▶ 262-948-1033				
	Located at ▶ WINTHROP HARBOR IL ZIP+4 ▶ 60096				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶				

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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 ☒ 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 ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11				

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	4,449,552
b	Average of monthly cash balances	1b	881,541
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	5,331,093
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	5,331,093
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	79,966
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,251,127
6	**Minimum investment return.** Enter 5% of line 5	6	262,556

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	262,556
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,269		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,269
3	Distributable amount before adjustments Subtract line 2c from line 1			3	260,287
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	260,287
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	260,287

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	314,106
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	314,106
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,269
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	311,837

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

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					260,287
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2011					
a	From 2006	16,539				
b	From 2007					
c	From 2008	40,839				
d	From 2009	60,179				
e	From 2010	9,233				
f	**Total** of lines 3a through e		126,790			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 314,106					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					260,287
e	Remaining amount distributed out of corpus		53,819			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		180,609			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		16,539			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		164,070			
10	Analysis of line 9					
a	Excess from 2007					
b	Excess from 2008	40,839				
c	Excess from 2009	60,179				
d	Excess from 2010	9,233				
e	Excess from 2011	53,819				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

WEBB FOUNDATION 262-948-1033
P.O. BOX 423 WINTHROP HARBOR IL 60096

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

SEE STATEMENT 12

c Any submission deadlines

SEE STATEMENT 13

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

SEE STATEMENT 14

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 15				271,000
Total			▶ 3a	271,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	36,714	29
4 Dividends and interest from securities			14	92,641	
5 Net rental income or (loss) from real estate					
a Debt-financed property			17	-97	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900099	-4,663	18	185,856	3,716
8 Gain or (loss) from sales of assets other than inventory			18	156,433	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-4,663		471,547	3,745

13 Total. Add line 12, columns (b), (d), and (e) 13 470,629

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
7	INCOME ATTRIBUTABLE TO INVESTMENT IN LAZARD STRATEGIES
	FUND, LLC. AND BNY/IVY MUTLI-STRATEGY HEDGE FUND LLC.
	ALL MONIES ARE USED FOR TAX EXEMPT PURPOSES.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Signature of officer or trustee: [signature] Date: 11/11/12 Title: SECRETARY + TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
LINDA A. EKENBERG	Linda A. Ekenberg	11/09/12	
Firm's name ▶ EKENBERG & EKENBERG, P.C.		PTIN	P01447354
Firm's address ▶ 100 TRI-STATE INTERNATIONAL STE 285 LINCOLNSHIRE, IL 60069		Firm's EIN ▶	36-3762782
		Phone no	847-267-1650

Schedule K-1

Defenders Fund Liquidating Trust
EIN 27-6831684
Tax Information Letter
For the Tax Year Ended 12/31/11

Grantor Number	A0000942
Grantor Name	Webb Foundation

The amounts shown below represent the activity of the Liquidating Trust for the tax year ended December 31, 2011

Income

Interest Income	$	7
Qualified Dividend Income	$	868 √
Net Taxable Income from Investment In Cerberus Partners, L P *	$	941

Deductions

Portfolio Deductions Subject to 2%	$	4,072 √

Distributions

Distributions to Grantor in 2011	$	66,347 √

* See Supporting Statement

If you have any questions, please contact Robert Auriccho at 516-338-3740

Total amount of Foreign Sourced Dividends reported in Box 6a of your Grantor Letter is	210
Total amount of Foreign Sourced Dividends reported in Box 6b of your Grantor Letter is	114

<u>Notes re Investment Interest Expense, Investment Income, and Passive/Non-passive Income (Loss)</u>

Total investment interest expense in Box 13 (Code H) is	93
This amount should be entered on Form 4952, Line 1, for the purpose of determining whether a limitation applies	
The Trust through its investment in Cerberus, derived a portion of its income from passive activities, pursuant to IRC Section 469 Subject to applicable limitations, passive income (loss), if any, included in Box 1 of your Grantor Letter that should be entered on your Form 1040, Schedule E, Part II is	69
The amount of passive income (loss) in Box 11 (Code F) is	161

In addition to the amounts shown above, please note that the amounts in Boxes 2, 3, 10, and 13 (Code J), if any, are also passive income (loss) Please consult your tax advisor

The total non-passive income (loss) on your Grantor Letter that should be entered on Form 1040, Schedule E, Part II is	(264)
This amount consists of:	
Portfolio income (loss) in Box 11 (Code A)	(147)
Ordinary income (loss) in connection with trading activities in Box 11 (Code F)	(113)
Other deductions from trading activities in Box 13 (Code W)	(4)
Total non-passive income (loss) that should be entered on Form 1040, Schedule E, Part II is	(264)

Subject to the investment interest expense limitations, the portion of investment interest expense from your Form 4952,Part III, line 8 that arises from a trade or business activity (from Box 13 (Code H) of your Grantor Letter) may be reported by individual taxpayers on Schedule E, Part II, column (h) as a non-passive loss, in addition to the amount of non passive income or loss referred to above

If you are not subject to an investment interest expense limitation, the amount of investment interest expense that may be reported on Schedule E, Part II, column (h) is	-
If you are not subject to an investment interest expense limitation, the investment interest expense that should be included on Form 1040, Schedule A, line 13 is	93
In determining whether you are subject to an investment interest expense limitation, the total gross income from property held for investment consists of the amount of investment income in Box 20 (Code A) plus the amount of ordinary income or loss in Box 1, after subtracting the passive income (or adding the passive loss)included in Box 1, reduced by any ordinary deductions in Box 13 (Code W). The amount that should be included on Form 4952, line 4a, is	159

Total interest, dividend and royalty Income in Boxes 5, 6a ,7, and 11 (Code F) of your Grantor Letter have been included in investment income shown In Box 20 (Code A) Ordinary income or loss in Box 11, including the Sec 475(f) amount and the Sec 988 amount, if any, has also been included in investment income in Box 20 (Code A) Other portfolio income (loss) in Box 11 (Code A) has been included in Box 20 (Code A) Ordinary income or loss in Box 1 and other deductions in Box 13 (Code W) have not been included in Box 20 (Code A) Capital gain (loss) has not been included in the amount shown in Box 20 (Code A) Net short-term capital gain (loss) on your individual return should be taken into account as investment income on Form 4952 Net long-term capital gain (loss), as well as qualified dividends, do not constitute investment income If you are subject to an investment interest expense limitation, you should consider making the election on Form4952, line 4g, to include those items in investment income In such case, you will lose the benefit of the lower tax brackets on that income Please consult your tax advisor.

Gain or loss from Section 1256 contracts has not been included in investment income shown in Box 20 (Code A) and should be entered on Form 6781, Part I

For Corporate Partners

The Dividends reported in Box 6a of your Grantor Letter eligible for the Dividends Received Deduction are	48

For Tax Exempt Partners

Unrelated Business Taxable Income (UBTI) Included in your Grantor Letter Distributive Share Items as Follows	
Ordinary Income/(Loss)	214
Capital Gain/(Loss)	13

Foreign Partners Effectively Connected Income ("ECI")

Included in various line items on your Grantor Letter is income effectively connected with a U S Trade or Businessis as follows	
Ordinary Income/(Loss)	(24)
Long Term Capital Gain/(Loss)	58
Section 1231 Gain/(Loss)	27

Information re Transfers to Foreign Corporations

The Trust, through its investment in Cerberus, has indirectly transferred cash to foreign corporations during the year 2011 Similarly, each Grantor of the Trust is deemed to have transferred its proportionate share of the cash to each foreign corporation and you may have to file with your tax return for the year 2011 a separate Form 926 for transfers to each foreign corporation detailed below In general, a U.S Transferor must report transfers of cash aggregating in excess of $100,000 to each foreign corporation

Your share of the investment in each foreign corporation below has not exceeded the $100,000 threshold However, each person must aggregate their share of the cash transferred to each foreign corporation if you directly invested in the same foreign corporation or invested in the same foreign corporation through another partnership Accordingly, the following is a list of the names, addresses, and EINs, if available, of the foreign corporations in which you are deemed to have invested If you require detailed information as to amounts invested in 2011 because you must aggregate investments in the same foreign corporation through multiple sources, please contact the general partner and this information will be provided The information below has been provided to you in order tallow you to satisfy this filing responsibility

Please consult your tax advisor

Transferee foreign corporation Information

Name	Saberasu Japan Institutional Holding BV
EIN	N/A
Address	
	Oude Utrechtseweg 16
	Baarn, NL 3743 KN

A Grantor would not be required to make a 2011 "FBAR" filing (Report of Foreign Bank and Financial Accounts, Form TD F 90-22 1) on account of their investment in the Trust Please consult your tax advisor

PFIC Information - QEF Elections Made

The Trust is invested in a passive foreign investment companies and is a partner in Cerberus which invested in passive foreign investment companies("PFICs") Elections have been made under Internal Revenue Code ("IRC") Section 1293 to treat the investment in each PFIC as a Qualified Electing Fund ("QEF election") and, as a result, your pro-rata share of the ordinary earnings and capital gain from each PFIC is included in your Grantor Letter

As an investor in the Trust, you are an indirectshareholder of each PFIC For 2011, you are not required to file a separate Form 8621, "Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund" for any PFIC investment where a QEF election has been made Please consult your tax advisor

State Sourced Income (Loss)

For state tax purposes, individual grantors should report the amount shown on your Grantor Letter only in your resident state, except for specific state sourced income as discussed below

During 2011, the Trust was a partner in partnerships that derived income (loss) from trade or business activities and/or rental real estate in various states Your proportionate share of state sourced income (loss) from the various states is reflected below

Alabama	-
Arizona	9
Arkansas	1
California	(82)
Colorado	12
Connecticut	-
Delaware	-
Florida	18
Georgia	3
Hawaii	-
Idaho	1
Illinois	12
Indiana	8
Iowa	1
Kansas	1
Kentucky	1
Louisiana	-
Maryland	3
Maine	1
Massachusetts	4
Michigan	(5)
Minnesota	1
Missouri	6
Montana	-
Nebraska	2
New Jersey	10
New Mexico	4
New York	(48)
New York City (Included in New York State)	(53)
North Carolina	3
North Dakota	-
Ohio	11
Oklahoma	1
Oregon	1
Pennsylvania	14
Rhode Island	1
South Carolina	2
Texas	-
Utah	1
Vermont	-
Virginia	2
West Virginia	-

State Income Tax Withheld in 2011

Colorado	1
Georgia	1
Idaho	1
Illinois	1
Iowa	-
Kansas	-
Kentucky	-
Maryland	-
Massachusetts	-
Montana	-
New Jersey	3
New Mexico	-
North Carolina	-
Ohio	1
Pennsylvania	-
Rhode Island	-
South Carolina	-
Utah	-
Vermont	-
West Virginia	-

Please consult your tax advisor

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
MORGAN STANLEY/SMITH BARNEY	VARIOUS	VARIOUS	PURCHASE	$ 2,194,753	$ 2,192,626	$	$	$ 2,127
MORGAN STANLEY/SMITH BARNEY	VARIOUS	VARIOUS	PURCHASE	952,377	798,071			154,306
TOTAL				$ 3,147,130	$ 2,990,697	$ 0	$ 0	$ 156,433

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OTHER INC/(LOSS) -LAZARD K-1	$ 3,970	$ 3,970	$ 3,970
ROYALITES-LAZARD K-1	2	2	2
TOTAL GAIN/(LOSS)-LAZARD K-1	185,106	185,106	185,106
OTHER INC/(LOSS)-DFLT K-1	-256	-256	-256
TOTAL GAIN/(LOSS)-DFLT K-1	750	750	750
UNRELATED BUS INC--LAZARD K-1	-4,890		-4,890
UNRELATED BUS INC-DFLT K-1	227		227
TOTAL	$ 184,909	$ 189,572	$ 184,909

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEE	$ 5,125	$ 2,563	$	$ 2,562
TOTAL	$ 5,125	$ 2,563	$ 0	$ 2,562

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISORY FEE	$ 49,469	$ 49,469	$	$
TOTAL	$ 49,469	$ 49,469	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE FEE	$ 10,354	$	$	$ 10,354
TOTAL	$ 10,354	$ 0	$ 0	$ 10,354

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
OTHER DEDUCTIONS-LAZARD K-1	33,460	33,460		
OTHER DEDUCTIONS-BNY K-1	4,333	4,333		
OFFICE SUPPLIES	547	273		274
TELEPHONE	964	482		482
TOTAL	$ 39,304	$ 38,548	$ 0	$ 756

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PREFERRED STOCK	$ 94,024	$ 65,771	COST	$ 63,733
COMMON STOCK	2,338,039	2,505,649	COST	2,708,367
TOTAL	$ 2,432,063	$ 2,571,420		$ 2,772,100

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	$ 551,137	$ 630,525	COST	$ 667,978
INTERNATIONAL BONDS	36,316	9,530	COST	9,790
TOTAL	$ 587,453	$ 640,055		$ 677,768

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
PRIVATE EQUITY	$ 908,750	$ 65,148	$ 68,480
TOTAL	$ 908,750	$ 65,148	$ 68,480

Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
LAZARD ALTERNATIVE STRATEGIES FUND LLC (PER K-1)	$ 39,518
DEFENDERS FUND LIQUIDATING TRUST (PER K-1)	2,256
TOTAL	$ 41,774

Federal Statements

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DONALD MCDONALD 1346 VILLAGE DRIVE ARLINGTON HEIGHTS IL 60004	ADVISOR	0.10	0	0	0
EVELYN MCDONALD 1346 VILLAGE DRIVE ARLINGTON HEIGHTS IL 60004	ADVISOR	0.10	0	0	0
DONNA S. PREVES 1620 YOSEMITT PARKWAY ALGONQUIN IL 60102	ADVISOR	0.10	0	0	0
LINDA BARRY 11114 LAKESHORE DRIVE PLEASANT PRARIE WI 53158	ADMINISTRATO	40.00	16,500	0	0
JOHN BARRY 11114 LAKESHORE DRIVE PLEASANT PRARIE WI 53158	ADVISOR	0.10	0	0	0
ROBERT PREVES 1382 REDBRIDGE CT. GRAYSLAKE IL 60030	ADVISOR	0.10	0	0	0
GREG PREVES 724 SILK OAK LANE CRYSTAL LAKE IL 60014	SECRETARY	40.00	9,600	0	0

Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
A FORMAL PROPOSAL SHOULD BE SUBMITTED TO THE DONATIONS COMMITTEE FOR REVIEW. THE PROPOSAL SHOULD INCLUDE A COVER LETTER, EXECUTIVE SUMMARY, BUDGET INFORMATION, SUPPORTING MATERIALS, AND NARRATIVE DESCRIBING THE ORGANIZATION'S MISSION. SEE THE WEB SITE OF THE WEBB FOUNDATION FOR MORE DETAILS ON HOW TO APPLY.

Statement 13 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
FEBRUARY 28 FOR JUNE MEETING AND AUGUST 31 FOR NOVEMBER MEETING

Statement 14 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
THE WEBB FOUNDATION IS A PRIVATE FAMILY FOUNDATION THAT SERVES THE METROPOLITAN AREAS OF ST. LOUIS AND CHICAGO. THE FOUNDATION'S FOCUS HAS BEEN ON SUPPORTING ORGANIZATIONS WHO SERVE CHILDREN AT RISK, EDUCATION AND THOSE WHO SERVE THE ELDERLY.

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ABSTINENCE & MARRIAGE EDUC WHEELING IL 60090	9810 CAPITOL DR		RESTORE THE DREAM PRGM	5,000
THE CENTER OF CONCERN PARK RIDGE IL 60068	1580 N. NW HWY		SENIOR SUPPORT	5,000
LUTHERAN WORLD RELIEF BALTIMORE MD 21297	PO BOX 17061		JOPLIN/JAPAN DISASTER RELIEF	5,000
KIDSMART BRIDGETON MO 63044	12175 BRIDGETON SQ DR		SCHOOL SUPPLIES	5,000
DELTA GAMMA CENTER ST. LOUIS MO 63110	5030 MCREE		CHILDREN W/VISUAL IMPAIRMENTS	7,500
NEW MOMS CHICAGO IL 60647	2845 W. MCLEAN		GEN OPERATING SUPPORT	10,000
PATHWAYS TO GLOBAL LITERACY ARLINGTON HEIGHTS IL 6000	1517 W. RICHMOND ST.		LITERACY FOR THE POOR	5,000
ST. PETERS ARLINGTON HEIGHTS IL 6001	111 W. OLIVE ST		SCHOOL BLDG FUND	10,000
LUTHERAN ASSN FOR SPCL ED ST. LOUIS MO 63118	3558 S. JEFFERSON		TECHNOLOGY SOLUTIONS	4,000
LUTHERAN CHILD & FAMILY SVCS RIVER FOREST IL 60305	7620 MADISON ST.		OPERATING EXP/SPC XMAS GIFT	5,000
LUTHERAN CHILD & FAMILY SVCS RIVER FOREST IL 60305	7620 MADISON ST.		GEN OPERATING EXPENSES	5,000
CENTRAL INST FOR THE DEAF ST LOUIS MO 63110	825 S. TAYLOR ST		SCHOLARSHIP PROGRAM	2,500
AMERICAN DIABETES ASSN ALEXANDRIA VA 22311	1701 N. BEAUREGARD ST		TO FIGHT DIABETES	6,000
HELPING FROM HEAVEN VERNON HILLS IL 60061	105 TOWNLINE RD #132		EQUIPMENT PURCHASE	5,000
OPERATION FOOD SEARCH ST. LOUIS MO 63130	6282 OLIVE BLVD		OPERATION BACKPACK	5,000
SAINT LOUIS ABBEY ST. LOUIS MO 63141	500 S. MASON RD		BRIAN BARRY SCHOLARSHIP FD	25,000
CAMP BRIMSHIRE ST JAMES MO 65559	PO BOX 423		RENOVATION WORK	5,000

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
W SUBURBAN ASSN FOR RETARDED LOMBARD IL 60148	1005 E. DIVISION ST		ART, MUSIC & PE CLASSES	5,000
BEREA COLLEGE BEREA KY 40404	PO BOX 2216		SCHOLARSHIP GRANT	7,000
LUTHERAN HOME SERVICES ARLINGTON HEIGHTS IL 6000	800 W. OAKTON ST.		NEW BUILDING FUND	10,000
JOYFUL NOISE MCHENRY IL 60051	2107 W. LINCOLN RD		GEN OPERATING EXPENSES	5,000
RACETRACK MINISTRIES ARLINGTON HEIGHTS IL 6000	431 S. ARLINGTON HTS RD		SCHOOL PROGRAM	8,000
LAKE IN HILLS FOOD PANTRY ALGONQUIN IL 60102	PO BOX 7866		FOOD PANTRY	5,000
LITTLE BIT FOUNDATION ST LOUIS MO 63141	1850 DELASALLE DR		SERVICES FOR CHILDREN	5,000
LUTHERDALE BIBLE CAMP ELKHORN WI 53121	N7891 US HWY 12		CAMP REPAIRS	10,000
LAKE IN THE HILLS FOOD PANTRY ALGONQUIN IL 60102	PO BOX 7866		FOOD PANTRY	5,000
THE SINGER INSTITUTE ST LOUIS MO 63130	943 WARDER AVE		SENIOR CONNECTIONS	5,000
ST PAUL CHRISTIAN SCHOOL CRYSTAL LAKE IL 60014	485 WOODSTOCK ST		SCHOLARSHIPS FOR CHILDREN	12,000
AMERICAN CANCER SCOEITY CHICAGO IL 60601	225 N. MICHIGAN AVE.		SUMMER H.S. RESEARCH PRGM	7,500
CHGOLAND LUTHERAN EDUC FDN BENSONVILLE IL 60106	861 S. CHURCH RD		SCHOLARSHIP FUNDING	5,000
URBAN OUTREACH CENTER KENOSHA WI 53140	2006 60TH ST		OPERATING EXPENSES	7,500
AMERICAN CANCER SOCIETY PEWAUKEE WI 53072	N19 W24350 RIVERWOOD DR.		RELAY FOR LIFE	5,000
ESCORTED TRANSPORTATION SVCS ARLINGTON HTS IL 60004	404 W. HAWTHORNE ST.		TRANSPORTION SVC FOR THE ELDERLY	7,500
CRYSTAL LAKE FOOD PANTRY CRYSTAL LAKE IL 60014	257 KING ST		SUPPORT OF THE FOOD PANTRY	5,000

Federal Statements

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
OAKLAND CITY UNIV FDN OAKLAND CITY IN 47660	143 N. LUCRETIA ST		SUPPORT TO OAKLAND CITY	15,000
SALVATION ARMY CRYSTAL LAKE IL 60014	290 W. CRYSTAL LAKE		OPERATING EXPENSES	5,000
SPC EDUC DISTRICT OF MCHENRY CTY WOODSTOCK IL 60098	1200 CLAUSSEN DR.		SMART BOARDS	10,000
ST. PETER LUTHERAN CHURCH ARLINGTON HEIGHTS IL 6000	111 OLIVE		MISSION WORK IN MONGOLIA	2,000
VINCENT GRAY ALT. H.S. E. ST. LOUIS IL 62205	3300 SUMMIT AVE.		SCHOLARSHIPS	7,000
CHRISTIAN OUTREACH FOR LUTHERANS WAUKEGAN IL 60085	127 W. WATER ST.		FOOD PANTRY/TRANSITIONAL HSG	2,500
TOTAL				271,000

WEBBFDN 05/07/2012 3 52 PM

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ ☒

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	WEBB FOUNDATION	☒ 23-7028768
	Number, street, and room or suite no If a P O box, see instructions P.O. BOX 432	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions WINTHROP HARBOR IL 60096	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ LINDA BARRY
P.O. BOX 432
WINTHROP HARBOR IL 60096

Telephone No. ▶ 262-948-1033 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15/12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2011 or
▶ ☐ tax year beginning , and ending .

COPY

2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 168
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

Statement 1 - Form 8868, Part II, Line 7 - Explanation for Extension

Description
THE FOUNDATION HAS INVESTMENTS WITH THE LAZARD FUND AND THE BNY/IVY MULTI STRATEGY HEDGE FUND, LLC. FORM K-1 FOR THESE TWO INVESTMENTS HAVE NOT YET BEEN RECEIVED.

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions WEBB FOUNDATION	Employer identification number (EIN) or [X] 23-7028768
	Number, street, and room or suite no. If a P O box, see instructions. P.O. BOX 432	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions WINTHROP HARBOR IL 60096	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ LINDA BARRY
P.O. BOX 432
WINTHROP HARBOR IL 60096

Telephone No ▶ 262-948-1033 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/12 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning , and ending

COPY

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 21,909
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions WEBB FOUNDATION	Employer identification number (EIN) or [X] 23-7028768
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions P.O. BOX 432	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions WINTHROP HARBOR IL 60096	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ LINDA BARRY P.O. BOX 432 WINTHROP HARBOR IL 60096
  Telephone No. ▶ 262-948-1033 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/12

5 For calendar year 2011 , or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
SEE STATEMENT 1

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 28,645
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 28,645
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ GREG PREVES Date ▶ 08/07/12

COPY