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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: William M Weaver Foundation. A Employer identification number: 30-0140386. B Telephone number: (432) 367-8910. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 11,502,540.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total revenue of 1,364,797 and Total expenses of 489,681.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,091		
	2 Savings and temporary cash investments	489,124	762,148	762,148
	3 Accounts receivable <input type="checkbox"/> <u>3,934</u>			
	Less allowance for doubtful accounts <input type="checkbox"/> _____		3,934	3,934
	4 Pledges receivable <input type="checkbox"/> _____			
	Less allowance for doubtful accounts <input type="checkbox"/> _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____			
	Less allowance for doubtful accounts <input type="checkbox"/> _____	1,213		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	3,343,192 <input type="checkbox"/>	2,499,396	2,571,402
	b Investments—corporate stock (attach schedule)	3,298,655 <input type="checkbox"/>	4,195,826	4,681,646
	c Investments—corporate bonds (attach schedule)	852,202 <input type="checkbox"/>	1,473,644	1,457,851
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> <u>1,723,553</u>			
Less accumulated depreciation (attach schedule) <input type="checkbox"/> <u>144,512</u>	1,593,559 <input type="checkbox"/>	1,579,041	2,025,559	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	70,573 <input type="checkbox"/>	71,249		
14 Land, buildings, and equipment basis <input type="checkbox"/> _____				
Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
15 Other assets (describe <input type="checkbox"/> _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,650,609	10,585,238	11,502,540	
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 <input type="checkbox"/> _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,650,609	10,585,238	
	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 page 17 of the instructions)	9,650,609	10,585,238		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,650,609	10,585,238		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,650,609
2	Enter amount from Part I, line 27a	2	875,116
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	59,513
4	Add lines 1, 2, and 3	4	10,585,238
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,585,238

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	151,557
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	-8,734

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 page 18 of 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	456,246	9,873,501	0.04621
2009	469,893	10,104,692	0.04650
2008	512,760	10,692,392	0.04796
2007	493,318	10,702,247	0.04610
2006	524,988	10,247,012	0.05123

2 Total of line 1, column (d).	2	0.23800
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	0.04760
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	11,002,760
5 Multiply line 4 by line 3.	5	523,720
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	12,998
7 Add lines 5 and 6.	7	536,718
8 Enter qualifying distributions from Part XII, line 4.	8	471,765

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	25,996
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	
3	Add lines 1 and 2.	3	25,996
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	25,996
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,520
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	16,520
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	362
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	9,838
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 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?		No
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)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
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? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX _____		
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? <i>If "No," attach explanation .</i>	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of First Financial Trust & Asset Telephone no (432) 367-8900 Located at 2651 JBS Parkway Bldg 4 Ste E Odessa TX ZIP+4 79762			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			No
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?	1c			No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions).	2b			No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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 page 22 of the 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 page 22 of the instructions)? **5b** Yes No
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? 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** Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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.

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 page 23 of the 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 3. ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	8,369,125
b	Average of monthly cash balances.	1b	775,631
c	Fair market value of all other assets (see page 24 of the instructions).	1c	2,025,559
d	Total (add lines 1a, b, and c).	1d	11,170,315
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	
3	Subtract line 2 from line 1d.	3	11,170,315
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	167,555
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,002,760
6	Minimum investment return. Enter 5% of line 5.	6	550,138

Part XI Distributable Amount (see page 25 of the 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	550,138
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	25,996
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	25,996
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	524,142
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	524,142
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	524,142

Part XII Qualifying Distributions (see page 25 of the 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	310,131
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	161,634
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	471,765
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 page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	471,765

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				524,142
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			455,326	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>471,765</u>				
a Applied to 2010, but not more than line 2a			455,326	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				16,439
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				507,703
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

Part XIV Private Operating Foundations (see page 27 of the 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

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

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 page 28 of the 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
- MR ELWOOD FREEMAN
PO BOX 301
LAMESA, TX 79331
(806) 872-5457
-
- b** The form in which applications should be submitted and information and materials they should include
- DESCRIPTION OF PROJECT, PROJECT BUDGET, CURRENT FINANCIAL STATEMENTS, PROPOSED FUNDING SOURCES
-
- c** Any submission deadlines
- NONE
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
- PROJECTS BENEFITING RESIDENTS OF DAWSON COUNTY, TEXAS

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 <i>Paid during the year</i> See Additional Data Table See Additional Data Table Additional Data Table				
Total				3a 302,219
b <i>Approved for future payment</i>				
Total				3b

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.		1a(1)	No
(2) Other assets.		1a(2)	No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.		1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)	No
(3) Rental of facilities, equipment, or other assets.		1b(3)	No
(4) Reimbursement arrangements.		1b(4)	No
(5) Loans or loan guarantees.		1b(5)	No
(6) Performance of services or membership or fundraising solicitations.		1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: ***** Date: 2012-06-04 Title: *****

Sign Here

Paid Preparer's Use Only	Preparer's Signature: Scott L Leonard	Date:	Check if self-employed: <input type="checkbox"/>	PTIN:
	Firm's name: Newberry Leonard Horton & Barrington	Firm's EIN:		
	Firm's address: Lamesa, TX 793310790	Phone no: (806) 872-5426		

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID: 11000144

Software Version: 2011v1.2

EIN: 30-0140386

Name: William M Weaver Foundation

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
72 ACE LMTD	P	2011-08-26	2011-10-25
24 ACE LMTD	P	2011-08-08	2011-10-25
110 ACE LMTD	P	2011-05-23	2011-10-25
26 ACE LMTD	P	2011-04-13	2011-10-25
195 ACE LMTD	P	2010-05-20	2011-10-25
1117 ACE LMTD	P	2010-04-15	2011-10-25
88 ACE LMTD	P	2011-04-13	2011-05-09
66 WASTE MGMT INC	P	2011-05-23	2011-08-26
95 WASTE MGMT INC	P	2011-05-09	2011-08-26
112 0005 VODAFONE GROUP-SP ADR NEW	P	2011-05-09	2011-08-08
119 9995 VODAFONE GROUP-SP ADR NEW	P	2011-05-09	2011-08-08
130 VF CORPORATION	P	2011-05-23	2011-07-27
65 VF CORPORATION	P	2011-05-09	2011-07-27
96 VF CORPORATION	P	2010-11-19	2011-07-27
841 VF CORPORATION	P	2010-07-20	2011-07-27
175000 UNITED TECHNOLOGIES	P	2010-06-18	2011-12-16
94 9998 3M CO	P	2011-05-23	2011-08-08
40 0002 3M CO	P	2011-05-23	2011-08-08
39 3M CO	P	2011-05-09	2011-08-08
297 TAIWAN SEMICONDUCTOR MFG CO LTD	P	2009-12-08	2011-05-09
200000 SANGAMON CNTY ILL	P	2010-11-16	2011-05-05
37 PETROCHINA COMPANY LIMITED	P	2011-05-23	2011-10-04
39 PETROCHINA COMPANY LIMITED	P	2011-08-26	2011-10-04
83 PETROCHINA COMPANY LIMITED	P	2011-05-23	2011-10-04
249 PETROCHINA COMPANY LIMITED	P	2010-05-20	2011-10-04
104 PETROCHINA COMPANY LIMITED	P	2009-12-08	2011-10-04
80 PETROCHINA COMPANY LIMITED	P	2009-11-17	2011-10-04
108 PETROCHINA COMPANY LIMITED	P	2009-09-23	2011-10-04
37 PETROCHINA COMPANY LIMITED	P	2011-05-23	2011-08-08
31 NORFOLK SOUTHERN CORP	P	2011-05-23	2011-12-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
102 NORFOLK SOUTHERN CORP	P	2011-08-26	2011-12-12
111 NORFOLK SOUTHERN CORP	P	2011-05-23	2011-12-12
321 NORFOLK SOUTHERN CORP	P	2009-12-08	2011-12-12
121 NORFOLK SOUTHERN CORP	P	2009-11-17	2011-12-12
372 NORFOLK SOUTHERN CORP	P	2009-10-23	2011-12-12
419 NORFOLK SOUTHERN CORP	P	2009-09-23	2011-12-12
31 NORFOLK SOUTHERN CORP	P	2011-05-23	2011-08-08
41 NORFOLK SOUTHERN CORP	P	2009-11-17	2011-05-09
84 NORFOLK SOUTHERN CORP	P	2011-04-13	2011-05-09
189 NYSE EURONEXT INC	P	2010-11-19	2011-04-01
1184 NYSE EURONEXT INC	P	2009-12-08	2011-04-01
1142 NYSE EURONEXT INC	P	2009-11-17	2011-04-01
455 NYSE EURONEXT INC	P	2009-09-23	2011-04-01
129 MICROSOFT CORP	P	2009-12-08	2011-08-08
123 99 MICROSOFT CORP	P	2009-11-17	2011-08-08
373 MICROSOFT CORP	P	2009-11-17	2011-08-08
439 MEDTRONIC	P	2011-08-08	2011-08-23
245 MEDTRONIC	P	2011-05-23	2011-08-23
33 MEDTRONIC	P	2011-05-09	2011-08-23
512 MEDTRONIC	P	2010-11-19	2011-08-23
108 MEDTRONIC	P	2010-05-20	2011-08-23
18 MEDTRONIC	P	2009-12-08	2011-08-23
404 MEDTRONIC	P	2009-11-17	2011-08-23
520 MEDTRONIC	P	2009-10-23	2011-08-23
513 MEDTRONIC	P	2009-09-23	2011-08-23
24 MCDONALDS CORP	P	2011-02-25	2011-08-26
5 MCDONALDS CORP	P	2011-02-25	2011-08-08
70 MCDONALDS CORP	P	2011-05-23	2011-08-08
50 MCDONALDS CORP	P	2011-05-09	2011-08-08
169 KRAFT FOODS INC	P	2011-05-23	2011-08-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
46 KIMBERLY-CLARK	P	2011-05-23	2011-08-26
12 JOHNSON & JOHNSON INC	P	2011-05-23	2011-08-26
42 JOHNSON & JOHNSON INC	P	2011-05-23	2011-08-08
57 INTERNATIONAL BUSINESS MACHINES	P	2011-05-23	2011-07-07
38 INTERNATIONAL BUSINESS MACHINES	P	2011-05-09	2011-07-07
108 INTERNATIONAL BUSINESS MACHINES	P	2009-12-08	2011-07-07
63 INTERNATIONAL BUSINESS MACHINES	P	2009-11-17	2011-07-07
190 INTERNATIONAL BUSINESS MACHINES	P	2009-10-23	2011-07-07
193 INTERNATIONAL BUSINESS MACHINES	P	2009-09-23	2011-07-07
23 INTEL CORP	P	2011-02-25	2011-05-09
681 HUDSON CITY BANCORP	P	2011-02-25	2011-04-20
1771 HUDSON CITY BANCORP	P	2010-11-19	2011-04-20
1904 HUDSON CITY BANCORP	P	2010-05-20	2011-04-20
1945 HUDSON CITY BANCORP	P	2009-12-08	2011-04-20
1035 HUDSON CITY BANCORP	P	2009-11-17	2011-04-20
1220 HUDSON CITY BANCORP	P	2009-10-23	2011-04-20
1310 HUDSON CITY BANCORP	P	2009-10-20	2011-04-20
286 HOME DEPOT INC	P	2011-05-09	2011-08-26
200000 HEWLETT PACKARD CO	P	2011-05-10	2011-09-15
3187 46 FNAH3430	P	2011-02-09	2011-12-25
4811 31 FNAH3430	P	2011-02-09	2011-11-25
3671 71 FNAH3430	P	2011-02-09	2011-10-25
3370 44 FNAH3430	P	2011-02-09	2011-09-25
3649 34 FNAH3430	P	2011-02-09	2011-08-25
3445 70 FNAH3430	P	2011-02-09	2011-07-25
2991 21 FNAH3430	P	2011-02-09	2011-06-25
3827 12 FNAH3430	P	2011-02-09	2011-05-25
2520 90 FNAH3430	P	2011-02-09	2011-04-25
150000 FHLB	P	2009-01-20	2011-11-17
100000 FHLB	P	2009-01-20	2011-08-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
382565 94 FHLMC Pool #G18321	P	2011-01-12	2011-09-16
12185 21 FHLMC Pool #G18321	P	2011-01-12	2011-09-15
12045 17 FHLMC Pool #G18321	P	2011-01-12	2011-08-15
9026 07 FHLMC Pool #G18321	P	2011-01-12	2011-07-15
10160 64 FHLMC Pool #G18321	P	2011-01-12	2011-06-15
7044 68 FHLMC Pool #G18321	P	2011-01-12	2011-05-15
8597 42 FHLMC Pool #G18321	P	2011-01-12	2011-04-15
15093 80 FHLMC Pool #G05420	P	2009-11-10	2011-12-15
17877 40 FHLMC Pool #G05420	P	2009-11-10	2011-11-15
13773 86 FHLMC Pool #G05420	P	2009-11-10	2011-10-15
14136 94 FHLMC Pool #G05420	P	2009-11-10	2011-09-15
11849 09 FHLMC Pool #G05420	P	2009-11-10	2011-08-15
10228 94 FHLMC Pool #G05420	P	2009-11-10	2011-07-15
12847 23 FHLMC Pool #G05420	P	2009-11-10	2011-06-15
13404 31 FHLMC Pool #G05420	P	2009-11-10	2011-05-15
15248 71 FHLMC Pool #G05420	P	2009-11-10	2011-04-15
13396 15 FHLMC Pool #G01513	P	2009-10-07	2011-12-15
11458 91 FHLMC Pool #G01513	P	2009-10-07	2011-11-15
12547 79 FHLMC Pool #G01513	P	2009-10-07	2011-10-15
9022 91 FHLMC Pool #G01513	P	2009-10-07	2011-09-15
10461 79 FHLMC Pool #G01513	P	2009-10-07	2011-08-15
10647 23 FHLMC Pool #G01513	P	2009-10-07	2011-07-15
12339 96 FHLMC Pool #G01513	P	2009-10-07	2011-06-15
17734 90 FHLMC Pool #G01513	P	2009-10-07	2011-05-15
16170 14 FHLMC Pool #G01513	P	2009-10-07	2011-04-15
140 COCA-COLA CO	P	2009-11-17	2011-08-26
59 COCA-COLA CO	P	2011-05-23	2011-08-26
61 COCA-COLA CO	P	2011-05-09	2011-08-26
56 COCA-COLA CO	P	2011-02-25	2011-08-26
71 COCA-COLA CO	P	2011-05-23	2011-08-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
150000 CLARK CNTY NV	P	2010-11-17	2011-05-10
35 CHUBB CORPORATION	P	2011-08-26	2011-10-25
44 CHUBB CORPORATION	P	2011-08-08	2011-10-25
120 CHUBB CORPORATION	P	2011-05-23	2011-10-25
148 CHUBB CORPORATION	P	2010-05-20	2011-10-25
360 CHUBB CORPORATION	P	2009-12-08	2011-10-25
79 CHUBB CORPORATION	P	2019-11-17	2011-10-25
287 CHUBB CORPORATION	P	2009-10-23	2011-10-25
349 CHUBB CORPORATION	P	2009-09-23	2011-10-25
3 CHUBB CORPORATION	P	2009-11-17	2011-05-09
22 CHEVRON CORPORATION	P	2011-05-09	2011-08-08
102 BOEING CO	P	2011-08-26	2011-10-04
255 BOEING CO	P	2011-08-08	2011-10-04
170 BOEING CO	P	2011-05-23	2011-10-04
15 BOEING CO	P	2011-02-25	2011-10-04
108 BOEING CO	P	2010-11-19	2011-10-04
343 BOEING CO	P	2009-11-17	2011-10-04
476 BOEING CO	P	2009-10-23	2011-10-04
1914 BOEING CO	P	2009-09-23	2011-10-04
30 BOEING CO	P	2011-02-25	2011-05-09
LADIES' PLATNUM IRIIDIUM WEDDING SET	D	2000-01-09	2011-05-09
LADIES' WHITE METAL DIAMOND RING	D	2000-01-09	2011-05-27
MEN'S 18K YLW GOLD DIAMOND SET RING	D	2000-01-09	2011-05-27
ROLEX 18K YELLOW GOLD	D	2000-01-09	2011-04-07
470 ARCHER DANIELS MIDLAND CO	P	2011-05-23	2011-08-10
38 ARCHER DANIELS MIDLAND CO	P	2011-03-07	2011-08-10
149 ARCHER DANIELS MIDLAND CO	P	2011-04-13	2011-08-10
2167 ARCHER DANIELS MIDLAND CO	P	2011-03-07	2011-08-10
38 ARCHER DANIELS MIDLAND CO	P	2011-03-07	2011-05-09
24 AMERICAN CAMPUS COMMUNITIES	P	2011-04-13	2011-08-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
102 AMERICAN CAMPUS COMMUNITIES	P	2011-05-23	2011-08-26
188 AMERICAN CAMPUS COMMUNITIES	P	2011-05-23	2011-08-08
116 AMERICAN CAMPUS COMMUNITIES	P	2011-04-13	2011-05-09
45 AMERICAN CAMPUS COMMUNITIES	P	2011-02-25	2011-05-09
45 ABBOTT LABORATORIES	P	2009-12-08	2011-05-09
113 AT & T INCORPORATED	P	2011-02-25	2011-05-09
12 ACE LMTD	P	2010-04-15	2011-02-25
30 WASTE MGMT INC	P	2010-11-19	2011-02-25
260 WAL MART STORES INC	P	2011-02-25	2011-03-07
131 WAL MART STORES INC	P	2010-11-19	2011-03-07
220 WAL MART STORES INC	P	2009-12-08	2011-03-07
286 WAL MART STORES INC	P	2009-11-17	2011-03-07
341 WAL MART STORES INC	P	2009-10-23	2011-03-07
336 WAL MART STORES INC	P	2009-09-23	2011-03-07
50 VODAFONE GROUP-SP ADR NEW	P	2009-12-17	2011-02-25
320 VANGUARD INDEX TR REIT VIPER SHS	P	2009-12-08	2011-02-22
362 VANGUARD INDEX TR REIT VIPER SHS	P	2009-11-17	2011-02-22
428 VANGUARD INDEX TR REIT VIPER SHS	P	2009-10-23	2011-02-22
398 VANGUARD INDEX TR REIT VIPER SHS	P	2009-09-23	2011-02-22
150 VF CORPORATION	P	2010-11-19	2011-02-25
170 TOTAL SASPONSORED ADR	P	2009-11-17	2011-02-25
460 TAIWAN SEMICONDUCTOR MFG CO LTD	P	2009-12-08	2011-02-25
18 PETROCHINA COMPANY LIMITED	P	2009-11-17	2011-02-25
7 PETROCHINA COMPANY LIMITED	P	2009-10-23	2011-02-25
350 PAYCHEX INC	P	2009-12-08	2011-02-25
417 NYSE EURONEXT INC	P	2009-09-23	2011-02-25
238 NUCOR CORP	P	2009-10-23	2011-02-25
412 NUCOR CORP	P	2009-09-23	2011-02-25
30 NORFOLK SOUTHERN CORP	P	2009-11-17	2011-02-25
593 NYSE EURONEXT INC	P	2009-10-23	2011-02-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
230 MEDTRONIC	P	2009-12-08	2011-02-25
120 LOCKHEED MARTIN CORP	P	2010-12-03	2011-02-25
30 KIMBERLY-CLARK	P	2009-11-17	2011-02-25
60 INTERNATIONAL BUSINESS MACHINES	P	2009-11-17	2011-02-25
490 HOME DEPOT INC	P	2010-05-07	2011-02-25
2863 80 FNAH3430	P	2011-02-09	2011-03-25
250000 FHLB	P	2010-02-17	2011-02-09
500000 FHLB	P	2009-09-30	2011-01-13
7076 85 FHLMC Pool #G18321	P	2011-01-12	2011-03-15
13118 41 FHLMC Pool #G18321	P	2011-01-12	2011-02-15
16444 61 FHLMC Pool #G05420	P	2009-11-10	2011-03-15
21484 95 FHLMC Pool #G05420	P	2009-11-10	2011-02-15
27170 88 FHLMC Pool #G05420	P	2009-11-10	2011-01-15
24058 91 FHLMC Pool #G01513	P	2009-10-07	2011-03-15
24315 15 FHLMC Pool #G01513	P	2009-10-07	2011-02-15
22959 55 FHLMC Pool #G01513	P	2009-10-07	2011-11-15
106 EXXON MOBIL CORP	P	2010-06-02	2011-02-25
164 EXXON MOBIL CORP	P	2010-11-19	2011-02-25
13 EXELON CORP	P	2011-02-25	2011-03-17
123 EXELON CORP	P	2010-11-19	2011-03-17
376 EXELON CORP	P	2010-07-20	2011-03-17
480 EXELON CORP	P	2009-12-08	2011-03-17
509 EXELON CORP	P	2009-11-17	2011-03-17
421 EXELON CORP	P	2009-10-23	2011-03-17
84 EXELON CORP	P	2009-09-23	2011-03-17
170 DU PONT E I DE NEMOURS & CO	P	2009-10-20	2011-02-25
230 CHEVRON CORPORATION	P	2009-11-17	2011-02-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,026		4,460	566
1,675		1,438	237
7,679		7,489	190
1,815		1,729	86
13,613		9,782	3,831
77,977		59,759	18,218
5,905		5,852	53
2,117		2,117	
3,048		3,048	
2,923		3,167	-244
3,132		3,132	
14,981		12,723	2,258
7,491		6,503	988
11,063		7,901	3,162
96,917		61,934	34,983
179,242		190,862	-11,620
7,530		8,799	-1,269
3,170		3,170	
3,091		3,091	
4,049		3,234	815
205,368		200,000	5,368
4,245		4,725	-480
4,474		4,667	-193
9,522		10,974	-1,452
28,567		25,542	3,025
11,932		12,983	-1,051
9,178		10,471	-1,293
12,390		12,895	-505
4,595		4,595	
2,256		2,200	56

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,423		6,604	819
8,078		7,975	103
23,360		16,509	6,851
8,806		6,237	2,569
27,071		17,514	9,557
30,492		19,240	11,252
2,034		2,034	
3,000		2,113	887
6,146		5,708	438
7,475		5,522	1,953
46,826		28,901	17,925
45,165		30,098	15,067
17,995		13,354	4,641
3,166		3,834	-668
3,043		3,725	-682
9,153		9,153	
13,947		13,912	35
7,784		10,128	-2,344
1,048		1,395	-347
16,267		17,683	-1,416
3,431		4,385	-954
572		772	-200
12,835		16,127	-3,292
16,521		18,997	-2,476
16,298		18,950	-2,652
2,151		1,789	362
414		373	41
3,796		5,788	-1,992
4,140		3,984	156
5,715		5,715	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,104		3,130	-26
768		788	-20
2,577		2,756	-179
10,062		9,599	463
6,708		6,439	269
19,065		13,710	5,355
11,121		8,094	3,027
33,541		22,887	10,654
34,070		23,394	10,676
524		504	20
6,536		7,770	-1,234
16,998		20,576	-3,578
18,274		24,295	-6,021
18,668		25,674	-7,006
9,934		14,003	-4,069
11,709		16,408	-4,699
12,573		17,220	-4,647
9,662		9,662	
195,872		200,088	-4,216
3,187		3,160	27
4,811		4,769	42
3,672		3,640	32
3,370		3,341	29
3,649		3,617	32
3,446		3,416	30
2,991		2,965	26
3,827		3,794	33
2,521		2,499	22
152,741		150,000	2,741
102,369		100,000	2,369

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
407,732		401,037	6,695
12,185		12,774	-589
12,045		12,627	-582
9,026		9,462	-436
10,161		10,651	-490
7,045		7,385	-340
8,597		9,013	-416
15,094		15,948	-854
17,877		18,889	-1,012
13,774		14,553	-779
14,137		14,937	-800
11,849		12,519	-670
10,229		10,808	-579
12,847		13,574	-727
13,404		14,162	-758
15,249		16,111	-862
13,396		14,326	-930
11,459		12,254	-795
12,548		13,418	-870
9,023		9,649	-626
10,462		11,188	-726
10,647		11,386	-739
12,340		13,196	-856
17,735		18,965	-1,230
16,170		17,292	-1,122
9,548		7,956	1,592
4,024		3,985	39
4,160		4,091	69
3,819		3,605	214
4,661		4,795	-134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
159,698		150,000	9,698
2,377		2,070	307
2,989		2,472	517
8,151		7,794	357
10,052		7,346	2,706
24,452		17,532	6,920
5,366		4,025	1,341
19,494		14,496	4,998
23,705		16,975	6,730
195		153	42
2,009		2,009	
5,894		6,367	-473
14,735		15,129	-394
9,823		13,003	-3,180
867		1,088	-221
6,241		6,873	-632
19,820		18,024	1,796
27,505		23,776	3,729
25,714		23,380	2,334
2,386		2,175	211
200		200	
6,350		10,000	-3,650
28,650		13,650	15,000
3,000		3,000	
12,446		14,616	-2,170
1,006		1,437	-431
3,946		5,240	-1,294
57,384		79,555	-22,171
1,295		1,295	
906		777	129

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,849		3,494	355
6,210		6,440	-230
4,026		3,755	271
1,562		1,475	87
2,365		2,365	
5,536		3,185	2,351
759		642	117
1,105		1,058	47
13,459		13,454	5
6,782		7,123	-341
11,389		12,001	-612
14,805		15,349	-544
17,653		17,213	440
17,394		17,012	382
1,417		1,140	277
18,650		13,824	4,826
21,098		15,548	5,550
24,945		17,569	7,376
23,196		17,022	6,174
14,391		12,345	2,046
10,234		10,805	-571
5,636		5,009	627
2,418		2,356	62
940		927	13
11,558		11,158	400
15,384		12,238	3,146
11,153		10,498	655
19,307		20,184	-877
1,940		1,546	394
21,877		17,415	4,462

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,171		9,865	-694
9,619		8,325	1,294
1,948		1,952	-4
9,727		7,709	2,018
18,115		16,411	1,704
2,864		2,839	25
253,365		250,270	3,095
521,370		540,815	-19,445
7,077		7,419	-342
13,118		13,752	-634
16,445		17,375	-930
21,485		22,700	-1,215
27,171		28,708	-1,537
24,059		25,728	-1,669
24,315		26,002	-1,687
22,960		24,552	-1,592
9,038		6,293	2,745
13,985		11,537	2,448
518		537	-19
4,906		4,920	-14
14,996		15,908	-912
19,144		24,043	-4,899
20,301		23,943	-3,642
16,791		20,970	-4,179
3,350		4,254	-904
9,180		5,728	3,452
23,481		18,124	5,357

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			566
			237
			190
			86
			3,831
			18,218
			53
			-244
			2,258
			988
			3,162
			34,983
			-11,620
			-1,269
			815
			5,368
			-480
			-193
			-1,452
			3,025
			-1,051
			-1,293
			-505
			56

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			819
			103
			6,851
			2,569
			9,557
			11,252
			887
			438
			1,953
			17,925
			15,067
			4,641
			-668
			-682
			35
			-2,344
			-347
			-1,416
			-954
			-200
			-3,292
			-2,476
			-2,652
			362
			41
			-1,992
			156

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-26
			-20
			-179
			463
			269
			5,355
			3,027
			10,654
			10,676
			20
			-1,234
			-3,578
			-6,021
			-7,006
			-4,069
			-4,699
			-4,647
			-4,216
			27
			42
			32
			29
			32
			30
			26
			33
			22
			2,741
			2,369

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,695
			-589
			-582
			-436
			-490
			-340
			-416
			-854
			-1,012
			-779
			-800
			-670
			-579
			-727
			-758
			-862
			-930
			-795
			-870
			-626
			-726
			-739
			-856
			-1,230
			-1,122
			1,592
			39
			69
			214
			-134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9,698
			307
			517
			357
			2,706
			6,920
			1,341
			4,998
			6,730
			42
			-473
			-394
			-3,180
			-221
			-632
			1,796
			3,729
			2,334
			211
			-3,650
			15,000
			-2,170
			-431
			-1,294
			-22,171
			129

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			355
			-230
			271
			87
			2,351
			117
			47
			5
			-341
			-612
			-544
			440
			382
			277
			4,826
			5,550
			7,376
			6,174
			2,046
			-571
			627
			62
			13
			400
			3,146
			655
			-877
			394
			4,462

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-694
			1,294
			-4
			2,018
			1,704
			25
			3,095
			-19,445
			-342
			-634
			-930
			-1,215
			-1,537
			-1,669
			-1,687
			-1,592
			2,745
			2,448
			-19
			-14
			-912
			-4,899
			-3,642
			-4,179
			-904
			3,452
			5,357

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAMESA NATIONAL BANK 602 S 1ST STREET LAMESA, TX 79331	Foundation Mgr 0 00	27,565		
John Farris 404 N Ave X Lamesa, TX 79331	Admin Board 0 00	0		
Arthur Pedroza 701 N 21st Lamesa, TX 79331	Admin Board 0 00	0		
Debbie Garza 504 N 6th Lamesa, TX 79331	Admin Board 0 00	0		
Janet Eveheart 2218 S 4th Lamesa, TX 79331	Admin Board 0 00	0		
Scott L Leonard 102 Juniper Dr Lamesa, TX 79331	Admin Board 0 00	0		
Dwane Brown 2304 S Hwy 137 Lamesa, TX 79331	Admin Board 0 00	0		
First Financial Tr Asset Mgm 2651 JBS Parkway Bldg 4 Ste E O dessa, TX 79762	Trustee 2 00	73,553		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future 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)				
a <i>Paid during the year</i>				
CITY OF LAMESA601 S 1ST LAMESA, TX 79331	NONE	GOVT	CONSTRUCTION DISC GOLF COURSE	24,870
LAMESA BOYS & GIRLS CLUB INC 400 N 7TH LAMESA, TX 79331	NONE	PUBLIC	FLOORING FOR GYMNASIUM AND GAME ROOM	75,000
FIRST UNITED METHODIST CHURCH409 N 3RD LAMESA, TX 79331	NONE	PUBLIC	YOUTH SERVICES - CUB SCOUT ACTIVITIES	1,270
LAMESA INDEPENDENT SCHOOL DISTRICT210 N HOUSTON LAMESA, TX 79331	NONE	GOVT	RECREATION - COMMUNITY WALKING TRACK	91,000
CHRISTIAN WOMEN'S JOBCORE 1013 N 2ND STREET LAMESA, TX 79331	NONE	PUBLIC	BUILDING REMODELING	35,064
CITY OF LAMESA601 S 1ST LAMESA, TX 79331	NONE	GOVT	PURCHASE FIRE FIGHTING EQUIPMENT	36,281
CITY OF LAMESA601 S 1ST LAMESA, TX 79331	NONE	GOVT	BLEACHERS - COMMUNIT SPORTS COMPLEX	7,000
CITY OF LAMESA601 S 1ST LAMESA, TX 79331	NONE	GOVT	PIANO FOR COMMUNITY CENTER	2,175
FIRST PRESBYTERIAN CHURCHPO BOX 1126 LAMESA, TX 79331	NONE	PUBLIC	Operating expenses of religious activities	29,559
Total				302,219

TY 2011 Accounting Fees Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEWBERRY LEONARD HORTON & BAIRRINGTON	1,925	963	963	963

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
IRRIGATION PUMP & MOTOR	2005-04-12	11,030	6,618	58	10 00 %	1,103	1,103		
IRRIGATION WELL	2004-07-08	6,997	5,459	58	10 00 %	700	700		
7 TOWER PIVOT SYSTEM	2003-04-15	35,252	32,571	58	10 00 %	2,681	2,681		
IRRIGATION WELL	2003-03-07	40,582	37,497	58	10 00 %	3,085	3,085		

**TY 2011 Investments Corporate
Bonds Schedule**

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WAL MART STORES, 4.50, 7/1/15	216,834	223,976
MEDTRONIC INC, 4.75%, 9/15/15	166,386	167,996
HEWLETT PACKARD, 4.375, 9/15/21	200,258	206,408
DISNEY WALT CO MTNS 6.00	181,486	181,838
UNITED TECHNOLOGIES, 6.10%, 5/15/12		
MORGAN STANLEY, 7.30%, 5/13/19	222,964	203,690
GOLDMAN SACHS GROUP, 6.150%, 4/1/18	249,758	237,381
GENERAL ELEC CAP CORP, 5.50%, 1/8/20	235,958	236,562

TY 2011 Investments Corporate Stock Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WALGREEN CO	108,178	104,999
UNITED PARCEL SERVICE INC	93,642	107,955
ROYAL DUTCH SHELL	83,549	102,107
PNC FINANCIAL SERVICES GROUP INC	163,461	158,477
PG & E CORP	86,368	93,363
PEPSICO INC	108,066	111,800
MATTEL INC	111,021	123,449
HARRIS CORP	124,086	103,038
CULLEN / FROST BANKERS INC	162,155	178,889
CENTURYLINK INC	144,362	137,417
BLACKROCK INC	165,864	171,823
VF CORPORATION		
NOVARTIS AG	125,967	138,180
LOCKHEED MARTIN GROUP	105,905	118,519
HOME DEPOT	122,790	157,566
EXXON MOBIL	123,362	160,874
BANK HAWAII CORP	146,068	142,679
1324 ACE LIMITED		
3M Co	95,126	98,321
Waste Management Inc	114,348	117,298
1314 WalMart Stores Inc		
Vodafone Group Sp ADR	126,186	151,810
1508 Vanguard Index TR Reit		
Total Sponsored ADR	162,281	148,117
Taiwan Semiconductor	98,633	118,049
566 Petrochina Company Ltd		
Paychex Inc	110,586	110,534
3980 NYSE Euronext Inc		
Nucor Corp	127,821	124,922
1304 Norfolk Southern Corp		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4460 Microsoft Corp	149,389	145,506
2305 medtronic		
McDonalds Corp	71,198	119,493
Kraft Foods	88,034	117,198
Kimberly-Clark	119,929	139,470
Johnson & Johnson	132,025	139,685
614 IBM		
Intel Corp	144,086	170,914
9185 Hudson City Bancorp		
1830 Exelon Corp		
DuPont	89,971	106,576
Coca-Cola Co	74,276	97,048
Chubb Corporation		
Chevron Corp	114,915	152,152
Boing		
AT&T Inc	127,794	143,398
American Campus Communities	69,385	108,089
Altria Group Inc	79,228	120,231
Abbott Laboratories	125,771	141,700

TY 2011 Investments Government Obligations Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

**US Government Securities - End of
Year Book Value:** 1,879,396

**US Government Securities - End of
Year Fair Market Value:** 1,948,699

**State & Local Government
Securities - End of Year Book
Value:** 620,000

**State & Local Government
Securities - End of Year Fair
Market Value:** 622,703

TY 2011 Investments - Land Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Miscellaneous	162,284	54,798	107,486	
Land	1,427,408		1,427,408	2,025,559
Buildings	40,000		40,000	
Machinery and Equipment	93,861	89,714	4,147	

TY 2011 Investments - Other Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WEAVER GIN COMPANY-UI REAL ESTATE	AT COST	71,249	

TY 2011 Legal Fees Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	6,751	6,751	6,751	0

TY 2011 Other Expenses Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rental Expenses	39,245	39,245		
cOST DEPLETION - OIL & GAS ROYALTIES	6,949	6,949	6,949	6,949

TY 2011 Other Income Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Weaver Gin Company	796	796	796
NET OIL & GAS ROYALTIES	659,491	659,491	659,491

TY 2011 Other Increases Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
Correction to book value - original donated assets	59,513

TY 2011 Taxes Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON INVESTMENT	3,518	3,518	3,518	
FEDERAL EXCISE TAX	13,518			