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 , 2011, and ending ,

The Webber Family Foundation
3112 Windsor Rd., #A336
Austin, TX 78703-2350

A Employer identification number: 74-2927126

B Telephone number (see the instructions): 512-495-9494

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 17,042,794.

J Accounting method [ ] Cash [X] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

SCANNED NOV 26 2012

RECEIVED NOV 1 OGDEN, UT — E2-626 — IRS-OSC

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 (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	80.	80.	80.	
4 Dividends and interest from securities	443,288.	443,288.	443,288.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-138,029.			
b Gross sales price for all assets on line 6a 6,268,292.				
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 and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	2,173.	2,173.		
12 **Total.** Add lines 1 through 11	307,512.	445,541.	443,368.	
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	68,614.	6,861.		61,753.
14 Other employee salaries and wages	48,955.	12,235.		36,720.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	1,460.	1,100.		360.
c Other prof fees (attach sch) See St 3	52,520.	50,635.		1,885.
17 Interest	1,197.	1,197.		
18 Taxes (attach schedule)(see instrs) See Stm 4	14,596.	7,625.		
19 Depreciation (attach sch) and depletion	3,058.			
20 Occupancy				
21 Travel, conferences, and meetings	10,931.			10,931.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	24,558.	17,343.		7,215.
24 **Total operating and administrative expenses.** Add lines 13 through 23	225,889.	96,996.		118,864.
25 Contributions, gifts, grants paid Part XV	693,780.			693,780.
26 **Total expenses and disbursements.** Add lines 24 and 25	919,669.	96,996.	0.	812,644.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-612,157.			
b **Net investment income** (if negative, enter -0-)		348,545.		
c **Adjusted net income** (if negative, enter -0-)			443,368.	

9A m

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 Savings and temporary cash investments	310,288.	146,535.	146,535.
	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 (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 6	16,788,271.	16,346,896.	16,889,646.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ► 15,290.			
	Less accumulated depreciation (attach schedule) See Stmt 7 ► 10,703.	7,645.	4,587.	4,587.
	15 Other assets (describe ► See Statement 8)	5,997.	2,026.	2,026.
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	17,112,201.	16,500,044.	17,042,794.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	17,112,201.	16,500,044.	
	30 **Total net assets or fund balances** (see instructions)	17,112,201.	16,500,044.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	17,112,201.	16,500,044.	

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	17,112,201.
2	Enter amount from Part I, line 27a	2	-612,157.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	16,500,044.
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	16,500,044.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Various ST see stmt 12	P	1/01/11	6/30/11
b	Various LT see stmt 12	P	1/01/09	1/01/11
c	Short term capital loss from Sch K-1s	P	1/01/11	6/30/11
d	Long term capital gain from Sch K-1s	P	1/01/09	6/30/11
e	Capital gain dividends			

	(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	1,292,781.		1,296,432.	-3,651.
b	4,893,692.		5,079,869.	-186,177.
c			30,020.	-30,020.
d	40,722.			40,722.
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-3,651.
b				-186,177.
c				-30,020.
d				40,722.
e				41,097.

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	-138,029.
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	-33,671.

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 (column (b) divided by column (c))
2010	922,259.	17,035,357.	0.054138
2009	1,056,985.	16,315,702.	0.064783
2008	1,089,638.	17,468,492.	0.062377
2007	1,010,231.	15,469,510.	0.065305
2006	1,016,404.	11,527,962.	0.088169

2	**Total** of line 1, column (d)	2	0.334772
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	0.066954
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	17,557,656.
5	Multiply line 4 by line 3	5	1,175,555.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,485.
7	Add lines 5 and 6	7	1,179,040.
8	Enter qualifying distributions from Part XII, line 4	8	812,644.

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)

1 a 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 instrs)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	6,971.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	6,971.
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	6,971.
6 Credits/Payments				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	8,997.		
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	8,997.
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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	2,026.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►	2,026.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 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 ► $ 0. (2) On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	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
4 a 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?	4b	X	
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, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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? 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* See Statement 9	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			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.webberfoundation.org

14 The books are in care of ► Neil Webber, President Telephone no ► 512-495-9494

Located at ► 3112 Windsor Rd., #A336 Austin Tx ZIP + 4 ► 78703-2350

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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.

				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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 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)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 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)*		3b	N/A	
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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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)?		**5b**	N/A
Organizations relying on a current notice regarding disaster assistance check here	► [ ]		
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A [ ] Yes [ ] No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] 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 [X] 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
Neil Webber 3112 Windsor Rd., #A336 Austin, TX 78703	Pres/Treas 2.00	0.	0.	0.
Jessica S. D'Arcy 3112 Windsor Rd., #A336 Austin, TX 78703	Exec Dir/Sec 25.00	66,214.	2,400.	0.
Erica Webber 3112 Windsor Rd., #A336 Austin, TX 78703	Vice Preside 2.00	0.	0.	0.

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 ►		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (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 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	17,714,592.
b	Average of monthly cash balances		1b	110,439.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	17,825,031.
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	17,825,031.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	267,375.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	17,557,656.
6	**Minimum investment return.** Enter 5% of line 5		6	877,883.

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	877,883.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 6,971.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	6,971.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	870,912.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	870,912.
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	870,912.

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	812,644.
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	812,644.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	812,644.

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					870,912.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	448,897.				
b From 2007	306,003.				
c From 2008	222,707.				
d From 2009	249,318.				
e From 2010	88,138.				
f **Total** of lines 3a through e		1,315,063.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 812,644.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2011 distributable amount					812,644.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		58,268.			58,268.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,256,795.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions				0.	
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)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		390,629.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		866,166.			
10 Analysis of line 9:					
a Excess from 2007	306,003.				
b Excess from 2008	222,707.				
c Excess from 2009	249,318.				
d Excess from 2010	88,138.				
e Excess from 2011					

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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))

Neil Webber

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

None

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

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

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

See Statement 10

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 11				
Total			► **3a**	693,780.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	80.	
4 Dividends and interest from securities			14	443,288.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-138,029.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Sch K-1, AP Alter Assets			14	4,328.	
b Sch K-1, TCW Americas Dev			14	-2,155.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				307,512.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 307,512.

(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)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

2 a 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

Signature of officer or trustee: [signature] Date: 11 14 12 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Steve Shook	Steve Shook	11-14-12		P01056097

Firm's name ► Steve Shook, CPA Firm's EIN ►

Firm's address ► 6836 Austin Center Blvd. Ste 245 Austin, TX 78731 Phone no (512) 481-1936

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Sch K-1, AP Alter Assets	$ 4,328.	$ 4,328.	
Sch K-1, TCW Americas Dev	-2,155.	-2,155.	
Total	$ 2,173.	$ 2,173.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation fees	$ 1,460.	$ 1,100.		$ 360.
Total	$ 1,460.	$ 1,100.	$ 0.	$ 360.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Agency/Advisory Fees - Managed	$ 50,635.	$ 50,635.		
Professional associations fees	1,885.			$ 1,885.
Total	$ 52,520.	$ 50,635.	$ 0.	$ 1,885.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax	$ 6,976.	$ 6,976.		
Foreign tax (K-1)	649.	649.		
Investment excise tax	6,971.			
Total	$ 14,596.	$ 7,625.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Expenses from Sch K-1 (AP Alt)	$ 4,185.	$ 4,185.		
Expenses from Sch K-1 (TCW)	10,472.	10,472.		
Insurance expense (operations)	3,515.	1,405.		$ 2,110.
Office supplies and expense	3,670.	735.		2,935.
Postage and printing fees	274.	54.		220.
Telephone expense	2,442.	492.		1,950.
Total	$ 24,558.	$ 17,343.	$ 0.	$ 7,215.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Public Sec. - JPMorgan/Price Wealth Mgmt	Cost	$ 16,346,896.	$ 16,889,646.
	Total	$ 16,346,896.	$ 16,889,646.

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 15,290.	$ 10,703.	$ 4,587.	$ 4,587.
Total	$ 15,290.	$ 10,703.	$ 4,587.	$ 4,587.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Federal excise tax refund	$ 2,026.	$ 2,026.
Total	$ 2,026.	$ 2,026.

Statement 9
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
Neil Webber	3112 Windsor Rd., #A336 Austin, Tx 78703

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	The Webber Family Foundaiton
Care Of:	
Street Address:	3112 Windsor Rd., #A336
City, State, Zip Code:	Austin, Tx 78703
Telephone:	512-495-9494
Form and Content:	The Foundation requires grant proposals be submitted utilizing the Application Package format provided on the Foundation's website (www.webberfoundation.org). The site contains instructions and discussion materials to aid in completing the Application. To the extent an applicant is unable to access this information, the Foundation will mail the pertinent information at the request of the applicant.
Submission Deadlines:	None
Restrictions on Awards:	IRC Section 501(c)(3) charitable organizations further qualifying as public charities.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Higher Achievement Program 317 8th St. NE Washington, DC 20002	None	509(a)(1)	Middle school student enrichment programs	$ 50,000.
The Montgomery College Fd. 900 Hungerford Dr., Ste 200 Rockville, MD 20850	None	509(a)(1)	Expansion of master class program	55,000.
Austin Achieve Public Schools 6510 Berkman Drive Austin, Tx 78723	None	501(a)(1)	Public charter school capacity building	30,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
ReSET 3871 Newark St. NW Apt. D472 Washington, DC 20016	None	509(a)(1)	Support for sustainability initiative	$ 12,000.
Breakthrough Austin 1605A E. 7th Street Austin, TX 78702	None	509(a)(1)	Path to college for middle school students with limited opportunities	55,000.
Lifeworks 3700 South First Street Austin, Tx 78704	None	509(a)(1)	Job training programs and capital campaign	15,000.
Columbia Ctr for Theatrical Arts, PO Box 1509 Columbia, MD 21044	None	509(a)(1)	Community Service Program for the Arts	5,000.
Kipp Austin College Prep 2410 E. Riverside Drive, Ste G Austin, Tx 78741	None	509(a)(1)	Educational programs and capacity building	46,780.
Austin Classical Guitar Soc. PO Box 4072 Austin, TX 78765	None	509(a)(1)	Promote classical guitar performances and education	40,000.
St. Stephens Episcopal School 6500 St. Stephens Drive Austin, TX 78746	None	509(a)(1)	College preparatory school programs	5,000.
Theatre Action Project 701 Tillery, Box 9 Austin, TX 78702	None	509(a)(1)	Educational theatre for after-school programs	30,000.
University of Texas at Austin PO Box 250 Austin, TX 78712	None	501(a)(1)	Programs in literacy and education	62,500.
Austin YMBL Sunshine Camps P.O. Box 684980 Austin, TX 78768	None	509(a)(1)	Camp for underprivaleged kids	10,000.
Austin Community Foundation P.O. Box 5159 Austin, TX 78763	None	509(a)(1)	Austin Achievement Zone initiatives	10,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Camp Fire USA - Balcones Chap. 1603 E. 38th 1/2 Street Austin, Tx 78722	None	509(a)(2)	Service program for young girls	$ 30,000.
School for Ethics & Global Leadership P.O. Box 11633 Washington, DC 20008	None	509(a)(1)	Educational onsite program for high school students	3,500.
Mainspring Schools 1100 West Live Oak Austin, TX 78704	None	509(a)(1)	Early childhood education programs	67,500.
Posse Foundation 1612 K Street NW, Ste 1002 Washington, DC 20006	None	509(a)(1)	College access and leadership development programs	25,000.
Live It Learn It 735 8th Street, SE #300 Washington, DC 20003	None	509(a)(1)	Supplemental programs for high-poverty young students	2,500.
Catalogue for Philanthropy P.O. Box 15127 Washington, DC 20003	None	509(a)(1)	Expand evaluation and reporting services to donors of nonprofit entities	10,000.
CapCityKids 510 S. Congress, Ste. 108 Austin, Tx 78704	None	509(a)(1)	Provide education and support for homeless youth	5,000.
Arthouse at the Jones Center 700 Congress Ave. Austin, Tx 78701	None	509(a)(1)	Programs promoting appreciation of contemporary art and artists	1,500.
Collegiate Directions 4833 Rugby Ave, Suite 301 Bethesda, MD 20814	None	509(a)(1)	College preparatory programs	25,000.
Chess Challenge in DC 5185 Macarthur Blvd., #620 Washington, DC 20016	None	509(a)(1)	Academic afterschool programs	2,500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Everybody Wins! 1213 K Street NW Washington, DC 20005	None	509(a)(1)	Children's literacy programs	$ 2,500.
College Forward P.O. Box 142308 Austin, Tx 78714	None	509(a)(1)	College access services to disadvantaged youth	55,000.
mindPOP 5511 Park Crest, #207 Austin, Tx 78731	None	509(a)(1)	Expand creative learning opportunities for students	37,500.
			Total	$ 693,780.

The Webber Family Foundation
EIN 74-2927126
2011 Form 990-PF

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

Statement 12

WF - Roll Up   Acct # WF - Roll Up

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
ACCENTURE LTD	02/04/2010	02/11/2011	75 000	3,927 29	3,056 54		870 75
ACCENTURE LTD	02/04/2010	07/11/2011	50 000	3,078 68	2,037 70		1,040 98
ACCENTURE LTD	05/13/2010	07/11/2011	50 000	3,078 68	2,072 00		1,006 68
			100 000	6,157 36	4,109 70		2,047 66
ACCENTURE LTD	02/04/2010	07/12/2011	50 000	3,057 90	2,037 70		1,020 20
ACCENTURE LTD	02/04/2010	07/13/2011	25 000	1,534 25	1,018 85		515 40
ACCENTURE LTD	02/04/2010	11/03/2011	50 000	2,948 43	2,037 69		910 74
ACCENTURE LTD	02/04/2010	11/03/2011	50 000	2,953 65	2,037 69		915 96
ACCENTURE LTD	02/04/2010	11/04/2011	25 000	1,454 54	1,018 85		435 69
			375 000	22,033 42	15,317 02		6,716 40
AmerisouceBergen Corp	05/13/2010	08/01/2011	25 000	941 54	797 75		143 79
AmerisouceBergen Corp	05/26/2010	08/01/2011	25 000	941 54	768 50		173 04
			50 000	1,883 08	1,566 25		316 83
AmerisouceBergen Corp	05/26/2010	08/02/2011	50 000	1,886 74	1,537 00		349 74
AmerisouceBergen Corp	07/30/2010	08/02/2011	50 000	1,886 74	1,478 70		408 04
			100 000	3,773 48	3,015 70		757 78
			150 000	5,656 56	4,581 95		1,074 61
Auto Data Processing	03/08/2010	06/23/2011	50 000	2,581 80	2,155 84		425 96
Auto Data Processing	03/08/2010	06/24/2011	50 000	2,561 84	2,155 84		406 00

Realized Gains and Losses

From 01/01/2011 to 12/31/2011

WF - Roll Up Acct # WF - Roll Up

Statement 12 (cont'd)

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Auto Data Processing	05/13/2010	06/24/2011	25 000	1,280 92	1,067 99		212 93
			75 000	3,842 76	3,223 83		618 93
Auto Data Processing	02/04/2010	08/02/2011	25 000	1,252 92	1,017 31		235 61
Auto Data Processing	05/13/2010	08/02/2011	25 000	1,252 92	1,067 99		184 93
			50 000	2,505 84	2,085 30		420 54
Auto Data Processing	02/04/2010	08/03/2011	50 000	2,479 95	2,034 61		445 34
Auto Data Processing	02/04/2010	08/29/2011	75 000	3,690 83	3,051 92		638 91
			300 000	15,101 18	12,551 50		2,549 68
Basic Materials Index	02/28/2011	06/24/2011	329 000	25,005 76	26,098 87	-1,093 11	
BERKSHIRE HATHAWAY INC	02/04/2010	02/11/2011	50 000	4,211 80	3,628 11		583 69
Calamos Conv Fd Cl I	09/30/2010	06/24/2011	5,820 857	106,217 43	105,000 00	1,217 43	
Calamos Conv Fd Cl I	12/16/2010	06/24/2011	30 581	558 03	558 10	-0 07	
Calamos Conv Fd Cl I	12/16/2010	06/24/2011	194 264	3,544 88	3,545 31	-0 43	
Calamos Conv Fd Cl I	03/17/2011	06/24/2011	12 879	235 01	239 29	-4 28	
Calamos Conv Fd Cl I	06/16/2011	06/24/2011	49 781	908 39	908 00	0 39	
			6,108 362	111,463 74	110,250 70	1,213 04	
Cintas Corp	05/13/2010	06/21/2011	50 000	1,628 87	1,355 50		273 37
Cintas Corp	05/13/2010	06/22/2011	25 000	811 54	677 75		133 79
Cintas Corp	05/26/2010	06/22/2011	25 000	811 54	646 00		165 54
			50 000	1,623 08	1,323 75		299 33
Cintas Corp	02/04/2010	06/23/2011	75 000	2,390 26	1,879 35		510 91

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

WF - Roll Up Acct # WF - Roll Up

Statement 12 (Cont'd)

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Cintas Corp	05/26/2010	06/23/2011	25 000	796 76	646 00		150 76
			100 000	3,187 02	2,525 35		661 67
Cintas Corp	05/26/2010	06/24/2011	50 000	1,591 25	1,292 00		299 25
Cintas Corp	02/04/2010	06/27/2011	50 000	1,597 20	1,252 90		344 30
Cintas Corp	02/04/2010	06/28/2011	50 000	1,613 02	1,252 90		360 12
Cintas Corp	02/04/2010	06/29/2011	50 000	1,623 12	1,252 90		370 22
			400 000	12,863 56	10,255 30		2,608 26
Credit Suisse Commodity	02/28/2011	06/24/2011	5,512 679	50,000 00	53,031 97	-3,031 97	
Credit Suisse Commodity	02/28/2011	10/07/2011	1,815 981	15,000 00	17,469 74	-2,469 74	
			7,328 660	65,000 00	70,501 71	-5,501 71	
Dentsply Intl Inc	03/11/2010	06/22/2011	25 000	965 79	867 25		98 54
Dentsply Intl Inc	05/13/2010	06/22/2011	25 000	965 79	907 99		57 80
			50 000	1,931 58	1,775 24		156 34
Dentsply Intl Inc	03/08/2010	06/23/2011	50 000	1,877 96	1,720 69		157 27
Dentsply Intl Inc	03/09/2010	06/23/2011	50 000	1,877 97	1,729 30		148 67
			100.000	3,755 93	3,449 99		305 94
Dentsply Intl Inc	02/04/2010	06/24/2011	50 000	1,881 69	1,653 67		228 02
Dentsply Intl Inc	02/04/2010	06/27/2011	50 000	1,856 14	1,653 67		202 47
Dentsply Intl Inc	02/04/2010	06/28/2011	50 000	1,870 40	1,653 66		216 74

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

WF - Roll Up   Acct # WF - Roll Up

Statement 12 (cont'd)

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Dentsply Intl Inc	02/04/2010	06/29/2011	50 000	1,882 55	1,653 67		228 88
Dentsply Intl Inc	02/04/2010	06/29/2011	300 000	11,265 32	9,921 99		1,343 33
Dentsply Intl Inc	02/04/2010	06/30/2011	50 000	1,899 63	1,653 66		245 97
Dentsply Intl Inc	02/04/2010	07/01/2011	125 000	4,777 55	4,134 16		643 39
Dentsply Intl Inc	02/04/2010	07/05/2011	75 000	2,884 81	2,480 50		404 31
Dentsply Intl Inc	05/26/2010	07/05/2011	50 000	1,923 22	1,619 50		303 72
Dentsply Intl Inc	07/01/2010	07/05/2011	50 000	1,923 22	1,462 98		460 24
Dentsply Intl Inc	07/30/2010	07/05/2011	50 000	1,923 22	1,489 36	433 86	
Dentsply Intl Inc	08/02/2010	07/05/2011	50 000	1,923 22	1,542 03	381 19	
Dentsply Intl Inc	08/05/2010	07/05/2011	50 000	1,923 22	1,575 46	347 76	
Dentsply Intl Inc	08/11/2010	07/05/2011	50 000	1,923 22	1,540 57	382 65	
			375 000	14,424 13	11,710 40	1,545 46	1,168 27
			1,200 000	45,544 92	39,260 11	1,545 46	4,739 35
Emerging Markets Index Par 0 00	05/29/2009	06/24/2011	2,121 000	96,583 31	70,001 95		26,581 36
Emerging Markets Index Par 0 00	06/30/2009	06/24/2011	16 919	770 44	524 49		245 95
Emerging Markets Index Par 0 00	06/30/2009	06/24/2011	2,850 000	129,779 54	92,021 49		37,758 05
Emerging Markets Index Par 0 00	01/04/2010	06/24/2011	37 950	1,728 10	1,610 55		117 55
Emerging Markets Index Par 0 00	01/07/2010	06/24/2011	1 405	63 99	59 91		4 08
Emerging Markets Index Par 0 00	05/13/2010	06/24/2011	490 000	22,312 98	19,995 56		2,317 42
Emerging Markets Index Par 0 00	06/30/2010	06/24/2011	37 726	1,717 94	1,430 20	287 74	

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

WF - Roll Up Acct # WF - Roll Up

Statement 12 (cont'd)

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Emerging Markets Index Par 0 00	06/30/2010	06/24/2011	264 000	12,021 68	10,014 26	2,007 42	
			5,819 000	264,977 98	195,658 41	2,295 16	67,024 41
Emerging Markets Index Par 0 00	06/30/2010	06/24/2011	0 347	15 82	13 14	2 68	
			5,819 347	264,993 80	195,671 55	2,297 84	67,024 41
Harbor International	04/15/2008	10/07/2011	621 721	31,950 05	42,566 29		-10,616 24
Harbor International	04/15/2008	10/11/2011	562 957	29,950 05	38,543 00		-8,592 95
Harbor International	04/15/2008	11/16/2011	1,856 665	99,950 05	127,117 05		-27,167 00
			3,041 343	161,850 15	208,226 34		-46,376 19
Jp Morgan Exch Traded Nt	09/30/2010	06/24/2011	2,066 000	74,844 92	69,681 25	5,163 67	
JPM Government Bond Select	04/16/2008	02/24/2011	55,504 163	600,000 00	578,908 42		21,091 58
JPM Government Bond Select	04/16/2008	03/02/2011	55,658 624	600,000 00	580,519 45		19,480 55
			111,162 787	1,200,000 00	1,159,427 87		40,572 13
JPM U S Large Cap Core Plus Se	03/31/2008	06/24/2011	9,732 360	200,000 00	203,920 68		-3,920 68
JPM U S Large Cap Core Plus Se	05/13/2010	06/24/2011	2,127 266	43,692 62	40,000 00		3,692 62
JPM U S Large Cap Core Plus Se	05/25/2010	06/24/2011	3,711 431	76,230 30	65,000 00		11,230 30

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

WF - Roll Up Acct # WF - Roll Up

Statement 12 (Cont'd)

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
JPM U S Large Cap Core Plus Se	06/30/2010	06/24/2011	1,186 091	24,361 52	20,000 00	4,361 52	
			7,024 788	144,284 44	125,000 00	4,361 52	14,922 92
			16,757 148	344,284 44	328,920 68	4,361 52	11,002 24
Maverick Stable Ltd	04/30/2008	01/03/2011	2,048 970	200,000 00	204,897 00		-4,897 00
Maverick Stable Ltd	04/30/2008	09/30/2011	11,627 910	1,080,000 00	1,162,791 00		-82,791 00
Maverick Stable Ltd	04/30/2008	11/29/2011	1,088 990	99,000 00	108,899 00		-9,899 00
			14,765 870	1,379,000 00	1,476,587 00		-97,587 00
Mcgraw-Hill Cos	02/04/2010	10/21/2011	50 000	2,230 97	1,728 43		502 54
Mcgraw-Hill Cos	02/04/2010	10/24/2011	50 000	2,244 71	1,728 43		516 28
Mcgraw-Hill Cos	02/04/2010	10/25/2011	50 000	2,186 63	1,728 43		458 20
Mcgraw-Hill Cos	02/04/2010	10/26/2011	50 000	2,166 58	1,728 43		438 15
Mcgraw-Hill Cos	02/04/2010	10/27/2011	200 000	8,859 32	6,913 72		1,945 60
Mcgraw-Hill Cos	02/04/2010	10/28/2011	50 000	2,184 44	1,728 43		456 01
Mcgraw-Hill Cos	02/04/2010	10/31/2011	50 000	2,147 45	1,728 43		419 02
Mcgraw-Hill Cos	02/04/2010	11/02/2011	25 000	1,052 46	864 22		188 24
Mcgraw-Hill Cos	08/02/2010	11/03/2011	50 000	2,105 53	1,553 09		552 44
Mcgraw-Hill Cos	08/02/2010	11/04/2011	25 000	1,057 37	776 54		280 83
Mcgraw-Hill Cos	07/30/2010	11/07/2011	25 000	1,061 37	762 07		299 30

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

WF - Roll Up   Acct # WF - Roll Up

Statement 12 (cont'd)

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Mcgraw-Hill Cos	08/02/2010	11/07/2011	25 000	1,061 37	776 54		284 83
			50 000	2,122 74	1,538 61		584 13
Mcgraw-Hill Cos	05/13/2010	11/08/2011	25 000	1,071 70	730 25		341 45
Mcgraw-Hill Cos	07/30/2010	11/08/2011	25 000	1,071 70	762 06		309 64
			50 000	2,143 40	1,492 31		651 09
Mcgraw-Hill Cos	05/13/2010	11/11/2011	25 000	1,080 67	730 25		350 42
Mcgraw-Hill Cos	05/26/2010	11/11/2011	25 000	1,080 66	706 74		373 92
			50 000	2,161 33	1,436 99		724 34
Mcgraw-Hill Cos	05/26/2010	11/14/2011	25 000	1,065 92	706 74		359 18
Mcgraw-Hill Cos	07/01/2010	11/14/2011	25 000	1,065 91	700 17		365 74
			50 000	2,131 83	1,406 91		724 92
			800 000	34,794 76	26,352 97		8,441 79
Monsanto Co New Del	04/20/2010	02/10/2011	50 000	3,736 75	3,347 95	388 80	
Monsanto Co New Del	04/20/2010	02/11/2011	50 000	3,751 22	3,347 94	403 28	
Monsanto Co New Del	04/21/2010	02/11/2011	100 000	7,502 45	6,652 78	849 67	
			150 000	11,253 67	10,000 72	1,252 95	
Monsanto Co New Del	04/21/2010	08/01/2011	50 000	3,615 03	3,310 20		304 83
Monsanto Co New Del	04/21/2010	08/02/2011	50 000	3,628 69	3,310 19		318 50
Monsanto Co New Del	05/13/2010	08/15/2011	25 000	1,760 35	1,386 74		373 61
			325 000	23,994 49	21,355 80	1,641 75	996 94
Nestle S A Reg B Adr	02/04/2010	10/28/2011	25 000	1,484 33	1,168 25		316 08

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

WF - Roll Up Acct # WF - Roll Up

Statement 12 (cont'd)

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Nestle S A Reg B Adr	05/13/2010	10/28/2011	50 000	2,968 67	2,408 50		560 17
Nestle S A Reg B Adr	07/01/2010	10/28/2011	25 000	1,484 33	1,184 25		300 08
			100 000	5,937 33	4,761 00		1,176 33
Nestle S A Reg B Adr	02/04/2010	10/31/2011	50 000	2,938 47	2,336 50		601 97
Nestle S A Reg B Adr	02/04/2010	11/01/2011	25 000	1,434 48	1,168 25		266 23
			175 000	10,310 28	8,265 75		2,044 53
Opportunity Fund Spc Offshore Li	11/26/2008	02/16/2011	22 070	18,517 49	21,829 43		-3,311 94
Opportunity Fund Spc Offshore Li	11/26/2008	05/11/2011	1 148	1,799 10	1,135 49		663 61
Opportunity Fund Spc Offshore Li	11/26/2008	06/17/2011	4 841	7,425 86	4,788 23		2,637 63
			28 059	27,742 45	27,753 15		-10 70
Pimco Commodity Real	02/28/2011	10/07/2011	2,035 278	15,000 00	19,416 55	-4,416 55	
Ridgeworth US Gov Sec	07/08/2011	09/28/2011	9,910 000	99,941 95	100,190 10	-248 15	
Ridgeworth US Gov Sec	07/08/2011	09/30/2011	49,555 000	499,960 00	501,001 05	-1,041 05	
			59,465 000	599,901 95	601,191 15	-1,289 20	
Rockwell Automation Inc	10/03/2011	11/30/2011	50 000	3,749 30	2,743 60	1,005 70	
Rockwell Automation Inc	10/04/2011	12/01/2011	50 000	3,730 17	2,727 03	1,003 14	
Rockwell Automation Inc	09/26/2011	12/02/2011	50 000	3,731 93	2,670 67	1,061 26	
Rockwell Automation Inc	09/23/2011	12/05/2011	50 000	3,793 45	2,610 25	1,183 20	

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

WF - Roll Up Acct # WF - Roll Up

Statement 12 (cont'd)

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Rockwell Automation Inc	09/22/2011	12/06/2011	50 000	3,851 96	2,552 02	1,299 94	
			250 000	18,856 81	13,303 57	5,553 24	
Schlumberger Ltd	02/04/2010	04/08/2011	200 000	18,266 68	12,614 00		5,652 68
Schlumberger Ltd	02/04/2010	04/11/2011	50 000	4,439 81	3,153 50		1,286 31
Schlumberger Ltd	05/13/2010	04/11/2011	25 000	2,219 90	1,701 92	517 98	
Schlumberger Ltd	05/26/2010	04/11/2011	25 000	2,219 90	1,491 00	728 90	
			100 000	8,879 61	6,346 42	1,246 88	1,286 31
			300 000	27,146 29	18,960 42	1,246 88	6,938 99
Templeton Global Bond Fund	03/02/2011	10/13/2011	11,486 799	148,822 44	156,016 70	-7,194 26	
Templeton Global Bond Fund	04/15/2011	10/13/2011	169 261	2,192 94	2,344 27	-151 33	
Templeton Global Bond Fund	05/16/2011	10/13/2011	171 791	2,225 71	2,362 13	-136 42	
Templeton Global Bond Fund	06/15/2011	10/13/2011	171 629	2,223 62	2,366 76	-143 14	
Templeton Global Bond Fund	07/15/2011	10/13/2011	171 989	2,228 28	2,380 33	-152 05	
Templeton Global Bond Fund	08/15/2011	10/13/2011	174 210	2,257 06	2,384 93	-127 87	
			12,345 679	159,950 05	167,855 12	-7,905 07	
Templeton Global Bond Fund	02/28/2011	11/16/2011	1,154 652	14,728 45	15,648 14	-919 69	
Templeton Global Bond Fund	03/02/2011	11/16/2011	10,600 834	135,221 60	143,983 30	-8,761 70	
			11,755 486	149,950 05	159,631 44	-9,681 39	
			24,101 165	309,900 10	327,486 56	-17,586 46	
Time Warner Inc	05/13/2010	08/22/2011	25 000	701 73	789 49		-87 76
Time Warner Inc	06/23/2011	08/22/2011	125 000	3,508 62	4,354 90	-846 28	
			150 000	4,210 35	5,144 39	-846 28	-87 76
Time Warner Inc	05/13/2010	08/23/2011	25 000	704 86	789 49		-84 63

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

WF - Roll Up   Acct # WF - Roll Up

Statement 12 (cont'd)

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Time Warner Inc	05/26/2010	08/23/2011	75 000	2,114 58	2,242 50		-127 92
Time Warner Inc	07/01/2010	08/23/2011	75 000	2,114 59	2,144 12		-29 53
			175 000	4,934 03	5,176 11		-242 08
			325 000	9,144 38	10,320 50	-846 28	-329 84
Tyco Intl Ltd New	02/04/2010	02/11/2011	75 000	3,463 70	2,637 20		826 50
Tyco Intl Ltd New	02/04/2010	09/19/2011	50 000	2,257 87	1,758 14		499 73
Tyco Intl Ltd New	05/13/2010	09/19/2011	50 000	2,257 87	1,996 99		260 88
Tyco Intl Ltd New	05/26/2010	09/19/2011	100 000	4,515 74	3,617 50		898 24
			200 000	9,031 48	7,372 63		1,658 85
Tyco Intl Ltd New	02/04/2010	09/20/2011	200 000	9,037 88	7,032 54		2,005 34
Tyco Intl Ltd New	02/04/2010	09/22/2011	50 000	2,149 07	1 758 14		390 93
Tyco Intl Ltd New	02/04/2010	09/23/2011	150 000	6,489 95	5,274 40		1,215 55
Tyco Intl Ltd New	02/04/2010	09/26/2011	150 000	6,424 40	5,274 41		1,149 99
Tyco Intl Ltd New	02/04/2010	09/27/2011	100 000	4,332 36	3,516 27		816 09
Tyco Intl Ltd New	02/04/2010	09/28/2011	50 000	2,097 11	1,758 13		338 98
			975 000	43,025 95	34,623 72		8,402 23
United Parcel Service B	02/04/2010	02/10/2011	75 000	5,600 01	4,335 79		1,264 22
Voyager Offshore Ltd	05/30/2008	01/03/2011	2,224 690	200,000 00	222,469 00		-22,469 00

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

WF - Roll Up   Acct # WF - Roll Up

Statement 12 (cont'd)

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Voyager Offshore Ltd	05/30/2008	09/30/2011	11,422 300	963,242 32	1,142,230 00		-178,987 68
			13,646 990	1,163,242 32	1,364,699 00		-201,456 68
Wentworth Hauser Violich	02/03/2010	10/07/2011	1,942 927	31,950 05	34,089 93		-2,139 88
Wentworth Hauser Violich	02/03/2010	10/11/2011	6,891 169	117,793 71	120,910 07		-3,116 36
Wentworth Hauser Violich	05/13/2010	10/11/2011	711 170	12,156 34	12,275 90		-119 56
			7,602 339	129,950 05	133,185 97		-3,235 92
			9,545 266	161,900 10	167,275 90		-5,375 80
WOLSELEY PLC	11/26/2010	02/14/2011	500 000	1,778 81	0 00	1,778 81	
WOLSELEY PLC	11/26/2010	02/15/2011	600 000	2,106 91	0 00	2,106 91	
WOLSELEY PLC	11/26/2010	02/16/2011	50 000	173 57	0 00	173 57	
			1,150 000	4,059 29	0 00	4,059 29	
Short Term Gains				1,292,781 25	1,296,431.87	-3,650.62	
Long Term Gains				4,893,692.18	5,079,868 92		-186,176 74
Total (Sales)				6,186,473 43	6,376,300 79	-3,650.62	-186,176 74