Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

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

A Employer identification number: 74-2927126

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

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 17,540,344.

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

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).)*

Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	29,602.	29,602.	29,602.	
4	Dividends and interest from securities	389,680.	389,680.	389,680.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	286,624.			
b	Gross sales price for all assets on line 6a 2,285,834.				
7	Capital gain net income (from Part IV, line 2)		286,624.		
8	Net short-term capital gain			4,812.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) See Statement 1	12,617.	12,617.		
12	**Total.** Add lines 1 through 11	718,523.	718,523.	424,094.	
13	Compensation of officers, directors, trustees, etc	69,010.	6,894.		62,116.
14	Other employee salaries and wages	51,003.	12,745.		38,258.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 2	1,460.	1,200.		260.
c	Other prof fees (attach sch) See St 3	52,355.	52,355.		
17	Interest	2,051.	2,051.		
18	Taxes (attach schedule)(see instrs) See Stm 4	19,497.	7,057.		
19	Depreciation (attach sch) and depletion	3,058.			
20	Occupancy				
21	Travel, conferences, and meetings	8,459.			8,459.
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 5	19,505.	14,206.		5,299.
24	**Total operating and administrative expenses.** Add lines 13 through 23	226,398.	96,508.		114,392.
25	Contributions, gifts, grants paid Part XV	788,928.			788,928.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,015,326.	96,508.	0.	903,320.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-296,803.			
b	**Net investment income** (if negative, enter -0-)		622,015.		
c	**Adjusted net income** (if negative, enter -0-)			424,094.	

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

SCANNED NOV 2 5 2013

RECEIVED

Part II Balance Sheets

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

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS		1	Cash — non-interest-bearing			
		2	Savings and temporary cash investments	146,535.	26,841.	26,841.
		3	Accounts receivable ►			
			Less: allowance for doubtful accounts ►			
		4	Pledges receivable ►			
			Less: allowance for doubtful accounts ►			
		5	Grants receivable			
		6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
		7	Other notes and loans receivable (attach sch) ►			
			Less: allowance for doubtful accounts ►			
		8	Inventories for sale or use			
		9	Prepaid expenses and deferred charges			
		10a	Investments — U.S. and state government obligations (attach schedule)			
		b	Investments — corporate stock (attach schedule) Statement 6	16,346,896.	15,715,720.	17,510,063.
		c	Investments — corporate bonds (attach schedule)			
		11	Investments — land, buildings, and equipment: basis ►			
			Less: accumulated depreciation (attach schedule) ►			
		12	Investments — mortgage loans			
		13	Investments — other (attach schedule)			
		14	Land, buildings, and equipment: basis ► 15,290.			
			Less: accumulated depreciation (attach schedule) See Stmt 7 ► 13,761.	4,587.	1,529.	1,529.
		15	Other assets (describe ► See Statement 8)	2,026.	1,911.	1,911.
		16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	16,500,044.	15,746,001.	17,540,344.
LIABILITIES		17	Accounts payable and accrued expenses			
		18	Grants payable			
		19	Deferred revenue			
		20	Loans from officers, directors, trustees, & other disqualified persons			
		21	Mortgages and other notes payable (attach schedule)			
		22	Other liabilities (describe ►)			
		23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR	FUND BALANCES		**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
		24	Unrestricted			
		25	Temporarily restricted			
		26	Permanently restricted			
			Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
		27	Capital stock, trust principal, or current funds			
		28	Paid-in or capital surplus, or land, building, and equipment fund			
		29	Retained earnings, accumulated income, endowment, or other funds	16,500,044.	15,746,001.	
		30	**Total net assets or fund balances** (see instructions)	16,500,044.	15,746,001.	
		31	**Total liabilities and net assets/fund balances** (see instructions)	16,500,044.	15,746,001.	

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	16,500,044.
2	Enter amount from Part I, line 27a	2	-296,803.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	16,203,241.
5	Decreases not included in line 2 (itemize) ► See Statement 9	5	457,240.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	15,746,001.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Various ST see statement	P	12/10/11	6/30/12
b	Various LT see statement	P	6/30/10	6/30/12
c	Short term capital gain from Sch K-1s	P	1/01/12	6/30/12
d	Long term capital gain from Sch K-1s	P	1/01/10	6/30/12
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	435,752.		435,560.	192.
b	1,845,462.		1,556,652.	288,810.
c	4,620.			4,620.
d			6,998.	-6,998.
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				192.
b				288,810.
c				4,620.
d				-6,998.
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** 286,624.

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** 4,812.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	812,644.	17,557,656.	0.046284
2010	922,259.	17,035,357.	0.054138
2009	1,056,985.	16,315,702.	0.064783
2008	1,089,638.	17,468,492.	0.062377
2007	1,010,231.	15,469,510.	0.065305

2	**Total** of line 1, column (d)	2	0.292887
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	0.058577
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,925,748.
5	Multiply line 4 by line 3	5	991,460.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,220.
7	Add lines 5 and 6	7	997,680.
8	Enter qualifying distributions from Part XII, line 4	8	903,320.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: _______ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here.. ► [ ] and enter 1% of Part I, line 27b.	1	12,440.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	12,440.
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	12,440.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 10,026.		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 4,000.		
d	Backup withholding erroneously withheld — 6d: 325.		
7	Total credits and payments. Add lines 6a through 6d	7	14,351.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	1,911.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 1,911. Refunded ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* See Statement 10	10	X	

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.webberfoundation.org

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

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

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

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

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions.)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2012?	4 b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Neil Webber 3112 Windsor Rd., #A336 Austin, TX 78703	Pres/Treas 2.00	0.	0.	0.
Jessica S. D'Arcy 3112 Windsor Rd., #A336 Austin, TX 78703	Exec Dir/Sec 25.00	66,350.	2,660.	0.
Erica Webber 3112 Windsor Rd., #A336 Austin, TX 78703	Vice Preside 2.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Marisol Foster 3112 Windsor Road, #A336 Austin, TX 78703	Grants Admini 25	49,435.	1,568.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services	►	0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

TEEA0307L 12/22/12

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	17,058,014.
b	Average of monthly cash balances	1b	125,487.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,183,501.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,183,501.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	257,753.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,925,748.
6	**Minimum investment return.** Enter 5% of line 5	6	846,287.

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	846,287.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 12,440.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	12,440.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	833,847.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	833,847.
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	833,847.

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	903,320.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	903,320.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	903,320.

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				833,847.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 306,003.				
b From 2008 222,707.				
c From 2009 249,318.				
d From 2010 88,138.				
e From 2011				
f **Total** of lines 3a through e	866,166.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 903,320.				
a Applied to 2011, 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 2012 distributable amount				833,847.
e Remaining amount distributed out of corpus	69,473.			
5 Excess distributions carryover applied to 2012 *(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	935,639.			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	306,003.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	629,636.			
10 Analysis of line 9:				
a Excess from 2008 222,707.				
b Excess from 2009 249,318.				
c Excess from 2010 88,138.				
d Excess from 2011				
e Excess from 2012 69,473.				

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 2012, enter the date of the ruling ►

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

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

Part XV **Supplementary Information (Complete this part only if the 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).)

Neil Webber

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

None

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

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

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

See Statement 11

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 12				
Total ► 3a				788,928.
b Approved for future payment				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	29,602.	
4 Dividends and interest from securities			14	389,680.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	286,624.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Sch K-1, AP Alter Assets			14	18,201.	
b Sch K-1, TCW Americas Dev			14	-5,584.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				718,523.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 718,523.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Jessica Darcy 11/15/13 ▶ Exec Dir/Sec

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Steve Shook, CPA	Steve Shook, CPA	11-13-13		P01056097

Firm's name ▶ Steve Shook, CPA

Firm's EIN ▶

Firm's address ▶ 6836 Austin Center Blvd. Ste 245
Austin, TX 78731

Phone no (512) 481-1936

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Sch K-1, AP Alter Assets	$ 18,201.	$ 18,201.	
Sch K-1, TCW Americas Dev.	-5,584.	-5,584.	
Total	$ 12,617.	$ 12,617.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation fees	$ 1,460.	$ 1,200.		$ 260.
Total	$ 1,460.	$ 1,200.	$ 0.	$ 260.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Agency/Advisory Fees - Managed	$ 52,355.	$ 52,355.		
Total	$ 52,355.	$ 52,355.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax	$ 6,442.	$ 6,442.		
Foreign tax (K-1)	615.	615.		
Investment excise tax	12,440.			
Total	$ 19,497.	$ 7,057.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Expenses from Sch K-1 (AP Alt)	$ 4,733.	$ 4,733.		
Expenses from Sch K-1 (TCW)....	6,746.	6,746.		
Insurance expense (operations).. .	3,879.	1,510.		$ 2,369.
Office supplies and expense.........	1,469.	500.		969.
Postage and printing fees	211.	50.		161.
Telephone expense	2,467.	667.		1,800.
Total	$ 19,505.	$ 14,206.	$ 0.	$ 5,299.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Public Sec. - JPMorgan/Price Wealth Mgmt	Cost	$ 15,715,720.	$ 17,510,063.
	Total	$ 15,715,720.	$ 17,510,063.

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

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 15,290.	$ 13,761.	$ 1,529.	$ 1,529.
Total	$ 15,290.	$ 13,761.	$ 1,529.	$ 1,529.

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

	Book Value	Fair Market Value
Federal excise tax refund....	$ 1,911.	$ 1,911.
Total	$ 1,911.	$ 1,911.

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

Net Unrealized Gains or Losses on Investments	$ 457,240.
Total	$ 457,240.

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

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

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

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

Statement 12
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Higher Achievement Program 317 8th St. NE Washington, DC 20002	None	509(a)(1)	Middle school student enrichment programs	$ 50,000.
The Montgomery College Fd. 900 Hungerford Dr., Ste 200 Rockville, MD 20850	None	509(a)(1)	Expansion of master class program and scholarships	80,000.
Austin Achieve Public Schools 6510 Berkman Drive Austin, Tx 78723	None	501(a)(1)	Public charter school capacity building	30,000.
ReSET P.O. Box 9400 Washington, DC 20016	None	509(a)(1)	Support for sustainability initiative	2,000.
Breakthrough Austin 1605A E. 7th Street Austin, TX 78702	None	509(a)(1)	Path to college for middle school students with limited opportunities	57,500.
Lifeworks 3700 South First Street Austin, Tx 78704	None	509(a)(1)	Job training programs and capital campaign	15,000.
Kipp Austin Public Schools 8509 FM 969, Building C Austin, Tx 78724	None	509(a)(1)	Educational programs and capacity building	50,000.
Austin Classical Guitar Soc. PO Box 4072 Austin, TX 78765	None	509(a)(1)	Promote classical guitar performances and education	40,000.
University of Texas at Austin PO Box 250 Austin, TX 78712	None	501(a)(1)	Programs in literacy and education	56,000.
Camp Fire USA - Balcones Chap. 1603 E. 38th 1/2 Street Austin, Tx 78722	None	509(a)(2)	Service program for young girls	30,000.
Mainspring Schools 1100 West Live Oak Austin, TX 78704	None	509(a)(1)	Early childhood education programs	65,000.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Live It Learn It 735 8th Street, SE #300 Washington, DC 20003	None	509(a)(1)	Supplemental programs for high-poverty young students	$ 4,000.
Catalogue for Philanthropy 397 South Street Needham, MA 02492	None	509(a)(1)	Expand evaluation and reporting services to donors of nonprofit entities	20,000.
CapCityKids 510 S. Congress, Ste. 108 Austin, Tx 78704	None	509(a)(1)	Provide education and support for homeless youth	9,000.
Chess Challenge in DC 5185 Macarthur Blvd., #620 Washington, DC 20016	None	509(a)(1)	Academic afterschool programs	15,000.
College Forward P.O. Box 142308 Austin, Tx 78714	None	509(a)(1)	College access services to disadvantaged youth	55,000.
mindPOP 5511 Park Crest, #207 Austin, Tx 78731	None	509(a)(1)	Expand creative learning opportunities for students	16,500.
Hispanic Alliance for Performing Arts 3736 Bee Caves Rd. #1169 Austin, Tx 78746	None	509(a)(1)	Capacity building programs	28,928.
Any Baby Can 1121 East 7th St. Austin, Tx 78702	None	509(a)(1)	Discretionary grant for child development programs	10,000.
Open Door Preschool 3804 Cherrywood Road Austin, Tx 78722	None	509(a)(1)	Capacity building for educational programs	29,500.
Foundation Communities 3036 South 1st Street, Ste. 200 Austin, Tx 78704	None	509(a)(1)	Housing and support systems for low-income individuals/families	30,000.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Kids in a New Groove 3300 Bee Caves Road, Ste. 650-216 Austin, Tx 78746	None	509(a)(1)	Music education/mentoring for foster children	$ 15,000.
Mexic-Arte Museum 419 Congress Ave. Austin, Tx 78701	None	509(a)(1)	Cultural enrichment and education through the Arts	15,000.
Moving Image Arts & Education P.O. Box 301985 Austin, Tx 78703	None	509(a)(1)	Art and cultural education programs	5,500.
Phoenix Rising Aviation Academy 10435 Burnet Road, Ste. 108 Austin, Tx 78758	None	509(a)(1)	Education of disadvantaged youth in science and technology	30,000.
Assistance League of Austin 4901 Burnet Road Austin, Tx 78758	None	509(a)(1)	Educational programs (Operation School Bell)	2,000.
United Way for Greater Austin 2000 East MLK Jr Blvd. Austin, Tx 78702	None	509(a)(1)	Create economic opportunities and subsistence	1,500.
KIPP Schools DC 1003 K Street NW, Ste. 700 Washington, DC 20001	None	509(a)(1)	Educational programs and capacity building	20,000.
College Tracks 5126 Manning Drive Bethesda, MD 20814	None	509(a)(1)	College access programs	1,500.
Passion For Learning 1210 Woodside Parkway Silver Spring, MD 20910	None	509(a)(1)	After-school programs for low-income children	3,000.
Imagination Stage 4908 Auburn Avenue Bethesda, MD 20814	None	509(a)(1)	Performing arts programs for children	2,000.
			Total	$ 788,928.

The Webber Family Foundation
EIN 74-2927126

PRICE | wealth management

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

WF - Roll Up   Acct # WF - Roll Up

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Diageo Plc New Adr	02/04/2010	01/12/2012	25 000	2,150 16	1,617 34		532 82
Diageo Plc New Adr	05/13/2010	01/12/2012	25 000	2,150 16	1,636 72		513 44
			50 000	4,300 32	3,254 06		1,046 26
Diageo Plc New Adr	02/04/2010	01/18/2012	50 000	4,307 39	3,234 69		1,072 70
Diageo Plc New Adr	02/04/2010	01/20/2012	50 000	4,313 20	3,234 68		1,078 52
Osterweis Fund	02/12/2009	03/30/2012	6,655 358	185,009 50	124,787 96		60,221 54
Osterweis Fund	04/07/2009	03/30/2012	19,548 668	543,425 23	359,500 00		183,925 23
Osterweis Fund	05/29/2009	03/30/2012	2,081 293	57,857 00	42,500 00		15,357 00
Osterweis Fund	06/29/2009	03/30/2012	2,190 476	60,892 12	46,000 00		14,892 12
Osterweis Fund	12/17/2009	03/30/2012	111 765	3,106 91	2,701 37		405 54
Osterweis Fund	05/13/2010	03/30/2012	1,612 253	44,818 34	40,000 00		4,818 34
Osterweis Fund	05/25/2010	03/30/2012	2,139 495	59,474 92	50,000 00		9,474 92
Osterweis Fund	06/30/2010	03/30/2012	851 475	23,669 80	20,000 00		3,669 80
			35,190 783	978,253 82	685,489 33		292,764 49
Ridgeworth US Gov Sec	07/08/2011	03/30/2012	19,486 763	197,595 78	197,011 18	584 60	
Ridgeworth US Gov Sec	11/30/2011	03/30/2012	66 522	674 53	672 54	1 99	
Ridgeworth US Gov Sec	02/29/2012	03/30/2012	84.910	860 99	860 14	0 85	
Ridgeworth US Gov Sec	03/30/2012	03/30/2012	85 671	868 70	868 70	0 00	
			19,723 866	200,000 00	199,412 56	587 44	
Nestle S A Reg B Adr	02/04/2010	04/25/2012	50 000	3,051 78	2,336 50		715 28
Time Warner Inc	02/04/2010	04/30/2012	50 000	1,872 58	1,379 25		493 33
Nestle S A Reg B Adr	02/04/2010	05/01/2012	50 000	3,068 22	2,336 50		731 72
Time Warner Inc	02/04/2010	05/01/2012	100 000	3,788 46	2,758 51		1,029 95

The Webber Family Foundation
EIN 74-2927126

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

WF - Roll Up Acct # WF - Roll Up

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Time Warner Inc	02/04/2010	05/02/2012	50 000	1,866 33	1,379 26		487 07
Nestle S A Reg B Adr	02/04/2010	05/04/2012	25 000	1,501 44	1,168 25		333 19
United Parcel Service B	05/13/2010	05/16/2012	25 000	1,903 65	1,687 00		216 65
United Parcel Service B	05/26/2010	05/16/2012	25 000	1,903 65	1,556 50		347 15
			50 000	3,807 30	3,243 50		563 80
United Parcel Service B	02/04/2010	05/17/2012	75 000	5,639 30	4,335 79		1,303 51
United Parcel Service B	05/26/2010	05/17/2012	25 000	1,879 77	1,556 50		323 27
			100 000	7,519 07	5,892 29		1,626 78
United Parcel Service B	02/04/2010	05/18/2012	100 000	7,432 51	5,781 05		1,651 46
United Parcel Service B	02/04/2010	05/21/2012	50 000	3,727.49	2,890 52		836 97
United Parcel Service B	02/04/2010	05/22/2012	50 000	3,747 75	2,890 53		857 22
United Parcel Service B	02/04/2010	05/23/2012	50 000	3,718 06	2,890 52		827 54
Staples Inc	05/24/2011	05/24/2012	200 000	2,693 89	3,402 44	-708 55	
Staples Inc	06/27/2011	05/25/2012	100 000	1,342 16	1,536 39	-194 23	
Staples Inc	04/06/2010	05/29/2012	50 000	678 89	1,202 35		-523 46
Staples Inc	06/24/2011	05/29/2012	50 000	678 89	767 91	-89 02	
			100 000	1,357.78	1,970 26	-89 02	-523 46
Staples Inc	06/24/2011	05/29/2012	50 000	677.29	767 91	-90 62	
United Parcel Service B	02/04/2010	05/29/2012	50 000	3,772 01	2,890 53		881 48
Staples Inc	04/06/2010	05/30/2012	50 000	667.95	1,202 35		-534 40
United Parcel Service B	02/04/2010	05/30/2012	50 000	3,736 44	2,890 52		845 92

The Webber Family Foundation
EIN 74-2927126

Realized Gains and Losses

From 12/31/2011 to 12/31/2012

WF - Roll Up Acct # WF - Roll'Up

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Staples Inc	04/05/2010	05/31/2012	50 000	661 27	1,201 77		-540 50
Staples Inc	04/05/2010	05/31/2012	50 000	661 68	1,201 77		-540 09
United Parcel Service B	07/01/2010	05/31/2012	25.000	1,857 11	1,436 58		420 53
United Parcel Service B	06/24/2011	05/31/2012	25 000	1,857 10	1,777 31	79 79	
			50 000	3,714 21	3,213 89	79 79	420 53
United Parcel Service B	06/24/2011	06/01/2012	25 000	1,837.91	1,777 30	60 61	
Maverick Stable Ltd	04/30/2008	06/07/2012	234 130	24,042 34	23,413 00		629 34
Time Warner Inc	02/04/2010	06/18/2012	50 000	1,851.99	1,379 25		472 74
Staples Inc	04/05/2010	06/20/2012	50 000	650.40	1,201.77		-551 37
Staples Inc	04/06/2010	06/20/2012	100 000	1,300 80	2,402 00		-1,101 20
			150 000	1,951.20	3,603 77		-1,652 57
Ridgeworth US Gov Sec	02/07/2012	06/22/2012	9,696 300	98,417 44	98,029 59	387 85	
Ridgeworth US Gov Sec	04/30/2012	06/22/2012	77.716	788 82	788 82	0 00	
Ridgeworth US Gov Sec	05/31/2012	06/22/2012	78 201	793 74	793 74	0 00	
			9,852.217	100,000 00	99,612 15	387 85	
Voyager Offshore Ltd.	05/30/2008	06/28/2012	1,353 010	107,026 92	135,301 00		-28,274 08
Staples Inc	04/01/2010	06/29/2012	125 000	1,623.87	2,963 14		-1,339 27
Staples Inc	04/06/2010	06/29/2012	25 000	324 78	600 50		-275 72
			150 000	1,948.65	3,563 64		-1,614 99
Staples Inc	04/01/2010	07/02/2012	100 000	1,298.35	2,370.51		-1,072 16
Staples Inc	04/01/2010	07/03/2012	50 000	654 56	1,185 25		-530 69
Staples Inc	04/01/2010	07/05/2012	25 000	328 23	592 63		-264 40

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Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Staples Inc	01/27/2011	07/05/2012	25 000	328 22	574 65		-246 43
			50 000	656 45	1,167 28		-510 83
Staples Inc	01/27/2011	07/05/2012	50 000	659 93	1,144 40		-484 47
Staples Inc	01/27/2011	07/05/2012	75 000	989 89	1,723 93		-734 04
			125 000	1,649 82	2,868 33		-1,218 51
Diageo Plc New Adr	02/04/2010	07/25/2012	50.000	5,133 00	3,234 69		1,898 31
Diageo Plc New Adr	02/04/2010	07/26/2012	50 000	5,324 16	3,234.68		2,089 48
Diageo Plc New Adr	02/04/2010	07/30/2012	50 000	5,419 04	3,234 69		2,184 35
Diageo Plc New Adr	02/04/2010	08/03/2012	25 000	2,662.79	1,617 34		1,045 45
Diageo Plc New Adr	07/01/2010	08/03/2012	25 000	2,662 79	1,583 61		1,079 18
			50 000	5,325 58	3,200 95		2,124 63
Diageo Plc New Adr	05/26/2010	08/06/2012	25 000	2,650 49	1,492 00		1,158 49
Wal-Mart Stores Inc	02/04/2010	08/10/2012	50 000	3,679 04	2,667.00		1,012 04
Wal-Mart Stores Inc	02/04/2010	08/10/2012	50 000	3,683 49	2,667 00		1,016 49
Wal-Mart Stores Inc	02/04/2010	08/13/2012	50 000	3,668 86	2,667 00		1,001 86
Wal-Mart Stores Inc	02/04/2010	08/14/2012	50 000	3,697.33	2,667 00		1,030 33
Staples Inc	05/13/2010	08/15/2012	25 000	283 10	564 74		-281 64
Staples Inc	05/26/2010	08/15/2012	25 000	283 10	535 49		-252 39
Staples Inc	06/08/2010	08/15/2012	50.000	566 19	1,048 13		-481 94
Staples Inc	06/09/2010	08/15/2012	100 000	1,132 38	2,104.52		-972 14
Staples Inc	06/22/2010	08/15/2012	75 000	849 29	1,578 72		-729 43
Staples Inc	07/30/2010	08/15/2012	150 000	1,698 58	3,040 58		-1,342.00
Staples Inc	08/02/2010	08/15/2012	150.000	1,698 58	3,125 91		-1,427.33
Staples Inc	01/27/2011	08/15/2012	50 000	566.19	1,144 39		-578 20
Staples Inc	01/27/2011	08/15/2012	50 000	566.19	1,143 19		-577 00

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Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Staples Inc	03/16/2011	08/15/2012	125 000	1,415 48	2,429 88		-1,014 40
Staples Inc	03/16/2011	08/15/2012	150 000	1,698 57	2,942 97		-1,244 40
			950 000	10,757 65	19,658.52		-8,900 87
Staples Inc	07/01/2010	08/16/2012	50 000	570 29	961 00		-390 71
Staples Inc	05/23/2011	08/16/2012	100 000	1,140 57	1,677 45		-536 88
Staples Inc	05/23/2011	08/16/2012	175 000	1,996 01	2,924 30		-928 29
Staples Inc	05/24/2011	08/16/2012	25 000	285 14	425 31		-140 17
			350 000	3,992 01	5,988 06		-1,996 05
Staples Inc	05/23/2011	08/17/2012	25 000	284 21	417 76		-133 55
Staples Inc	05/23/2011	08/17/2012	200 000	2,273 64	3,321 62		-1,047 98
			225 000	2,557 85	3,739 38		-1,181 53
Ridgeworth US Gov Sec	07/08/2011	09/28/2012	19,960 205	203,594 08	201,797 67		1,796 41
Ridgeworth US Gov Sec	07/29/2011	09/28/2012	56 744	578 79	573 11		5.68
Ridgeworth US Gov Sec	08/31/2011	09/28/2012	99 063	1,010 44	1,000 54		9 90
Ridgeworth US Gov Sec	02/07/2012	09/28/2012	4,140 730	42,235 45	41,862 78	372 67	
Ridgeworth US Gov Sec	06/29/2012	09/28/2012	70 743	721 58	718 04	3 54	
Ridgeworth US Gov Sec	07/31/2012	09/28/2012	63 748	650 23	648 32	1 91	
Ridgeworth US Gov Sec	08/31/2012	09/28/2012	60 039	612 40	611 20	1.20	
Ridgeworth US Gov Sec	09/28/2012	09/28/2012	58 532	597 03	597 03	0 00	
			24,509 804	250,000.00	247,808 69	379 32	1,811 99
Kohls Corp	04/03/2012	10/04/2012	100 000	5,118 55	5,198 05	-79 50	
Kohls Corp	04/04/2012	10/05/2012	50 000	2,560 97	2,591 87	-30 90	
Kohls Corp	04/05/2012	10/08/2012	50 000	2,557 04	2,534 85	22 19	
Kohls Corp	04/05/2012	10/10/2012	50 000	2,519 77	2,534 85	-15 08	
Kohls Corp	03/30/2012	10/11/2012	100 000	5,098 26	5,004 08	94 18	
Kohls Corp	03/30/2012	10/12/2012	25 000	1,286 72	1,251 02	35 70	

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Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Kohls Corp	04/09/2012	10/12/2012	25 000	1,286 72	1,245 50	41 22	
			50 000	2,573 44	2,496 52	76 92	
Kohls Corp	04/09/2012	10/15/2012	25.000	1,289 47	1,245 49	43.98	
Kohls Corp	04/10/2012	10/15/2012	25 000	1,289 47	1,233 29	56 18	
			50 000	2,578 94	2,478 78	100 16	
Kohls Corp	04/10/2012	10/16/2012	50 000	2,620 17	2,466 57	153.60	
Kohls Corp	04/10/2012	10/17/2012	25 000	1,319 77	1,233 29	86 48	
Aberdeen Equity Long	09/30/2011	10/26/2012	1,338 091	15,000 00	14,237 29		762 71
Driehaus Slct Credit Fd	09/30/2011	10/26/2012	1,107 167	10,972.02	10,507 02		465 00
Driehaus Slct Credit Fd	03/21/2012	10/26/2012	406 456	4,027 98	4,125 53	-97 55	
			1,513 623	15,000.00	14,632 55	-97 55	465 00
Eaton Vance Gbl Macro	09/30/2011	10/26/2012	1,452 081	14,950 05	14,284 53		665 52
Forward Credit Analysis	09/30/2011	10/26/2012	1,670 379	15,000 00	13,697.11		1,302 89
Marketfield Fd	09/30/2011	10/26/2012	972 132	15,000 00	12,725.21		2,274.79
Merger Fund	11/15/2011	10/26/2012	633 312	10,000 00	10,113 99	-113 99	
Wasatch Long Short Fd	09/30/2011	10/26/2012	1,102 941	15,000 00	13,069 85		1,930 15
Aberdeen Equity Long	11/15/2011	11/16/2012	2,007.136	22,500.00	22,479 92		20 08
Driehaus Slct Credit Fd	10/31/2011	11/16/2012	2,017.999	19,836 93	19,937.83		-100 90
Driehaus Slct Credit Fd	09/19/2012	11/16/2012	270.913	2,663 07	2,671 20	-8 13	
			2,288 912	22,500 00	22,609 03	-8 13	-100 90
Eaton Vance Gbl Macro	11/16/2011	11/16/2012	2,229 931	22,450 05	22,695 67	-245 62	

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Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Forward Credit Analysis	09/30/2011	11/16/2012	2,472.527	22,500.00	20,274.72		2,225.28
Marketfield Fd	11/15/2011	11/16/2012	1,469.628	22,500.00	20,324.96		2,175 04
Merger Fund	11/16/2011	11/16/2012	950.570	15,000.00	15,161.59	-161.59	
Wasatch Long Short Fd	11/15/2011	11/16/2012	1,699.396	22,500.00	22,483.01		16.99
Ridgeworth US Gov Sec	11/04/2011	12/04/2012	9,786.154	99,623 04	98,840.16		782.88
Ridgeworth US Gov Sec	10/31/2012	12/04/2012	37.029	376 96	377.70	-0.74	
			9,823.183	100,000 00	99,217.86	-0.74	782 88
Ridgeworth US Gov Sec	11/04/2011	12/31/2012	9,731.667	98,971 05	98,289.84		681.21
Ridgeworth US Gov Sec	12/30/2011	12/31/2012	63.490	645.69	641.25		4 44
Ridgeworth US Gov Sec	11/30/2012	12/31/2012	37.685	383.26	383 63	-0.37	
			9,832.842	100,000.00	99,314.72	-0 37	685 65
Short Term Gains				43,552.16	43,559.61	-192.65	
Long Term Gains				184,526.94	[illegible]		28,609.61
Total Sales				[illegible]	[illegible]	[illegible]	28,609.61