



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation: **The RWM Foundation**

Room/suite: _____

Number and street (or P.O. box number if mail is not delivered to street address): **340 Argyle**

City or town, state, and ZIP code: **San Antonio, TX 78209**

A Employer identification number: **74-3014693**

B Telephone number: **210-826-4988**

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

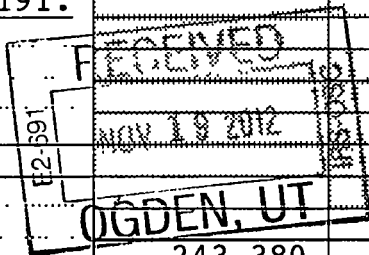
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 1,567,351.**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(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	148,532.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	23,715.	23,715.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	71,133.			
	b Gross sales price for all assets on line 6a	608,191.			
	7 Capital gain net income (from Part IV, line 2)		71,133.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	243,380.	94,848.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 2	3,300.	1,650.		1,650.
	c Other professional fees Stmt 3	15,336.	15,336.		0.
	17 Interest				
	18 Taxes Stmt 4	8,205.	346.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 5	1,124.	562.		562.	
24 Total operating and administrative expenses. Add lines 13 through 23	27,965.	17,894.		2,212.	
25 Contributions, gifts, grants paid	78,000.			78,000.	
26 Total expenses and disbursements. Add lines 24 and 25	105,965.	17,894.		80,212.	
27 Subtract line 26 from line 12.	137,415.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		76,954.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED NOV 23 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	215,224.	77,407.	77,407.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	1,021,874.	1,154,159.	1,489,944.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)		1,237,098.	1,231,566.	1,567,351.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	1,237,098.	1,231,566.		
30 Total net assets or fund balances		1,237,098.	1,231,566.	
31 Total liabilities and net assets/fund balances		1,237,098.	1,231,566.	

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	1,237,098.
2 Enter amount from Part I, line 27a	2	137,415.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	1,374,513.
5 Decreases not included in line 2 (itemize) See Statement 6	5	142,947.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,231,566.

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 Part IV Schedule		Various	06/30/11
b See Part IV Schedule		Various	06/30/11
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 223,519.		254,780.	<31,261.>
b 384,672.		282,278.	102,394.
c			
d			
e			

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) 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			<31,261.>
b			102,394.
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	71,133.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		1	1,539.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		2	0.
3 Add lines 1 and 2		3	1,539.
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	1,539.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,461.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 1,560. Refunded <input type="checkbox"/> 901.	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	10	X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) ... 11 X
12 Did the foundation 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 N/A
14 The books are in care of Sylvia Scott Telephone no. 210-826-4988
Located at 7373 Broadway, Ste 502, San Antonio, TX ZIP+4 78209
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ... 15 N/A
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 Yes No X

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.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ... Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ... Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ... Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ... Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ... Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ... Yes X No
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)? ... N/A
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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ... N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ... Yes X No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) ... N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ... 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ... 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No 6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No X

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

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

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

(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
Lewis J. Moorman, III 340 Argyle Avenue San Antonio, TX 78209	Pres/Director 10.00	0.	0.	0.
Nancy Wood Moorman 340 Argyle Avenue San Antonio, TX 78209	Vice Pres/Director 10.00	0.	0.	0.
Lewis J. Moorman, IV 340 Argyle Avenue San Antonio, TX 78209	Sec/Treas/Director 10.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
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	1,338,135.
b	Average of monthly cash balances	1b	187,816.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,525,951.
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	1,525,951.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,889.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,503,062.
6	Minimum investment return. Enter 5% of line 5	6	75,153.

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	75,153.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,539.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,539.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	73,614.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	73,614.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	73,614.

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	80,212.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	80,212.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,212.

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				73,614.
2 Undistributed Income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	10,961.			
f Total of lines 3a through e	10,961.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	80,212.			
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				73,614.
e Remaining amount distributed out of corpus	6,598.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	17,559.			
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 instr			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	17,559.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	10,961.			
e Excess from 2011	6,598.			

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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

Lewis J. Moorman, III

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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 Paid during the year				
African Wildlife Federation 1400 Sixteenth Street NW, ste 120 Washington, DC 20036	N/A	Public Charity	General Purpose	2,000.
Artpace 445 North Main Avenue San Antonio, TX 78204	N/A	Public Charity	General Purpose	500.
Planned Parenthood Trust of South Texas 104 Babcock Rd San Antonio, TX 78201	N/A	Public Charity	General Purpose	7,000.
Historical Centre Foundation PO Box 831078 San Antonio, TX 78283	N/A	Public Charity	General Purpose	8,000.
Hope House Ministries 5814 Rittiman Plaza San Antonio, TX 78218	N/A	Public Charity	General Purpose	6,000.
Total	See continuation sheet(s)			78,000.
b Approved for future payment				
None				
Total				
				0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

The RWM Foundation

Employer identification number

74-3014693

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization The RWM Foundation	Employer identification number 74-3014693
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Lewis J. Moorman III 7373 Broadway, Suite 502 San Antonio, TX 78209	\$ 148,532.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization The RWM Foundation	Employer identification number 74-3014693
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3,472 shares of Rackspace, Inc. <hr/> <hr/> <hr/>	\$ 148,532.	12/07/11
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____

Name of organization The RWM Foundation	Employer identification number 74-3014693
---	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Hotchkiss Fund PO Box 800 Lakeville, CT 06039	N/A	Public Charity	General Purpose	4,000.
Immaculate Conception Catholic Church 314 Merida Street San Antonio, TX 78207	N/A	Public Charity	General Purpose	3,000.
Kinetic Kids PO Box 690993 San Antonio, TX 78269	N/A	Public Charity	General Purpose	5,000.
Operation Comfort PO Box 4010 Lago Vista, TX 78645	N/A	Public Charity	General Purpose	2,500.
San Antonio River Foundation PO Box 830045 San Antonio, TX 78283	N/A	Public Charity	General Purpose	3,000.
San Antonio Zoological Society 3903 N. St. Mary's Street San Antonio, TX 78212	N/A	Public Charity	General Purpose	2,000.
Snipsa, Inc. 6338 N. New Braunfels Ave. Box 185 San Antonio, TX 78209	N/A	Public Charity	General Purpose	500.
Texas Biomedical Research Institute PO Box 760549 San Antonio, TX 78245	N/A	Public Charity	General Purpose	10,000.
St. Anthony Of Padua Catholic Church 102 Lorenz San Antonio, TX 78209	N/A	Public Charity	General Purpose	3,000.
Texas Children's Hospital 6621 Fannin Street Houston, TX 77030	N/A	Public Charity	General Purpose	2,000.
Total from continuation sheets				54,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
The Battery Conservancy 1 New York Plaza New York, NY 10004	N/A	Public Charity	General Purpose	2,500.
The Nature Conservancy 4245 N. Fairfax Drive, Ste 100 Arlington, VA 22203	N/A	Public Charity	General Purpose	2,000.
Thrive Well Cancer Foundation PO Box 29331 San Antonio, TX 78229	N/A	Public Charity	General Purpose	7,000.
University of Texas MD Anderson Cancer Center PO Box 301439 Houston, TX 77230	N/A	Public Charity	General Purpose	1,000.
Mission Road Ministries 8706 Mission Road San Antonio, TX 78214	N/A	Public Charity	General Purpose	2,500.
Butler School of Music 2406 Robert Dedman Drive Austin, TX 78712	N/A	Public Charity	General Purpose	1,000.
St. Peter - St. Joseph Children's Home 919 Mission Rd San Antonio, TX 78210	N/A	Public Charity	General Purpose	1,000.
The Charity Ball Association PO Box 6708 San Antonio, TX 78209	N/A	Public Charity	General Purpose	2,500.
Total from continuation sheets				

Form 990-PF	Dividends and Interest from Securities	Statement	1
-------------	--	-----------	---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
UBS	23,715.	0.	23,715.
Total to Fm 990-PF, Part I, ln 4	23,715.	0.	23,715.

Form 990-PF	Accounting Fees	Statement	2
-------------	-----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Slattery Perkins, P.C.	3,300.	1,650.		1,650.
To Form 990-PF, Pg 1, ln 16b	3,300.	1,650.		1,650.

Form 990-PF	Other Professional Fees	Statement	3
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
South Texas Money Management	15,336.	15,336.		0.
To Form 990-PF, Pg 1, ln 16c	15,336.	15,336.		0.

Form 990-PF	Taxes	Statement	4
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	191.	346.		0.
Income Taxes	8,014.	0.		0.
To Form 990-PF, Pg 1, ln 18	8,205.	346.		0.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Administrative Fees	1,124.	562.		562.	
To Form 990-PF, Pg 1, ln 23	1,124.	562.		562.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	6
Description		Amount	
Difference between FMV & Cost of Contributed Stock		138,880.	
PY Reversal of AJE		4,067.	
Total to Form 990-PF, Part III, line 5		142,947.	

Form 990-PF	Corporate Stock	Statement	7
Description	Book Value	Fair Market Value	
Equities - UBS Fin Svcs	1,154,159.	1,489,944.	
Total to Form 990-PF, Part II, line 10b	1,154,159.	1,489,944.	

RWM Foundation - Capital Gains - 2012

7/1/2011 through 6/30/2012

10/25/2012

Page 1

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
UBS AS02203	Safeway Inc	456.000	8/19/2010	7/27/2011	9,302.27	9,137.33	164.94
UBS AS02203	Walter Energy Inc	129.000	3/25/2011	8/12/2011	10,492.65	16,333.78	-5,841.13
UBS AS02203	Devon Energy Corp	91.000	1/14/2011	8/23/2011	5,834.80	7,470.74	-1,635.94
UBS AS02203	Sony Corp	215.000	6/17/2011	9/22/2011	4,012.57	5,390.03	-1,377.46
UBS AS02203	Bombardier Inc	1,234.000	3/17/2011	11/2/2011	4,997.60	7,909.94	-2,912.34
UBS AS02203	Bombardier Inc	950.000	4/11/2011	11/2/2011	3,847.43	6,935.00	-3,087.57
UBS AS02203	BHP Billiton LTD	164.000	1/13/2011	11/29/2011	11,449.26	14,838.72	-3,389.46
UBS AS02203	Prudential Financial Inc	136.000	5/5/2011	12/6/2011	7,038.02	8,578.61	-1,540.59
UBS AS02203	Prudential Financial Inc	124.000	6/20/2011	12/6/2011	6,417.02	7,344.96	-927.94
UBS AS02203	Rock-Tenn Company	91.000	3/3/2011	12/16/2011	5,085.80	6,519.24	-1,433.44
UBS AS02203	ABB Ltd Spon Adr	508.000	6/28/2011	3/13/2012	10,200.50	12,718.48	-2,517.98
UBS AS02203	Phillips 66	0.500	3/6/2012	5/1/2012	16.78	18.65	-1.87
UBS AS72386	Dolby Laboratories Inc	220.000	5/5/2011	8/2/2011	8,969.79	10,939.17	-1,969.38
UBS AS72386	Aecom Technology Corp	320.000	5/5/2011	8/12/2011	6,281.48	8,773.70	-2,492.22
UBS AS72386	Life Technologies Corp	250.000	4/20/2011	8/12/2011	9,679.81	13,152.33	-3,472.52
UBS AS72386	First Solar Inc	85.000	5/5/2011	8/17/2011	8,592.48	10,913.15	-2,320.67
UBS AS72386	Terex Corp Dela New	300.000	9/29/2010	8/17/2011	4,964.90	6,794.89	-1,829.99
UBS AS72386	Time Warner Inc	280.000	9/29/2010	8/18/2011	7,986.17	8,592.64	-606.47
UBS AS72386	Petrohawk Energy Corp	750.000	5/5/2011	9/26/2011	29,062.50	18,987.38	10,075.12
UBS AS72386	ABB Ltd Spon Adr	460.000	5/26/2011	10/20/2011	8,491.43	11,985.99	-3,494.56
UBS AS72386	ABB Ltd Spon Adr	40.000	8/17/2011	10/20/2011	738.39	874.40	-136.01
UBS AS72386	Abbott Laboratories	250.000	4/20/2011	11/21/2011	13,217.24	12,689.80	527.44
UBS AS72386	Kellogg Co	80.000	8/12/2011	11/21/2011	3,919.92	4,191.20	-271.28
UBS AS72386	Macy's Inc	330.000	5/26/2011	2/10/2012	11,622.36	9,318.67	2,303.69
UBS AS72386	Liberty Media Corporation	78.000	2/10/2012	4/17/2012	6,581.75	6,728.44	-146.69
UBS AS72386	Nuance Communications Inc	550.000	11/21/2011	6/28/2012	12,357.92	12,892.00	-534.08
UBS AS72386	Nuance Communications Inc	550.000	2/10/2012	6/28/2012	12,357.92	14,750.90	-2,392.98
TOTAL SHORT TERM					223,518.76	254,780.14	-31,261.38
LONG TERM							
UBS AS02203	Marathon Petroleum	0.500	9/30/2008	7/1/2011	21.40	15.21	6.19
UBS AS02203	Torchmark Corp	0.500	12/21/2009	7/5/2011	21.58	14.61	6.97
UBS AS02203	Southwest Airlines Co.	133.000	4/9/2009	8/1/2011	1,296.74	977.49	319.25
UBS AS02203	Southwest Airlines Co.	545.000	5/28/2009	8/1/2011	5,313.70	3,640.33	1,673.37
UBS AS02203	Treehouse Foods Inc.	206.000	11/19/2008	8/9/2011	11,119.63	5,763.83	5,355.80
UBS AS02203	Treehouse Foods Inc.	109.000	6/2/2009	8/9/2011	5,883.69	2,990.85	2,892.84
UBS AS02203	Marathon Oil Corp	194.000	9/30/2008	8/16/2011	5,274.82	4,580.55	694.27
UBS AS02203	Marathon Oil Corp	57.000	5/11/2009	8/16/2011	1,549.82	1,074.83	474.99
UBS AS02203	NTT Docomo Inc	393.000	7/26/2010	9/14/2011	7,341.13	6,173.83	1,167.30
UBS AS02203	Comerica Inc	157.000	5/24/2010	9/21/2011	3,628.20	5,948.22	-2,320.02
UBS AS02203	Sony Corp	267.000	2/12/2010	9/22/2011	4,983.06	9,061.71	-4,078.65
UBS AS02203	Sony Corp	138.000	8/13/2010	9/22/2011	2,575.51	4,156.08	-1,580.57
UBS AS02203	Marathon Petroleum	96.500	9/30/2008	10/5/2011	3,050.34	2,934.87	115.47
UBS AS02203	Marathon Petroleum	28.500	5/11/2009	10/5/2011	900.88	724.74	176.14
UBS AS02203	Bank of NY Mellon	265.095	11/9/2005	10/6/2011	4,801.58	8,988.59	-4,187.01
UBS AS02203	Bank of NY Mellon	119.905	12/27/2005	10/6/2011	2,171.79	4,093.04	-1,921.25
UBS AS02203	Ishares Trust S&P Small Cap	296.000	2/26/2008	10/13/2011	18,757.16	18,541.08	216.08
UBS AS02203	Ishares Trust S&P Small Cap	291.000	9/23/2008	10/13/2011	18,440.31	18,204.96	235.35
UBS AS02203	Netflix.com Inc	38.000	8/20/2010	10/18/2011	4,242.62	4,946.71	-704.09
UBS AS02203	Netflix.com Inc	22.000	9/3/2010	10/18/2011	2,456.26	3,057.99	-601.73
UBS AS02203	Chico's Fas Inc	1,018.000	8/18/2010	10/27/2011	13,020.07	9,487.76	3,532.31
UBS AS02203	Amgen Inc	99.000	1/15/2009	11/9/2011	5,695.37	5,452.92	242.45
UBS AS02203	Amgen Inc	60.000	5/22/2009	11/9/2011	3,451.74	2,989.67	462.07
UBS AS02203	Wellpoint Inc	65.000	9/20/2010	12/8/2011	4,301.61	3,578.87	722.74
UBS AS02203	Rackspace Hosting Inc	1,229.000	8/7/2008	12/15/2011	53,377.90	3,416.62	49,961.28
UBS AS02203	Rock-Tenn Company	133.000	11/22/2010	12/16/2011	7,433.09	7,189.79	243.30
UBS AS02203	American Financial Grp	259.000	5/14/2009	1/17/2012	9,508.99	5,306.15	4,202.84

RWM Foundation - Capital Gains - 2012

7/1/2011 through 6/30/2012

10/25/2012

Page 2

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
UBS AS02203	Tyson Foods Inc	221.000	12/10/2010	1/20/2012	4,258.60	3,896.23	362.37
UBS AS02203	Forest Laboratories	225.000	9/10/2010	2/1/2012	7,154.88	6,664.39	490.49
UBS AS02203	Walt Disney Company	15.000	6/13/2003	2/3/2012	599.69	302.20	297.49
UBS AS02203	Walt Disney Company	81.000	10/8/2003	2/3/2012	3,238.33	1,713.09	1,525.24
UBS AS02203	Walt Disney Company	96.000	1/20/2006	2/3/2012	3,838.02	2,468.78	1,369.24
UBS AS02203	Torchmark Corp	355.000	12/21/2009	3/16/2012	17,334.37	10,374.29	6,960.08
UBS AS02203	Denbury Resources Inc	528.496	10/11/2007	3/30/2012	9,637.70	7,611.45	2,026.25
UBS AS02203	Rackspace Hosting Inc	507.000	8/7/2008	4/12/2012	28,300.15	1,409.46	26,890.69
UBS AS02203	Patterson-UTI Energy Inc	333.000	12/23/2009	4/30/2012	5,387.85	5,344.15	43.70
UBS AS02203	Patterson-UTI Energy Inc	447.000	1/8/2010	4/30/2012	7,232.34	8,196.64	-964.30
UBS AS02203	Patterson-UTI Energy Inc	149.000	4/9/2010	4/30/2012	2,410.78	2,118.78	292.00
UBS AS02203	Raymond James Financial	331.000	5/15/2009	6/13/2012	10,972.44	5,110.47	5,861.97
UBS AS02203	Raymond James Financial	126.000	7/20/2009	6/13/2012	4,176.82	2,352.17	1,824.65
UBS AS72386	Aecom Technology Corp	400.000	9/24/2009	8/12/2011	7,851.84	10,985.40	-3,133.56
UBS AS72386	Tractor Supply Company	200.000	2/4/2010	8/12/2011	11,693.77	5,126.50	6,567.27
UBS AS72386	Agnico Eagle Mines Ltd	170.000	9/17/2009	10/20/2011	7,858.94	11,942.52	-4,083.58
UBS AS72386	CVS Caremark Corp	60.000	9/29/2010	10/20/2011	2,087.35	1,877.95	209.40
UBS AS72386	Corning Inc	370.000	7/6/2009	10/20/2011	4,895.00	5,593.73	-698.73
UBS AS72386	Corning Inc	200.000	2/4/2010	10/20/2011	2,645.95	3,671.98	-1,026.03
UBS AS72386	Devon Energy Corp	150.000	2/4/2010	10/20/2011	9,289.32	10,082.63	-793.31
UBS AS72386	JP Morgan Chase & Co	425.000	2/4/2010	10/20/2011	13,705.98	16,429.23	-2,723.25
UBS AS72386	Kellogg Co	170.000	8/4/2010	11/21/2011	8,329.84	8,593.23	-263.39
UBS AS72386	Liberty Media Corporation	0.193	2/4/2010	11/29/2011	14.92	10.37	4.55
UBS AS72386	Liberty Media Corporation	132.000	2/4/2010	4/17/2012	11,138.35	7,090.83	4,047.52
TOTAL LONG TERM					384,672.22	282,277.77	102,394.45
OVERALL TOTAL					608,190.98	537,057.91	71,133.07