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Form 990-PF

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

2012

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: William M Weaver Foundation. A Employer identification number: 30-0140386. B Telephone number: (432) 367-8910. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$12,318,059. J Accounting method: Cash.

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	762,148	723,641	723,641			
	3 Accounts receivable <input type="checkbox"/> _____ ⁵						
	Less allowance for doubtful accounts <input type="checkbox"/> _____	3,934	5	5			
	4 Pledges receivable <input type="checkbox"/> _____						
	Less allowance for doubtful accounts <input type="checkbox"/> _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____						
	Less allowance for doubtful accounts <input type="checkbox"/> _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)	2,499,396 <input checked="" type="checkbox"/>	2,777,394	2,854,763			
	b Investments—corporate stock (attach schedule)	4,195,826 <input checked="" type="checkbox"/>	4,512,456	4,978,701			
	c Investments—corporate bonds (attach schedule)	1,473,644 <input checked="" type="checkbox"/>	1,329,778	1,361,298			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ 1,683,553						
Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____ 159,633	1,579,041 <input checked="" type="checkbox"/>	1,523,920	2,399,651				
12 Investments—mortgage loans							
13 Investments—other (attach schedule)	71,249						
14 Land, buildings, and equipment basis <input type="checkbox"/> _____							
Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____							
15 Other assets (describe <input type="checkbox"/> _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,585,238	10,867,194	12,318,059				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe <input type="checkbox"/> _____)						
	23 Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	10,585,238	10,867,194				
28 Paid-in or capital surplus, or land, bldg, and equipment fund							
29 Retained earnings, accumulated income, endowment, or other funds							
30 Total net assets or fund balances (see page 17 of the instructions)	10,585,238	10,867,194					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,585,238	10,867,194					

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	10,585,238
2	Enter amount from Part I, line 27a	2	281,956
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	
4	Add lines 1, 2, and 3	4	10,867,194
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,867,194

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			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	303,728
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	74,947

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	471,765	11,002,760	0.04288
2010	456,246	9,873,501	0.04621
2009	469,893	10,104,692	0.04650
2008	512,760	10,692,392	0.04796
2007	493,318	10,702,247	0.04610

2	Total of line 1, column (d).		2	0.22964
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	0.04593
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4	12,023,682
5	Multiply line 4 by line 3.		5	552,224
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	7,298
7	Add lines 5 and 6.		7	559,522
8	Enter qualifying distributions from Part XII, line 4.		8	636,539

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,298
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	7,298
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	7,298
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	19,500
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	19,500
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	5
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	12,197
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 12,197 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
14 The books are in care of ▶First Financial Trust & Asset Telephone no ▶(432) 367-8900 Located at ▶2651 JBS Parkway Bldg 4 Ste E Odessa TX ZIP+4 ▶79762			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16 At any time during calendar year 2012, 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		No

See 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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3. ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	9,180,198
b	Average of monthly cash balances.	1b	626,935
c	Fair market value of all other assets (see instructions).	1c	2,399,651
d	Total (add lines 1a, b, and c).	1d	12,206,784
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	12,206,784
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	183,102
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,023,682
6	Minimum investment return. Enter 5% of line 5.	6	601,184

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	601,184
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	7,298
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,298
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	593,886
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	593,886
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	593,886

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	375,501
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	261,038
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	636,539
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	7,298
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	629,241

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				593,886
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			507,703	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>636,539</u>				
a Applied to 2011, but not more than line 2a			507,703	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				128,836
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				465,050
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
 MR ELWOOD FREEMAN
 PO BOX 301
 LAMESA, TX 79331
 (806) 872-5457

b The form in which applications should be submitted and information and materials they should include
 DESCRIPTION OF PROJECT, PROJECT BUDGET, CURRENT FINANCIAL STATEMENTS, PROPOSED FUNDING SOURCES

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 PROJECTS BENEFITING RESIDENTS OF DAWSON COUNTY, TEXAS

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 360,758
b <i>Approved for future payment</i> See Additional Data Table				
Total				3b 402,797

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Dwayne Brown 2304 S Hwy 137 Lamesa, TX 79331	Admin Board 0 00	0		
Shirley Stephens PO Box 500 Lamesa, TX 79331	Admin Board 0 00	0		
Elwood Freeman PO Box 534 Lamesa, TX 79331	Admin Board 0 00	0		
Arthur Pedroza 701 N 21st Lamesa, TX 79331	Admin Board 0 00	0		
Jenny Gibson 603 N 4th Lamesa, TX 79331	Admin Board 0 00	0		
Scott L Leonard 102 Juniper Dr Lamesa, TX 79331	Admin Board 0 00	0		
First Financial Tr Asset Mgm 2651 JBS Parkway Bldg 4 Ste E Odessa, TX 79762	Trustee 20 00	92,048		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LAMESA COMMUNITY PLAYERS PO BOX 1377 LAMESA, TX 79331	NONE	PUBLIC	THEATER RENOVATION	71,884
MEDICAL ARTS HOSPITAL 2200 N BRYAN LAMESA, TX 79331	NONE	GOVT	LANDSCAPING	52,112
NORTHRIDGE RETIREMENT CENTER 100 NE 27TH ST LAMESA, TX 79331	NONE	PUBLIC	FACILITY REPAIRS	42,568
DAL PASO MUSEUM PO BOX 1445 LAMESA, TX 79331	NONE	PUBLIC	BUILDING RENOVATIONS	43,241
COVENANT HEALTHCARE FOUNDATION 3623 22ND PLACE LUBBOCK, TX 79410	NONE	PUBLIC	MAMMOGRAPHY UNIT	25,000
LAMESA INDEPENDENT SCHOOL DISTRICT 210 N HOUSTON LAMESA, TX 79331	NONE	GOVT	LANDSCAPE MATERIALS	8,750
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOVT	CITY PARK ARCHITECT SERVICES	5,125
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOVT	CITY RECREATION - STORAGE BUILDING	9,500
FIRST PRESBYTERIAN CHURCH PO BOX 1126 LAMESA, TX 79331	NONE	PUBLIC	Operating expenses of religious activities	102,578
Total				360,758

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
DAL PASO MUSEUMPO BOX 1445 LAMESA, TX 79331	NONE	PUBLIC	BUILDING RENOVATIONS	4,627
CITY OF LAMESA601 S 1ST LAMESA, TX 79331	NONE	GOVT	CITY PARK - LAKE RENOVATION	300,000
SANDS INDEPENDENT SCHOOL DISTRICT101 S 1ST ACKERLY, TX 79713	NONE	GOVT	PLAYGROUND CONSTRUCTION	75,197
KLONDIKE INDEPENDENT SCHOOL DISTRIC2911 COUNTY RD H LAMESA, TX 79331	NONE	GOVT	BUILDING CONSTRUCTION	22,973
Total			3b	402,797

TY 2012 Accounting Fees Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEWBERRY LEONARD HORTON & BAIRRINGTON	2,850	1,425	2,850	1,425

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

TY 2012 Depreciation Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
IRRIGATION PUMP & MOTOR	2005-04-12	11,030	7,721	58	10 00 %	1,103	1,103		
IRRIGATION WELL	2004-07-08	6,997	6,159	58	10 00 %	700	700		

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: William M Weaver Foundation
EIN: 30-0140386
Software ID: 12000229
Software Version: 2012v2.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
344 0000 WASTE MGMT INC	2011-12	Purchase	2012-07		10,756	10,906	Cost		-150	
66 0000 WASTE MGMT INC	2011-05	Purchase	2012-07		2,064	2,311	Cost		-247	
95 0000 WASTE MGMT INC	2011-05	Purchase	2012-07		2,971	3,357	Cost		-386	
409 0000 WASTE MGMT INC	2011-08	Purchase	2012-07		12,789	11,696	Cost		1,093	
184 0000 WASTE MGMT INC	2011-05	Purchase	2012-07		5,753	7,084	Cost		-1,331	
81 0000 WASTE MGMT INC	2010-11	Purchase	2012-07		2,533	2,855	Cost		-322	
455 0000 WASTE MGMT INC	2009-12	Purchase	2012-07		14,227	15,129	Cost		-902	
594 0000 WASTE MGMT INC	2009-11	Purchase	2012-07		18,573	19,625	Cost		-1,052	
648 0000 WASTE MGMT INC	2009-10	Purchase	2012-07		20,168	20,053	Cost		115	
713 0000 WASTE MGMT INC	2009-09	Purchase	2012-07		22,294	21,333	Cost		961	
100000 0000 US TREAS NTS	2012-02	Purchase	2012-03		99,684	100,785	Cost		-1,101	
204 0000 TAIWAN SEMICONDUCTOR MFG CO LTD	2011-08	Purchase	2012-04		3,172	2,411	Cost		761	
710 0000 TAIWAN SEMICONDUCTOR MFG CO LTD	2011-08	Purchase	2012-04		11,040	7,838	Cost		3,202	
959 0000 TAIWAN SEMICONDUCTOR MFG CO LTD	2011-05	Purchase	2012-04		14,911	12,649	Cost		2,262	
1086 0000 TAIWAN SEMICONDUCTOR MFG CO LTD	2010-05	Purchase	2012-04		16,886	10,544	Cost		6,342	
258 0000 TAIWAN SEMICONDUCTOR MFG CO LTD	2009-12	Purchase	2012-04		4,012	2,810	Cost		1,202	
1728 0000 TAIWAN SEMICONDUCTOR MFG CO LTD	2009-11	Purchase	2012-04		26,868	18,610	Cost		8,258	
2214 0000 TAIWAN SEMICONDUCTOR MFG CO LTD	2009-10	Purchase	2012-04		34,425	22,273	Cost		12,152	
1985 0000 TAIWAN SEMICONDUCTOR MFG CO LTD	2009-09	Purchase	2012-04		30,864	21,498	Cost		9,366	
264 0000 P G & E CORP CO	2012-01	Purchase	2012-05		11,603	10,652	Cost		951	
2265 0000 P G & E CORP CO	2011-12	Purchase	2012-05		99,546	86,368	Cost		13,178	
652 0000 NUCOR CORP	2012-05	Purchase	2012-12		26,363	23,258	Cost		3,105	
200 0000 NUCOR CORP	2011-08	Purchase	2012-12		8,087	6,834	Cost		1,253	
317 0000 NUCOR CORP	2012-08	Purchase	2012-12		12,818	10,283	Cost		2,535	
379 0000 NUCOR CORP	2011-05	Purchase	2012-12		15,324	15,743	Cost		-419	
226 0000 NUCOR CORP	2011-05	Purchase	2012-12		9,138	10,203	Cost		-1,065	
107 0000 NUCOR CORP	2011-04	Purchase	2012-12		4,326	4,800	Cost		-474	
507 0000 NUCOR CORP	2010-11	Purchase	2012-12		20,500	19,296	Cost		1,204	
100 0000 NUCOR CORP	2009-12	Purchase	2012-12		4,043	4,239	Cost		-196	
360 0000 NUCOR CORP	2009-12	Purchase	2012-10		14,700	15,260	Cost		-560	
612 0000 NUCOR CORP	2009-11	Purchase	2012-10		24,990	25,770	Cost		-780	
349 0000 NUCOR CORP	2009-10	Purchase	2012-10		14,251	15,394	Cost		-1,143	
100000 0000 MORGAN STANLEY	2009-11	Purchase	2012-02		109,725	111,482	Cost		-1,757	
100000 0000 MISSOURI CITY TX	2010-10	Purchase	2012-06		100,000	100,000	Cost			
6667 KRAFT FOODS GROUP INC	2009-09	Purchase	2012-10		31	19	Cost		12	
219 0000 KIMBERLY-CLARK	2009-11	Purchase	2012-06		17,908	14,250	Cost		3,658	
102 0000 KIMBERLY-CLARK	2011-05	Purchase	2012-06		8,341	6,941	Cost		1,400	
94 0000 KIMBERLY-CLARK	2011-05	Purchase	2012-06		7,687	6,333	Cost		1,354	
303 0000 KIMBERLY-CLARK	2011-04	Purchase	2012-06		24,777	19,989	Cost		4,788	
286 0000 HOME DEPOT INC	2011-05	Purchase	2012-01		12,397	9,314	Cost		3,083	
175 0000 HOME DEPOT INC	2011-08	Purchase	2012-01		7,585	5,145	Cost		2,440	
330 0000 HOME DEPOT INC	2011-05	Purchase	2012-01		14,304	12,189	Cost		2,115	
2 0000 HOME DEPOT INC	2011-05	Purchase	2012-01		87	74	Cost		13	
404 0000 HOME DEPOT INC	2010-11	Purchase	2012-01		17,511	12,579	Cost		4,932	
1125 0000 HOME DEPOT INC	2010-06	Purchase	2012-01		48,763	35,776	Cost		12,987	
109 0000 HOME DEPOT INC	2010-05	Purchase	2012-01		4,725	3,604	Cost		1,121	
1317 0000 HOME DEPOT INC	2010-05	Purchase	2012-01		57,085	44,108	Cost		12,977	
200000 0000 HEWLETT PACKARD CO	2011-09	Purchase	2012-10		202,490	200,258	Cost		2,232	
1566 0000 HARRIS CORP	2011-07	Purchase	2012-10		73,941	70,722	Cost		3,219	
30000 0000 GOLDMAN SACHS GROUP	2011-10	Purchase	2012-08		33,752	31,050	Cost		2,702	
200000 0000 GOLDMAN SACHS GROUP	2010-12	Purchase	2012-08		225,014	218,708	Cost		6,306	
7600 2700 FNAH3430	2011-02	Purchase	2012-12		7,600	7,534	Cost		66	
6712 1600 FNAH3430	2011-02	Purchase	2012-11		6,712	6,653	Cost		59	
5745 2100 FNAH3430	2011-02	Purchase	2012-10		5,745	5,695	Cost		50	
6073 4600 FNAH3430	2011-02	Purchase	2012-09		6,073	6,020	Cost		53	
5511 5900 FNAH3430	2011-02	Purchase	2012-08		5,512	5,463	Cost		49	
5166 2300 FNAH3430	2011-02	Purchase	2012-07		5,166	5,121	Cost		45	
4487 9700 FNAH3430	2011-02	Purchase	2012-06		4,488	4,449	Cost		39	
4198 2000 FNAH3430	2011-02	Purchase	2012-05		4,198	4,161	Cost		37	
4950 8800 FNAH3430	2011-02	Purchase	2012-04		4,951	4,908	Cost		43	
4171 0700 FNAH3430	2011-02	Purchase	2012-03		4,171	4,135	Cost		36	
4978 0700 FNAH3430	2011-02	Purchase	2012-02		4,978	4,935	Cost		43	
3509 2800 FNAH3430	2011-02	Purchase	2012-01		3,509	3,479	Cost		30	
11956 1400 FHLMC Pool #G05420	2009-11	Purchase	2012-12		11,956	12,632	Cost		-676	
16199 3800 FHLMC Pool #G05420	2009-11	Purchase	2012-11		16,199	17,116	Cost		-917	
15271 2800 FHLMC Pool #G05420	2009-11	Purchase	2012-10		15,271	16,135	Cost		-864	
13218 7600 FHLMC Pool #G05420	2009-11	Purchase	2012-09		13,219	13,966	Cost		-747	
12712 6900 FHLMC Pool #G05420	2009-11	Purchase	2012-08		12,713	13,432	Cost		-719	
13133 2900 FHLMC Pool #G05420	2009-11	Purchase	2012-04		13,133	13,876	Cost		-743	
13296 2000 FHLMC Pool #G05420	2009-11	Purchase	2012-06		13,296	14,048	Cost		-752	
14250 7400 FHLMC Pool #G05420	2009-11	Purchase	2012-05		14,251	15,057	Cost		-806	
12624 8500 FHLMC Pool #G05420	2009-11	Purchase	2012-04		12,625	13,339	Cost		-714	
9165 0400 FHLMC Pool #G05420	2009-11	Purchase	2012-03		9,165	9,683	Cost		-518	
14434 2900 FHLMC Pool #G05420	2009-11	Purchase	2012-02		14,434	15,251	Cost		-817	
16688 3500 FHLMC Pool #G05420	2009-11	Purchase	2012-01		16,688	17,632	Cost		-944	
12399 7100 FHLMC Pool #G01513	2009-10	Purchase	2012-12		12,400	13,260	Cost		-860	
12332 5300 FHLMC Pool #G01513	2009-10	Purchase	2012-11		12,333	13,188	Cost		-855	
11040 0100 FHLMC Pool #G01513	2009-10	Purchase	2012-10		11,040	11,806	Cost		-766	
13401 7800 FHLMC Pool #G01513	2009-10	Purchase	2012-09		13,402	14,332	Cost		-930	
11123 8700 FHLMC Pool #G01513	2009-10	Purchase	2012-08		11,124	11,896	Cost		-772	
14770 0500 FHLMC Pool #G01513	2009-10	Purchase	2012-07		14,770	15,795	Cost		-1,025	
13884 3200 FHLMC Pool #G01513	2009-10	Purchase	2012-06		13,884	14,848	Cost		-964	
16610 9500 FHLMC Pool #G01513	2009-10	Purchase	2012-05		16,611	17,763	Cost		-1,152	
12770 2900 FHLMC Pool #G01513	2009-10	Purchase	2012-04		12,770	13,656	Cost		-886	
12999 1800 FHLMC Pool #G01513	2009-10	Purchase	2012-03		12,999	13,901	Cost		-902	
8294 0400 FHLMC Pool #G01513	2009-10	Purchase	2012-02		8,294	8,869	Cost		-575	
14123 6900 FHLMC Pool #G01513	2009-10	Purchase	2012-01		14,124	15,104	Cost		-980	
102 0000 EXXON MOBIL CORP	2011-08	Purchase	2012-04		8,746	7,363	Cost		1,383	
37 0000 EXXON MOBIL CORP	2011-08	Purchase	2012-04		3,173	2,625	Cost		548	
187 0000 EXXON MOBIL CORP	2011-05	Purchase	2012-04		16,034	15,130	Cost		904	
203 0000 EXXON MOBIL CORP	2011-05	Purchase	2012-04		17,406	16,968	Cost		438	
1369 0000 EXXON MOBIL CORP	2010-06	Purchase	2012-04		117,383	81,276	Cost		36,107	
2697 0000 EATON CORP	2012-06	Purchase	2012-12		140,675	107,901	Cost		32,774	
56 0000 AMERICAN CAMPUS COMMUNITIES	2011-04	Purchase	2012-01		2,320	1,813	Cost		507	
140 0000 AMERICAN CAMPUS COMMUNITIES	2010-05	Purchase	2012-01		5,799	3,462	Cost		2,337	
542 0000 AMERICAN CAMPUS COMMUNITIES	2009-12	Purchase	2012-01		22,450	14,395	Cost		8,055	
240 0000 AMERICAN CAMPUS COMMUNITIES	2009-11	Purchase	2012-01		9,941	6,688	Cost		3,253	
821 0000 AMERICAN CAMPUS COMMUNITIES	2009-10	Purchase	2012-01		34,007	21,801	Cost		12,206	
777 0000 AMERICAN CAMPUS COMMUNITIES	2009-09	Purchase	2012-01		32,184	21,226	Cost		10,958	
63 0000 Altria Group Incorporated	2011-08	Purchase	2012-02		1,830	1,654	Cost		176	
16 0000 Altria Group Incorporated	2011-08	Purchase	2012-02		465	397	Cost		68	
270 0000 Altria Group Incorporated	2011-05	Purchase	2012-02		7,842	7,544	Cost		298	
125 0000 Altria Group Incorporated	2011-02	Purchase	2012-02		3,631	3,121	Cost		510	
1661 0000 Altria Group Incorporated	2009-12	Purchase	2012-02		48,244	32,107	Cost		16,137	
39 0000 Altria Group Incorporated	2009-11	Purchase	2012-02		1,133	754	Cost		379	
933 0000 Altria Group Incorporated	2009-10	Purchase	2012-02		27,099	16,756	Cost		10,343	
948 0000 Altria Group Incorporated	2009-09	Purchase	2012-02		27,535	16,893	Cost		10,642	
46 0000 ABBOTT LABORATORIES	2011-08	Purchase	2012-12		3,066	2,298	Cost		768	
45 0000 ABBOTT LABORATORIES	2009-12	Purchase	2012-12		2,999	2,430	Cost		569	
145 0000 ABBOTT LABORATORIES	2011-05	Purchase	2012-12		9,664	7,726	Cost		1,938	
95 0000 ABBOTT LABORATORIES	2011-02	Purchase	2012-12		6,332	4,538	Cost		1,794	
132 0000 ABBOTT LABORATORIES	2010-11	Purchase	2012-12		8,798	6,251	Cost		2,547	
72 0000 ABBOTT LABORATORIES	2010-05	Purchase	2012-12		4,799	3,354	Cost		1,445	
681 0000 ABBOTT LABORATORIES	2010-05	Purchase	2012-12		45,388	32,894	Cost		12,494	
288 0000 ABBOTT LABORATORIES	2009-12	Purchase	2012-12		19,195	15,347	Cost		3,848	
61 0000 ABBOTT LABORATORIES	20									

TY 2012 Investments Corporate Bonds Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SIMON PPTY GROUP LP 5.25%	113,585	114,414
LOWES COMPANIES INC	182,490	182,139
GLAXOSMITH KLINE, 5.65%	121,557	121,804
WAL MART STORES, 4.50, 7/1/15	216,834	219,038
MEDTRONIC INC, 4.75%, 9/15/15	166,386	166,215
HEWLETT PACKARD, 4.375, 9/15/21		
DISNEY WALT CO MTNS 6.00	181,486	181,668
UNITED TECHNOLOGIES, 6.10%, 5/15/12		
MORGAN STANLEY, 7.30%, 5/13/19	111,482	121,522
GENERAL ELEC CAP CORP, 5.50%, 1/8/20	235,958	254,498

**TY 2012 Investments Corporate
Stock Schedule**

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEVA PHARMACEUTICAL IND LTD ADR	94,296	89,168
PROCTOR & GAMBLE	106,534	113,376
PPL CORPORATION	96,311	99,461
OCCIDENTAL PETROLEUM CORP	161,725	140,043
MONDELEZ INTL	57,143	79,847
KLA-TENCOR	127,914	131,531
JPMORGAN CHASE	99,637	107,988
GENERAL MILLS	120,363	124,009
EATION CORP PLC	139,989	146,123
DARDEN RESTAURANTS	131,163	132,551
APPLIED MATERIALS	162,824	159,142
WALGREEN CO	120,098	130,386
UNITED PARCEL SERVICE INC	147,119	161,395
ROYAL DUTCH SHELL	83,549	96,323
PNC FINANCIAL SERVICES GROUP INC	163,461	160,236
PG & E CORP		
PEPSICO INC	108,066	115,305
MATTEL INC	111,021	162,849
HARRIS CORP	86,218	105,460
CULLEN / FROST BANKERS INC	162,155	183,487
CENTURYLINK INC	144,362	144,509
BLACKROCK INC	189,386	228,208
NOVARTIS AG	125,967	152,996
LOCKHEED MARTIN GROUP	105,905	135,205
BANK HAWAII CORP	146,068	141,268
3M Co	95,126	111,698
Vodafone Group Sp ADR	126,186	136,429
Total Sponsored ADR	162,281	150,725
Paychex Inc	110,586	114,168
Microsoft Corp	149,389	149,708

Name of Stock	End of Year Book Value	End of Year Fair Market Value
McDonalds Corp	94,686	127,640
Kraft Foods	30,872	47,516
Kimberly-Clark	72,416	99,459
Johnson & Johnson	132,025	149,313
Intel Corp	179,076	176,219
DuPont	89,971	104,710
Coca-Cola Co	74,276	100,558
Chubb Corporation		
Chevron Corp	114,915	154,640
AT&T Inc	89,377	115,052

**TY 2012 Investments Government
Obligations Schedule**

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

**US Government Securities - End of
Year Book Value:** 1,802,244

**US Government Securities - End of
Year Fair Market Value:** 1,870,689

**State & Local Government
Securities - End of Year Book
Value:** 975,150

**State & Local Government
Securities - End of Year Fair
Market Value:** 984,074

TY 2012 Investments - Land Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Miscellaneous	162,284	68,116	94,168	376,718
Land	1,427,408		1,427,408	2,020,589
Machinery and Equipment	93,861	91,517	2,344	2,344

TY 2012 Legal Fees Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	1,828	1,828	1,828	0

TY 2012 Other Expenses Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rental Expenses	43,153	43,153		
cOST DEPLETION - OIL & GAS ROYALTIES	13,318	13,318	13,318	13,318
BANK FEE	400	400	400	

TY 2012 Other Income Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Working interest	-185		-185
NET OIL & GAS ROYALTIES	120,111	120,111	120,111

TY 2012 Other Professional Fees Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	2,430	2,430	2,430	0

TY 2012 Taxes Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON INVESTMENT	3,867	3,867	3,867	
FEDERAL EXCISE TAX	35,550			

Statement Required Pursuant to IRC Section 4942(g)(2)(B)(ii)
 Cash Distribution Test

Statement regarding set-aside for future projects

	<u>Set-aside in</u> <u>Prior Years</u>	<u>Paid in</u> <u>Current Year</u>	<u>Set-aside</u> <u>Current Year</u>	<u>Remaining</u> <u>Grant Payable</u>
Lamesa Independent School District Additions to landscaping - community walking track	\$ 8,750	\$ 8,750	\$ -	\$ -
City of Lamesa Park development design costs	\$ 25,000	\$ 5,125	\$ -	\$ 19,875
Dawson Medical Foundation Landscaping grounds	\$ 56,000	\$ 52,112	\$ (3,888)	\$ -
Lamesa Community Players Inc Theater remodeling project	\$ 71,884	\$ 71,884	\$ -	\$ -
Klondike independent School District Press box construction The amount set-aside for the above described project will be paid on or before December 31, 2013 The project will not be completed prior to December 31, 2012	\$ -	\$ -	\$ 22,973	\$ 22,973
DalPaso Museum Press box construction The amount set-aside for the above described project will be paid on or before December 31, 2013 The project will not be completed prior to December 31, 2012	\$ -	\$ -	\$ 4,627	\$ 4,627
Sands Independent School District City Park The amount set-aside for the above described project will be paid on or before December 31, 2013 The project will not be completed prior to December 31, 2012	\$ -	\$ -	\$ 75,197	\$ 75,197
City of Lamesa City Park The amount set-aside for the above described project will be paid on or before December 31, 2013 The project will not be completed prior to December 31, 2012	\$ -	\$ -	\$ 300,000	\$ 300,000
Amount set-aside by 12-31-2012:		<u>\$ 137,871</u> A	<u>\$ 398,909</u> B	<u>\$ 422,672</u>

"Qualifying Distributions" for FYE 12-31-2011, Part XII, Line 1a

Cash paid for gifts, grants, and charitable expenses during current year	\$ 375,501
Less portion attributable to previous set-aside	A <u>(137,871)</u>
Cash distributions attributable FYE 12-31-2012	237,630
Amount set-aside by 12-31-2012	B <u>398,909</u>
Total "Qualifying Distributions" for FYE 12-31-2012, Part XII, Line 4	<u>\$ 636,539</u>

Schedule of Cost Depletion Allowed

<u>Beginning Cost Basis</u>	<u>Estimated Reserves</u>	<u>Current Production</u>	<u>Current Depletion</u>	<u>Remaining Cost Basis</u>
96,393	10,321	1,426	13,318	83,075