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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

or Section 4947(a)(1) Trust Treated as Private Foundation

2013

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For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation William M Weaver Foundation		A Employer identification number 30-0140386	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 2651 JBS Parkway Bldg 4 Ste E		B Telephone number (see instructions) (432) 367-8910	
City or town, state or province, country, and ZIP or foreign postal code Odessa, TX 79762		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,697,891		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	341,105	341,105	341,105	
	5a Gross rents	279,162	279,162	279,162	
	b Net rental income or (loss) <u>225,782</u>				
	6a Net gain or (loss) from sale of assets not on line 10	408,660			
	b Gross sales price for all assets on line 6a <u>3,085,266</u>				
	7 Capital gain net income (from Part IV, line 2)		408,660		
	8 Net short-term capital gain			44,438	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	148,060				
12 Total. Add lines 1 through 11	1,176,987	1,028,927	664,705		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	107,512	107,512	107,512	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,825	2,825	2,825	
	b Accounting fees (attach schedule)	2,330	2,330	2,330	1,165
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,569	6,569	6,569	
	19 Depreciation (attach schedule) and depletion	1,241	1,241		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	65,283	65,283	13,144	
	24 Total operating and administrative expenses. Add lines 13 through 23	185,760	185,760	132,380	1,165
	25 Contributions, gifts, grants paid	577,617			577,617
26 Total expenses and disbursements. Add lines 24 and 25	763,377	185,760	132,380	578,782	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	413,610				
b Net investment income (if negative, enter -0-)		843,167			
c Adjusted net income (if negative, enter -0-)			532,325		

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			3,230		3,230
	2	Savings and temporary cash investments	723,641		522,648		522,648
	3	Accounts receivable ▶ <u>1,384</u>					
		Less allowance for doubtful accounts ▶ _____		5	1,384		1,384
	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 schedule) ▶ _____					
		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)	2,777,394	<input checked="" type="checkbox"/>	2,703,508		2,703,262
	b	Investments—corporate stock (attach schedule)	4,512,456	<input checked="" type="checkbox"/>	4,216,411		5,618,516
	c	Investments—corporate bonds (attach schedule)	1,329,778	<input checked="" type="checkbox"/>	1,368,011		1,348,252
	11	Investments—land, buildings, and equipment basis ▶ <u>1,683,553</u>					
	Less accumulated depreciation (attach schedule) ▶ <u>174,018</u>	1,523,920	<input checked="" type="checkbox"/>	1,509,535		2,573,865	
12	Investments—mortgage loans						
13	Investments—other (attach schedule)		<input checked="" type="checkbox"/>	956,077		926,734	
14	Land, buildings, and equipment basis ▶ _____						
	Less accumulated depreciation (attach schedule) ▶ _____						
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,867,194		11,280,804		13,697,891	
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 ▶ _____)					
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	10,867,194		11,280,804		
	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)	10,867,194		11,280,804			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,867,194		11,280,804			

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	10,867,194
2	Enter amount from Part I, line 27a	2	413,610
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	11,280,804
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,280,804

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	408,660
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	44,438

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))
2012	629,633	12,023,682	0.05237
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

2 Total of line 1, column (d).	2	0.23591
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	0.04718
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	13,112,478
5 Multiply line 4 by line 3.	5	618,673
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	8,432
7 Add lines 5 and 6.	7	627,105
8 Enter qualifying distributions from Part XII, line 4.	8	492,201

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)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 16,863 and 12,590.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding foundation activities. Includes questions about political campaigns, expenditures, and state reporting.

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 2013, 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.</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 2013?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
6b	6b	No
7b	7b	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	
All other program-related investments. See page 24 of the instructions	
3	

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	10,094,074
b	Average of monthly cash balances.	1b	645,293
c	Fair market value of all other assets (see instructions).	1c	2,572,793
d	Total (add lines 1a, b, and c).	1d	13,312,160
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	13,312,160
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	199,682
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,112,478
6	Minimum investment return. Enter 5% of line 5.	6	655,624

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	655,624
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	16,863
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,863
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	638,761
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	638,761
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	638,761

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	578,782
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	86,581
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	492,201
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	492,201

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				638,761
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			465,442	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>492,201</u>				
a Applied to 2012, but not more than line 2a			465,442	
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 2013 distributable amount.				26,759
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 <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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				612,002
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 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address 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 577,617
b <i>Approved for future payment</i>				
Total				▶ 3b

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
391 0000 A T & T Incorporated	P	2009-09-23	2013-05-03
16 0000 Apple Computer Inc	P	2013-03-06	2013-05-03
4282 0000 Applied Materials Inc	P	2012-04-26	2013-02-15
1101 0000 Applied Materials Inc	P	2012-04-26	2013-05-03
1965 0000 Applied Materials Inc	P	2012-04-26	2013-07-10
542 0000 Bank Hawaii Corp	P	2010-11-09	2013-07-17
295 0000 Bank Hawaii Corp	P	2010-11-09	2013-12-04
446 0000 Blackrock Inc	P	2011-03-17	2013-01-11
16 0000 Blackrock Inc	P	2011-04-13	2013-01-11
49 0000 Blackrock Inc	P	2011-05-09	2013-01-11
48 0000 Blackrock Inc	P	2011-05-23	2013-01-11
75 0000 Blackrock Inc	P	2011-08-08	2013-01-11
85 0000 Blackrock Inc	P	2011-08-08	2013-05-03
16 0000 Blackrock Inc	P	2011-08-26	2013-05-03
63 0000 Blackrock Inc	P	2011-10-25	2013-05-03
1439 0000 Centurylink Inc	P	2011-02-22	2013-02-14
391 0000 Centurylink Inc	P	2011-02-22	2013-03-06
179 0000 Centurylink Inc	P	2011-04-13	2013-03-06
815 0000 Centurylink Inc	P	2011-04-21	2013-03-06
103 0000 Centurylink Inc	P	2011-05-09	2013-03-06
139 0000 Centurylink Inc	P	2011-05-23	2013-03-06
612 0000 Centurylink Inc	P	2011-08-08	2013-03-06
16 0000 Centurylink Inc	P	2011-08-26	2013-03-06
86 0000 CHEVRON CORPORATION	P	2009-09-23	2013-05-03
858 0000 Cullen/Frost Bankers Inc	P	2011-08-23	2013-05-03
405 0000 Cullen/Frost Bankers Inc	P	2011-08-23	2013-08-28
290 0000 Darden Restaurants Inc	P	2012-01-11	2013-05-03
14828 7400 FHLMC Pool #G01513	P	2009-10-07	2013-01-15
10285 5100 FHLMC Pool #G01513	P	2009-10-07	2013-02-15
9617 7100 FHLMC Pool #G01513	P	2009-10-07	2013-03-15

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10824 6600 FHLMC Pool #G01513	P	2009-10-07	2013-04-15
14621 1100 FHLMC Pool #G01513	P	2009-10-07	2013-05-15
10800 2600 FHLMC Pool #G01513	P	2009-10-07	2013-06-15
10365 7400 FHLMC Pool #G01513	P	2009-10-07	2013-07-15
7862 5700 FHLMC Pool #G01513	P	2009-10-07	2013-08-15
13357 6600 FHLMC Pool #G01513	P	2009-10-07	2013-09-15
7955 7600 FHLMC Pool #G01513	P	2009-10-07	2013-10-15
6898 9000 FHLMC Pool #G01513	P	2009-10-07	2013-11-15
7576 1300 FHLMC Pool #G01513	P	2009-10-07	2013-12-15
15194 8300 FHLMC Pool #G05420	P	2009-11-10	2013-01-15
14030 6300 FHLMC Pool #G05420	P	2009-11-10	2013-02-15
15603 1300 FHLMC Pool #G05420	P	2009-11-10	2013-03-15
11856 6100 FHLMC Pool #G05420	P	2009-11-10	2013-04-15
10988 5500 FHLMC Pool #G05420	P	2009-11-10	2013-05-15
14786 1800 FHLMC Pool #G05420	P	2009-11-10	2013-06-15
13539 9900 FHLMC Pool #G05420	P	2009-11-10	2013-07-15
10730 0900 FHLMC Pool #G05420	P	2009-11-10	2013-08-15
9160 3500 FHLMC Pool #G05420	P	2009-11-10	2013-09-15
6216 4600 FHLMC Pool #G05420	P	2009-11-10	2013-10-15
8643 9800 FHLMC Pool #G05420	P	2009-11-10	2013-11-15
6024 4400 FHLMC Pool #G05420	P	2009-11-10	2013-12-15
100000 0000 FNMA	P	2011-10-03	2013-09-11
8542 1000 FNAH3430	P	2011-02-09	2013-01-25
6445 4000 FNAH3430	P	2011-02-09	2013-02-25
7582 1300 FNAH3430	P	2011-02-09	2013-03-25
7670 1300 FNAH3430	P	2011-02-09	2013-04-25
7921 2000 FNAH3430	P	2011-02-09	2013-05-25
7958 8300 FNAH3430	P	2011-02-09	2013-06-25
7894 0200 FNAH3430	P	2011-02-09	2013-07-25
7060 8900 FNAH3430	P	2011-02-09	2013-08-25

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
6630 3400 FNAH3430	P	2011-02-09	2013-09-25
5005 1300 FNAH3430	P	2011-02-09	2013-10-25
4533 2500 FNAH3430	P	2011-02-09	2013-11-25
3674 5000 FNAH3430	P	2011-02-09	2013-12-25
100000 0000 FNMA	P	2011-11-16	2013-06-05
460 4100 FNMA Pool MA1580	P	2013-09-10	2013-10-25
644 3700 FNMA Pool MA1580	P	2013-09-10	2013-11-25
461 0000 FNMA Pool MA1580	P	2013-09-10	2013-12-25
818 0000 General Mills	P	2012-07-11	2013-05-03
206 0000 HARRIS CORP	P	2011-07-07	2013-05-03
31 0000 HARRIS CORP	P	2011-07-07	2013-08-15
780 0000 HARRIS CORP	P	2011-07-27	2013-08-15
172 0000 HARRIS CORP	P	2011-08-08	2013-08-15
104 0000 HARRIS CORP	P	2011-08-26	2013-08-15
861 0000 HARRIS CORP	P	2012-01-11	2013-08-15
800 0000 HARRIS CORP	P	2013-03-15	2013-08-15
1313 0000 INTEL CORP	P	2009-09-23	2013-05-03
955 0000 INTEL CORP	P	2009-10-23	2013-05-03
319 0000 JPMorgan Chase & Co	P	2012-12-04	2013-05-24
205 0000 JOHNSON & JOHNSON INC	P	2009-09-23	2013-05-03
648 0000 KLA-TENCOR CORP	P	2012-10-17	2013-05-03
368 0000 KIMBERLY-CLARK	P	2009-09-23	2013-04-19
86 0000 KIMBERLY-CLARK	P	2009-09-23	2013-05-03
82 0000 KIMBERLY-CLARK	P	2009-10-23	2013-05-03
776 0000 LOCKHEED MARTIN CORP	P	2010-12-03	2013-05-03
1349 0000 MATTEL INC	P	2011-10-04	2013-05-03
88 0000 MCDONALDS CORP	P	2009-09-23	2013-05-03
150000 0000 MEDTRONIC	P	2011-05-11	2013-06-28
1060 0000 MERCK & CO INC NEW	P	2013-02-20	2013-05-03
660 0000 MICROSOFT CORP	P	2009-09-23	2013-05-03

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
481 0000 MONDELEZ INTL INC	P	2009-09-23	2013-05-03
158 0000 MONDELEZ INTL INC	P	2009-09-23	2013-05-29
623 0000 MONDELEZ INTL INC	P	2009-10-23	2013-05-29
372 0000 MONDELEZ INTL INC	P	2009-11-17	2013-05-29
963 0000 MONDELEZ INTL INC	P	2009-12-08	2013-05-29
203 0000 MONDELEZ INTL INC	P	2011-04-13	2013-05-29
133 0000 MONDELEZ INTL INC	P	2011-05-09	2013-05-29
31 0000 MONDELEZ INTL INC	P	2011-05-23	2013-05-29
4 0000 MONDELEZ INTL INC	P	2011-08-26	2013-05-29
169 0000 MONDELEZ INTL INC	P	2011-05-23	2013-05-29
555 0000 MONDELEZ INTL INC	P	2013-02-15	2013-05-29
15 0000 NOVARTIS AG	P	2010-02-25	2013-05-03
200000 0000 NYE COUNTY NEVADA	P	2010-10-14	2013-05-01
273 0000 OCCIDENTAL PETROLEUM CORP	P	2012-04-18	2013-05-24
495 0000 PNC FINANCIAL SERVICES GROUP INC	P	2011-04-08	2013-05-03
2036 0000 PPL CORP	P	2012-01-24	2013-05-03
595 0000 PAYCHEX INC	P	2009-09-23	2013-05-03
5 0000 Pepsico Inc	P	2011-07-27	2013-05-03
48 0000 PROCTER & GAMBLE CO	P	2012-02-10	2013-05-03
1397 0000 ROYAL DUTCH SHELL PLC	P	2011-10-04	2013-10-31
23 0000 ROYAL DUTCH SHELL PLC	P	2013-05-03	2013-10-31
976 0000 ROYAL DUTCH SHELL PLC	P	2013-05-03	2013-11-14
250 0000 ROYAL DUTCH SHELL PLC	P	2013-08-15	2013-11-14
967 0000 TEVA PHARMACEUTICAL INDS	P	2012-12-12	2013-05-24
133 0000 3M CO	P	2009-09-23	2013-05-03
154 0000 3M CO	P	2009-09-23	2013-08-12
26 0000 102309	P	2009-10-23	2013-08-12
230 0000 3M CO	P	2009-10-23	2013-09-30
115 0000 3M CO	P	2009-11-17	2013-09-30
127 0000 3M CO	P	2009-11-17	2013-10-07

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
93 0000 3M CO	P	2009-12-08	2013-10-07
158 0000 3M CO	P	2009-12-08	2013-11-14
75 0000 3M CO	P	2011-02-25	2013-11-14
13 0000 3M CO	P	2011-05-23	2013-11-14
40 0000 3M CO	P	2011-05-23	2013-11-14
39 0000 3M CO	P	2011-05-09	2013-11-14
267 0000 UNITED PARCEL SERVICE INC	P	2011-08-10	2013-05-03
170 0000 UNITED PARCEL SERVICE INC	P	2011-08-10	2013-12-04
1154 0000 VODAFONE GROUP-SP ADR NEW	P	2009-12-17	2013-03-01
188 0000 VODAFONE GROUP-SP ADR NEW	P	2009-12-17	2013-03-15
1104 0000 VODAFONE GROUP-SP ADR NEW	P	2010-01-20	2013-03-15
551 0000 VODAFONE GROUP-SP ADR NEW	P	2010-01-20	2013-04-02
907 0000 VODAFONE GROUP-SP ADR NEW	P	2010-05-20	2013-04-02
219 0000 VODAFONE GROUP-SP ADR NEW	P	2011-05-09	2013-04-02
305 0000 VODAFONE GROUP-SP ADR NEW	P	2011-05-23	2013-04-02
868 0000 VODAFONE GROUP-SP ADR NEW	P	2011-07-07	2013-04-02
120 0000 VODAFONE GROUP-SP ADR NEW	P	2011-05-09	2013-04-02
3176 0000 WALGREEN CO	P	2011-10-25	2013-02-20
347 0000 WALGREEN CO	P	2012-02-10	2013-02-20
575 0000 EATON CORP	P	2012-11-30	2013-05-03
ROUNDING	P	2013-12-31	2013-12-31
Capital Gain Dividends			

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
14,549		10,655	3,894
7,201		6,819	382
58,488		51,002	7,486
16,267		13,114	3,153
31,811		23,405	8,406
29,175		24,543	4,632
16,977		13,358	3,619
98,304		82,017	16,287
3,527		3,118	409
10,800		9,639	1,161
10,580		9,344	1,236
16,531		11,137	5,394
1,627		891	736
4,338		2,549	1,789
17,080		9,648	7,432
46,637		58,457	-11,820
13,887		15,884	-1,997
6,358		7,219	-861
28,947		32,349	-3,402
3,658		4,208	-550
4,937		5,996	-1,059
21,737		19,700	2,037
568		549	19
10,615		6,156	4,459
51,917		40,672	11,245
29,282		19,198	10,084
15,311		12,933	2,378
14,829		15,857	-1,028
10,285		10,999	-714
9,618		10,285	-667

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,825		11,576	-751
14,621		15,635	-1,014
10,800		11,551	-751
10,366		11,085	-719
7,863		8,408	-545
13,357		14,284	-927
7,956		8,508	-552
6,899		7,378	-479
7,576		8,102	-526
15,195		16,054	-859
14,031		14,824	-793
15,603		16,486	-883
11,857		12,528	-671
10,989		11,610	-621
14,786		15,623	-837
13,540		14,306	-766
10,730		11,337	-607
9,160		9,678	-518
6,216		6,568	-352
8,644		9,133	-489
6,024		6,365	-341
103,927		105,629	-1,702
8,542		8,467	75
6,445		6,389	56
7,582		7,516	66
7,670		7,603	67
7,921		7,852	69
7,959		7,889	70
7,894		7,825	69
7,061		6,999	62

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,630		6,572	58
5,005		4,961	44
4,533		4,494	39
3,674		3,642	32
102,789		102,398	391
460		462	-2
644		647	-3
461		463	-2
41,414		32,092	9,322
9,575		9,303	272
1,765		1,400	365
44,419		32,690	11,729
9,795		6,070	3,725
5,922		3,902	2,020
49,031		32,854	16,177
45,558		35,598	9,960
31,432		26,076	5,356
22,862		18,918	3,944
17,060		12,941	4,119
17,531		12,482	5,049
35,166		29,934	5,232
38,577		21,451	17,126
421		233	188
8,633		5,046	3,587
79,042		53,836	25,206
61,028		33,678	27,350
9,042		4,905	4,137
162,563		166,386	-3,823
48,208		45,173	3,035
22,017		17,068	4,949

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
15,219		8,236	6,983
4,799		2,705	2,094
18,924		10,963	7,961
11,300		6,691	4,609
29,251		16,683	12,568
6,166		4,273	1,893
4,040		2,945	1,095
942		706	236
122		88	34
5,133		3,851	1,282
16,858		14,850	2,008
1,100		816	284
200,000		200,000	
24,799		24,153	646
33,669		31,425	2,244
66,617		56,445	10,172
22,223		18,552	3,671
414		321	93
3,753		3,062	691
93,086		83,549	9,537
1,533		1,588	-55
64,445		67,391	-2,946
16,507		15,872	635
37,983		38,185	-202
14,356		9,918	4,438
18,212		11,484	6,728
3,075		2,022	1,053
27,451		17,891	9,560
13,725		9,037	4,688
15,081		9,979	5,102

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,044		7,168	3,876
20,368		12,179	8,189
9,669		6,775	2,894
1,676		1,204	472
5,157		3,713	1,444
5,028		3,756	1,272
23,015		16,659	6,356
17,299		10,607	6,692
29,139		26,311	2,828
5,201		4,286	915
30,541		24,730	5,811
15,950		12,342	3,608
26,255		17,014	9,241
6,339		6,193	146
8,829		8,530	299
25,126		23,344	1,782
3,474		3,436	38
132,531		108,178	24,353
14,480		11,920	2,560
35,465		29,846	5,619
		150	-150
			4,760

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,894
			382
			7,486
			3,153
			8,406
			4,632
			3,619
			16,287
			409
			1,161
			1,236
			5,394
			736
			1,789
			7,432
			-11,820
			-1,997
			-861
			-3,402
			-550
			-1,059
			2,037
			19
			4,459
			11,245
			10,084
			2,378
			-1,028
			-714
			-667

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-751
			-1,014
			-751
			-719
			-545
			-927
			-552
			-479
			-526
			-859
			-793
			-883
			-671
			-621
			-837
			-766
			-607
			-518
			-352
			-489
			-341
			-1,702
			75
			56
			66
			67
			69
			70
			69
			62

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			58
			44
			39
			32
			391
			-2
			-3
			-2
			9,322
			272
			365
			11,729
			3,725
			2,020
			16,177
			9,960
			5,356
			3,944
			4,119
			5,049
			5,232
			17,126
			188
			3,587
			25,206
			27,350
			4,137
			-3,823
			3,035
			4,949

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,983
			2,094
			7,961
			4,609
			12,568
			1,893
			1,095
			236
			34
			1,282
			2,008
			284
			646
			2,244
			10,172
			3,671
			93
			691
			9,537
			-55
			-2,946
			635
			-202
			4,438
			6,728
			1,053
			9,560
			4,688
			5,102

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,876
			8,189
			2,894
			472
			1,444
			1,272
			6,356
			6,692
			2,828
			915
			5,811
			3,608
			9,241
			146
			299
			1,782
			38
			24,353
			2,560
			5,619
			-150

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
First Financial Tr Asset Mgm 2651 JBS Parkway Bldg 4 Ste E Odessa, TX 79762	Trustee 20 00	107,512		
Scott L Leonard 102 Juniper Dr Lamesa, TX 79331	Admin Board 0 00	0		
Jenny Gibson 603 N 4th Lamesa, TX 79331	Admin Board 0 00	0		
Arthur Pedroza 701 N 21st Lamesa, TX 79331	Admin Board 0 00	0		
Elwood Freeman PO Box 534 Lamesa, TX 79331	Admin Board 0 00	0		
Shirley Stephens PO Box 500 Lamesa, TX 79331	Admin Board 0 00	0		
Allean Jasmin 1007 N 9th Lamesa, TX 79331	Admin Board 0 00	0		

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>				
FIRST PRESBYTERIAN CHURCH PO BOX 1126 LAMESA, TX 79331	NONE	PUBLIC	Operating expenses of religious activities	38,174
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOVT	CITY PARK ARCHITECT SERVICES	31,751
KLONDIKE INDEPENDENT SCHOOL DISTRIC 2911 COUNTY RD H LAMESA, TX 79331	NONE	GOVT	BUILDING CONSTRUCTION	22,973
SANDS INDEPENDENT SCHOOL DISTRICT 101 S 1ST ACKERLY, TX 79713	NONE	GOVT	PLAYGROUND CONSTRUCTION	75,197
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOVT	PUBLIC SAFETY - DEMOLITION FUNDS	6,200
DAL PASO MUSEUM PO BOX 1445 LAMESA, TX 79331	NONE	PUBLIC	BUILDING RENOVATIONS	12,494
NORTHRIDGE RETIREMENT SYSTEM 100 NE 27TH LAMESA, TX 79331	NONE	PUBLIC	ELEVATOR REPLACEMENT	74,334
FIRST UNITED METHODIST CHURCH 409 N 3RD LAMESA, TX 79331	NONE	PUBLIC	CUB SCOUT PROGRAM	1,714
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOVT	CITY PARK LIGHTING	80,000
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOVT	FIRE TRUCK PURCHASE	195,000
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOVT	TREES FOR CITY PARKS	39,780
Total			3a	577,617

TY 2013 Accounting Fees Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEWBERRY LEONARD HORTON & BAIRRINGTON	2,330	2,330	2,330	1,165

TY 2013 Cash Distribution Explanation Statement

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

Explanation: See attached statement

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

TY 2013 Depreciation Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

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 WELL	2004-07-08	6,997	6,859	58	10 00 %	138	138		
IRRIGATION PUMP & MOTOR	2005-04-12	11,030	8,824	58	10 00 %	1,103	1,103		

**TY 2013 Investments Corporate
Bonds Schedule**

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL ELEC CAP CORP, 5.50%, 1/8/20	235,958	246,209
MORGAN STANLEY, 7.30%, 5/13/19	111,482	121,441
DISNEY WALT CO MTNS 6.00	181,486	173,538
MEDTRONIC INC, 4.75%, 9/15/15		
WAL MART STORES, 4.50, 7/1/15	216,834	212,224
GLAXOSMITH KLINE, 5.65%	121,557	115,114
LOWES COMPANIES INC 6.10	182,490	170,924
SIMON PPTY GROUP LP 5.25%	113,585	110,686
ORACLE CORPORATION 5.00	204,619	198,116

TY 2013 Investments Corporate Stock Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T Inc	131,740	160,048
Chevron Corp	108,759	167,879
Coca-Cola Co	113,617	156,524
DuPont	89,971	151,250
Intel Corp	134,082	162,946
Johnson & Johnson	119,542	176,311
Kimberly-Clark	47,134	77,091
Kraft Foods	97,256	123,885
McDonalds Corp	89,781	131,864
Microsoft Corp	132,322	184,992
Paychex Inc	92,033	140,050
Total Sponsored ADR	162,281	177,560
Vodafone Group Sp ADR		
3M Co		
BANK HAWAII CORP	108,167	140,162
LOCKHEED MARTIN GROUP	112,137	204,853
NOVARTIS AG	125,151	193,073
BLACKROCK INC	61,043	121,841
CENTURYLINK INC		
CULLEN / FROST BANKERS INC	102,285	157,643
HARRIS CORP		
MATTEL INC	104,606	177,283
PEPSICO INC	107,745	139,339
PG & E CORP		
PNC FINANCIAL SERVICES GROUP INC	132,036	174,788
ROYAL DUTCH SHELL		
UNITED PARCEL SERVICE INC	119,852	184,100
WALGREEN CO		
APPLIED MATERIALS	75,304	116,034
DARDEN RESTAURANTS	118,229	144,135

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EATON CORP PLC	110,144	161,527
GENERAL MILLS	88,271	112,298
JPMORGAN CHASE	149,755	199,826
KLA-TENCOR	97,979	135,753
MONDELEZ INTL		
OCCIDENTAL PETROLEUM CORP	146,891	159,007
PPL CORPORATION	134,277	140,340
PROCTOR & GAMBLE	103,472	132,047
TEVA PHARMACEUTICAL IND LTD ADR	148,258	153,627
AMERICAN CAMPUS COMMUNITIES	137,863	125,941
APPLE COMPUTER INC	158,109	206,455
CISCO SYSTEMS	106,980	114,348
KINDER MORGAN INC DEL	127,496	131,400
MERCK & CO	117,521	138,038
ONEIK INC	104,322	144,258

**TY 2013 Investments Government
Obligations Schedule**

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

**US Government Securities - End of
Year Book Value:** 1,761,370

**US Government Securities - End of
Year Fair Market Value:** 1,758,332

**State & Local Government
Securities - End of Year Book
Value:** 942,138

**State & Local Government
Securities - End of Year Fair
Market Value:** 944,930

TY 2013 Investments - Land Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	93,861	92,758	1,103	1,103
Land	1,427,408		1,427,408	2,023,621
Miscellaneous	162,284	81,260	81,024	549,141

TY 2013 Investments - Other Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WEAVER GIN COMPANY-UI REAL ESTATE	AT COST		
DODGE & COX INCOME FD	AT COST	238,522	233,158
PIMCO TOTAL RETURN FD -INST	AT COST	241,558	231,012
VANGUARD I/T INVESTMENT GRADE FD-ADM	AT COST	240,953	229,505
VANGUARD S/T INVESTMENT GRADE FD-ADM	AT COST	235,044	233,059

TY 2013 Legal Fees Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	2,825	2,825	2,825	0

TY 2013 Other Expenses Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
cOST DEPLETION - OIL & GAS ROYALTIES	13,144	13,144	13,144	
Rental Expenses	52,139	52,139		

TY 2013 Other Income Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NET OIL & GAS ROYALTIES	148,060		

TY 2013 Taxes Schedule

Name: William M Weaver Foundation

EIN: 30-0140386

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON INVESTMENT	6,569	6,569	6,569	

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>
City of Lamesa Park development design costs	\$ 19,875	\$ 19,875	\$ -	\$ -
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 Renovations 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, 2014 The project will not be completed prior to December 31, 2012	\$ 300,000	\$ -	\$ -	\$ 300,000
Christian Women's Jobcore Reuilding renovation The amount set-aside for the above described project will be paid on or before December 31, 2014 The project will not be completed prior to December 31, 2013	\$ -		\$ 12,291	\$ 12,291
City of Lamesa Public safety - building demolition The amount set-aside for the above described project will be paid on or before December 31, 2015 The project will not be completed prior to December 31, 2013			\$ 23,800	\$ -
Amount set-aside by 12-31-2012:		<u>\$ 122,672</u> A	<u>\$ 36,091</u> B	<u>\$ 312,291</u>

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

Cash paid for gifts, grants, and charitable expenses during current year	\$ 578,782
Less portion attributable to previous set-aside	A <u>(122,672)</u>
Cash distributions attributable FYE 12-31-2013	456,110
Amount set-aside by 12-31-2013	B <u>36,091</u>
Total "Qualifying Distributions" for FYE 12-31-2012, Part XII, Line 4	<u>\$ 492,201</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>
83,075	10,321	1,633	13,144	69,931