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For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation Wayne and Joan Webber Foundation		A Employer identification number 38-3390733	
% COLLEEN MAEDEL			
Number and street (or P O box number if mail is not delivered to street address) 44710 Morley Drive	Room/suite	B Telephone number (see instructions) (586) 465-3800	
City or town, state or province, country, and ZIP or foreign postal code Clinton Township, MI 48036		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"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 32,877,442		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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	639,546	639,546		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	-158,288			
	b Gross sales price for all assets on line 6a 13,023,112				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 41,029	40,970		
	12 Total. Add lines 1 through 11	522,287	680,516		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	109,000			109,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	 68,064	0	0	68,064
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)				
	17 Interest	218,839	218,839		
	18 Taxes (attach schedule) (see instructions)	 57,980	19		7,961
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	502			502
	22 Printing and publications				
	23 Other expenses (attach schedule).	 205,921	200,533		5,388
	24 Total operating and administrative expenses. Add lines 13 through 23	660,306	419,391	0	190,915
	25 Contributions, gifts, grants paid	3,273,990			3,273,990
	26 Total expenses and disbursements. Add lines 24 and 25	3,934,296	419,391	0	3,464,905
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,412,009			
	b Net investment income (if negative, enter -0-)		261,125		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	393,963	339,659	339,659
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ <u>5,415,188</u> Less allowance for doubtful accounts ▶ _____	5,645,225 	5,415,188	5,415,188
	8	Inventories for sale or use	34,539	40,320	40,320
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)		6,311,240	6,293,417
	b	Investments—corporate stock (attach schedule)	4,061,490 	3,946,900	4,256,620
	c	Investments—corporate bonds (attach schedule)	19,234,944 	10,458,526	10,424,089
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,507,092 	4,948,506	6,108,149
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	0		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	34,877,253	31,460,339	32,877,442
	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 ▶ _____)	 9,962,447 	9,962,447	
	23	Total liabilities (add lines 17 through 22)	9,962,447	9,962,447	
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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	24,914,806	21,497,892	
	30	Total net assets or fund balances (see instructions)	24,914,806	21,497,892	
	31	Total liabilities and net assets/fund balances (see instructions)	34,877,253	31,460,339	

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	24,914,806
2	Enter amount from Part I, line 27a	2	-3,412,009
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	-4,905
4	Add lines 1, 2, and 3	4	21,497,892
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	21,497,892

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	-158,288
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	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	2,811,199	31,936,177	0 088026
2013	1,979,591	32,700,537	0 060537
2012	2,207,075	31,952,422	0 069074
2011	2,372,391	32,046,070	0 074031
2010	11,777,093	34,135,078	0 345014

2 Total of line 1, column (d).	2	0 636682
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 127336
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	29,743,480
5 Multiply line 4 by line 3.	5	3,787,416
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,611
7 Add lines 5 and 6.	7	3,790,027
8 Enter qualifying distributions from Part XII, line 4.	8	3,514,905

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,223
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	5,223
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,223
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	36,444
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	36,444
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	31,221
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 31,221 Refunded	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) MI _____			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ COLLEEN MAEDEL Telephone no ▶ (586) 465-3800 Located at ▶ 44710 MORLEY DRIVE CLINTON TOWNSHIP MI ZIP+4 ▶ 48036			
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 2015, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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 checked="" type="checkbox"/> Yes <input 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 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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		
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 2015 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 2015).	3b		
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 2015?	4b		No

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** **No**

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
WAYNE WEBBER 44710 MORLEY DRIVE CLINTON TOWNSHIP, MI 48036	TREASURY/DIRECTOR 2 0	0	0	0
JOAN WEBBER 44710 MORLEY DRIVE CLINTON TOWNSHIP, MI 48036	SECRETARY/DIRECTOR 2 0	0	0	0
DAVID STONE 44710 MORLEY DRIVE CLINTON TOWNSHIP, MI 48036	DIRECTOR 1 0	0	0	0
CYNTHIA HELISEK 44710 MORELY DRIVE CLINTON TOWNSHIP, MI 48036	PRESIDENT 40 0	109,000	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances

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

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 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 BEYOND BASICS LOAN- ASSISTS WITH OPERATING EXPENSES, PRIMARILY FOR TUTORS IN DETROIT PUBLIC SCHOOLS THE LOAN IS NON-INTEREST BEARING	50,000
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	50,000

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	28,304,934
b	Average of monthly cash balances.	1b	627,091
c	Fair market value of all other assets (see instructions).	1c	1,264,401
d	Total (add lines 1a, b, and c).	1d	30,196,426
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	30,196,426
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	452,946
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,743,480
6	Minimum investment return. Enter 5% of line 5.	6	1,487,174

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	1,487,174
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	5,223
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,223
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,481,951
4	Recoveries of amounts treated as qualifying distributions.	4	230,037
5	Add lines 3 and 4.	5	1,711,988
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	1,711,988

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	3,464,905
b	Program-related investments—total from Part IX-B.	1b	50,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,514,905
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	3,514,905

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,711,988
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 2013 , 2012 , 2011		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	10,090,781			
b From 2011.	730,604			
c From 2012.	526,461			
d From 2013.	242,192			
e From 2014.	1,124,692			
f Total of lines 3a through e.	12,714,730			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>3,514,905</u>				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				1,711,988
e Remaining amount distributed out of corpus	1,802,917			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,517,647			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .	10,090,781			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	4,426,866			
10 Analysis of line 9				
a Excess from 2011. . . .	730,604			
b Excess from 2012. . . .	526,461			
c Excess from 2013. . . .	242,192			
d Excess from 2014. . . .	1,124,692			
e Excess from 2015. . . .	1,802,917			

Part XIV

--

b Check box to indicate whether the organization

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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(1) Value of all assets

(2) Value of assets qualifying under section 4942(1)(3)(B)(i)

--	--	--	--	--

--	--	--	--	--

(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(1)(3)(B)(iii), . . .

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV

1 Informa

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))

WAYNE AND JOAN 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

NA

2 Informa

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information**(continued)

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i> See Additional Data Table					
Total		▶ 3a			3,273,990
b <i>Approved for future payment</i>					
Total		▶ 3b			

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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

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

[illegible]

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

- (a) Name of organization

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

**Sign
Here**

* * * * *

2016-10-31

* * * * *

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below

(see instr ??) ☒ Yes ☐ No

Print/Type preparer's name
REBEKUH ELEY

Preparer's Signature

Date

Check if self-employed ☐

PTI

P01247672

Firm's name ▶
BDO USA LLP

Firm's EIN ▶

Firm's address ▶
330 N WABASH SUITE 3200 CHICAGO, IL 60611

Phone no	(312) 856-9100
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Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
K-1 PASS THRU SIGULER GUFF	P	2015-01-01	2015-12-31
K-1 PASS THRU SIGULER GUFF	P	2014-01-01	2015-12-31
CAPITAL GAIN DISTRIBUTIONS	P	2014-01-01	2015-12-31
GOTTEX GAIN	P	2011-04-30	2015-08-01
PUBLICLY TRADED SECURITIES			
DISALLOWED LOSS FROM PUBLICLY TRADED SECURITIES	P	2015-01-01	2015-12-31
DISALLOWED LOSS FROM PUBLICLY TRADED SECURITIES	P	2014-01-01	2015-12-31

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)
		301	-301
65,526			65,526
5,939			5,939
29,922			29,922
12,920,111		13,181,099	-260,988
764			764
850			850

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	
			-301
			65,526
			5,939
			29,922
			-260,988
			764
			850

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 Paid during the year				
WIGS 4 KIDS 30126 HARPER ST CLAIR SHORES,MI 48082	NONE	PC	GENERAL	45,000
BEYOND BASICS 18000 WEST NINE MILE ROAD SUITE 515 SOUTHFIELD,MI 48075	NONE	PC	TUTORING	740,235
GLEANERS COMMUNITY FOOD BANK 21462 MOUND ROAD WARREN,MI 48091	NONE	PC	GENERAL	50,000
SALVATION ARMY 16130 NORTHLAND DRIVE SOUTHFIELD,MI 48076	NONE	SO I	GERNERAL	60,000
BENZIE AREA CHRISTIAN NEIGHBORS 2804 BENZIE HIGHWAY PO BOX 93 BENZONIA,MI 49616	NONE	PC	FOOD PANTRY	20,000
FIRST WORD SOCIETYWILLIAM BEAUMONT HOSPITAL 3501 W THIRTEEN MILE ROAD ROYAL OAK,MI 48073	NONE	PC	SCHOLARSHIPS	30,000
SPECIAL OLYMPICS MICHIGAN CENTRAL MICHIGAN UNIVERSITY MT PLEASANT,MI 48859	NONE	PC	GENERAL	5,500
MT CLEMENS FOUNDATION 49 MACOMB PLACE SUITE 28 MT CLEMENS,MI 48043	NONE	PC	FIREWORKS	20,000
BENZIE COUNTY COAT DRIVE VARIOUS ELEMENTARY SCHOOLS 11434 Main Street Honor,MI 49640	NONE	PC	COATS, BOOTS, HATS, GLOVES, AND SOCKS	36,695
MISC GIFTS UNDER 1000 VARIOUS VARIOUS,MI 48036	NONE	PC	GENERAL	13,200
CAPUCHINS SOUP KITCHEN 1820 MT ELLIOTT DETROIT,MI 48207	NONE	PC	GENERAL	25,000
MACOMB CHARITABLE FOUNDATION 18215 24 MILE ROAD MACOMB,MI 48042	NONE	PC	GENERAL	10,000
MUNSON HEALTHCARE 210 BEAUMONT PLACE TRAVERSE CITY,MI 49684	NONE	PC	HEART CENTER	1,000,000
ST MARY'S QUEEN OF CREATION 50931 MARIA STREET NEW BALTIMORE,MI 48047	NONE	PC	FOOD PANTRY	10,000
BUCKLEY OLD ENGINE SHOWGROUNDS N 13 ROAD AT 2 1/2 ROAD BUCKLEY,MI 49620	NONE	PC	BUILDING CONSTRUCTION	132,390
Total ▶ 3a				3,273,990

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 Paid during the year				
VILLAGE OF THOMPSONVILLE 7458 MICHIGAN AVENUE THOMPSONVILLE, MI 49683	NONE	PC	BALL PARK CONSTRUCTION/FALL FESTIVAL	364,915
CS MOTT CHILDREN'S HOSPITAL 1540 E HOSPITAL DRIVE ANN ARBOR, MI 48109	NONE	PC	CLINICAL OUTREACH PROGRAM	200,000
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVENUE DETROIT, MI 48202	NONE	PC	MARITIME FACILITY	100,000
RACQUET UP DETROIT PO BOX 11404 DETROIT, MI 48211	NONE	PC	GENERAL	10,000
MICHIGAN CANCER SOCIETY 1755 ABBEY ROAD EAST LANSING, MI 48823	NONE	PC	FUNDS FOR RESEARCH	45,000
LOYOLA HIGH SCHOOL 15325 PINEHURST FAIR HAVEN, MI 48023	NONE	PC	FUNDS FOR TEACHER SALARIES AND BENEFITS	25,000
SJP FOUNDATION 22101 MOROSS ROAD DETROIT, MI 482362171	NONE	PC	GENERAL & EQUIPMENT	54,783
DETROIT INSTITUTE OF ARTS 5200 WOODWARD AVE DETROIT, MI 48202	NONE	PC	GENERAL	50,000
VETS RETURNING HOME 17955 E 11 MILE ROAD ROSEVILLE, MI 48066	NONE	PC	GENERAL	5,000
NEW DAY FOUNDATION 414 S MAIN STREET ROCHESTER, MI 48307	NONE	PC	GENERAL	5,000
LIVING WATER 4001 GREENBRIAR DRIVE STAFFORD, TX 77477	NONE	PC	GENERAL	100,000
HOLLEY EAR INSTITUTE 22151 MOROSS SUITE 223 DETROIT, MI 482362172	NONE	PC	GENERAL	50,000
IMMACULATE CONCEPTION SCHOOL 7043 CHURCH ROAD FAIR HAVEN, MI 48023	NONE	PC	SCHOLARSHIPS	50,000
VILLAGE OF COPEMISH 16798 FIRST STREET COPEMISH, MI 49625	NONE	PC	SIDEWALK REPAIRS	13,772
DEWAYNE R HAYES FOUNDATION 1300 EAST LAFAYETTE UNIT 2810 DETROIT, MI 48207	NONE	PC	GENERAL	2,500
Total ▶ 3a				3,273,990

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

TY 2015 Depreciation Schedule

Name: Wayne and Joan Webber Foundation

EIN: 38-3390733

TY 2015 Investments Corporate Bonds Schedule**Name:** Wayne and Joan Webber Foundation**EIN:** 38-3390733

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MELLON BANK - FIXED INCOME	8,741,230	8,696,636
INVESTMENT IN WINDWARD	1,152,716	1,158,825
WINDWARD DIV.	550,873	555,528
PIMCO	183	212
CASH-MELLON BANK	13,524	12,888

TY 2015 Investments Corporate Stock Schedule**Name:** Wayne and Joan Webber Foundation**EIN:** 38-3390733

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN WINWARD	1,425,085	1,629,610
WINDWARD DIV.	168,921	196,726
BNY-EQUITY FUND	2,352,894	2,430,284

TY 2015 Investments Government Obligations Schedule**Name:** Wayne and Joan Webber Foundation**EIN:** 38-3390733**US Government Securities - End of
Year Book Value:**

6,311,240

**US Government Securities - End of
Year Fair Market Value:**

6,293,417

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2015 Investments - Other Schedule**Name:** Wayne and Joan Webber Foundation**EIN:** 38-3390733

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN BENCHMARK		3,878,269	4,707,045
INVESTMENT IN WINDWARD		211,108	187,358
INVESTMENT IN SIGULAR GUFF		814,609	1,155,578
INVESTMENT IN GOTTEX		42	17,522
WINDWARD DIV.		44,478	40,646

TY 2015 Legal Fees Schedule**Name:** Wayne and Joan Webber Foundation**EIN:** 38-3390733

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL/OTHER PROFESSIONAL FEES	68,064			68,064

TY 2015 Other Expenses Schedule**Name:** Wayne and Joan Webber Foundation**EIN:** 38-3390733

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GASOLINE/MILEAGE	398			398
OFFICE EXPENSE	4,990			4,990
OTHER PORTFOLIO DEDUCTIONS	6,680	6,680		
CUSTODIAN FEES	127,979	127,979		
AMORTIZATION EXPENSE	65,874	65,874		

TY 2015 Other Income Schedule**Name:** Wayne and Joan Webber Foundation**EIN:** 38-3390733

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME FROM 1256 CONTRACTS	524	524	
INCOME FROM 988 CONTRACTS	7,702	7,702	
INCOME FROM K-1 PARTNERSHIPS	6,549	6,490	
OTHER PORTFOLIO INCOME	196	196	
RENTAL INCOME (NET)	374	374	
ROYALTY INCOME	1,024	1,024	
INTEREST FROM K-1S	17,855	17,855	
INTEREST FROM NOTES RECEIVABLE	4,302	4,302	
OTHER TRADE/BUSINESS INCOME	2,503	2,503	

TY 2015 Other Increases Schedule**Name:** Wayne and Joan Webber Foundation**EIN:** 38-3390733

Description	Amount
INFLATION ADJUSTMENT	-4,905

TY 2015 Other Liabilities Schedule

Name: Wayne and Joan Webber Foundation

EIN: 38-3390733

Description	Beginning of Year - Book Value	End of Year - Book Value
LOAN PAYABLE	9,962,447	9,962,447

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

**TY 2015 Other
Notes/Loans Receivable
Long Schedule**

Name: Wayne and Joan Webber Foundation
EIN: 38-3390733

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
UNIVERSITY YES ACADEMY			5,168,326				0 %				
NEW PARADIGM			196,862				0 %				
BEYOND BASICS			50,000				0 %				

TY 2015 Taxes Schedule**Name:** Wayne and Joan Webber Foundation**EIN:** 38-3390733

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	19	19		
FEDERAL TAXES	50,000			
PAYROLL TAXES	7,961			7,961

Wayne and Joan Webber Foundation

Part II Balance Sheet Support for Investments Lines 10a, 10b, 10c and 13

As of 12/31/15

Security Holding	Book Value	Fair Market Value
<hr/>		
Line 10a		
CALIFORNIA ST EARTHQUAKE AUTH	84,997	85,754
CALIFORNIA ST	40,160	40,561
CALIFORNIA ST	100,189	100,039
FLORIDA ST HURRICANE CATASTROP	175,000	177,471
NEW JERSEY ST ECON DEV AUTH RE	110,000	109,871
U S TREASURY NOTE	99,603	101,012
U S TREASURY NOTE	455,479	454,591
U S TREASURY NOTE	262,345	254,870
U S TREASURY NOTE	44,174	43,989
US TREAS-CPI INFLAT	151,291	150,402
U S TREASURY NOTE	264,995	263,565
U S TREASURY NOTE	706,450	706,194
US TREAS-CPI INFLAT	136,732	132,774
U S TREASURY NOTE	461,246	460,290
U S TREASURY NOTE	653,533	655,052
U S TREASURY NOTE	250,016	250,098
U S TREASURY NOTE	174,864	174,228
U S TREASURY NOTE	480,528	481,649
U S TREASURY NOTE	293,354	293,434
US TREAS-CPI INFLAT	396,322	390,227
U S TREASURY NOTE	749,473	748,245
U S TREASURY NOTE	130,111	129,345
U S TREASURY NOTE	90,377	89,757
Line 10a	6,311,240	6,293,417
<hr/>		
Line 10b		
GLOBAL X NEXT EMERGING & FRO	56,850	38,583
ISHARES MSCI JAPAN ETF	91,270	94,100
ISHARES MSCI HONG KONG ETF	52,160	45,705
ISHARES CHINA LARGE-CAP ETF	55,141	40,089
ISHARES RUSSELL 2000 ETF	45,163	62,617
ISHARES COMMOD SELECT STRAT	67,995	46,898
ISHA HEDGED MSCI GERMANY	101,024	93,898
POWERSHARES QQQ TRUST SERIES	174,867	299,226
POWERSHARES S&P 500 LOW VOLA	67,128	99,973
SPDR S&P 500 ETF TRUST	73,473	98,265
VANGUARD DIVIDEND APPREC ETF	76,579	126,904
VANGUARD FTSE DEVELOPED ETF	151,661	147,468
VANGUARD GLBL EX-US REAL EST	164,481	145,737
VANGUARD FTSE EMERGING MARKE	101,519	77,686
VANGUARD TOTAL STOCK MKT ETF	52,341	126,725
WISDOMTREE JAPAN HEDGED EQ	93,433	85,737
ISHARES MSCI JAPAN ETF	15,341	15,817

Wayne and Joan Webber Foundation

Part II Balance Sheet Support for Investments Lines 10a, 10b, 10c and 13

As of 12/31/15

Security Holding	Book Value	Fair Market Value
ISHARES MSCI HONG KONG ETF	17,643	15,460
ISHARES EDGE MSCI MIN VOL EA	15,591	16,672
ISHARES COMMOD SELECT STRAT	18,019	12,428
ISHA HEDGED MSCI GERMANY	17,829	16,572
POWERSHARES QQQ TRUST SERIES	21,585	35,012
SPDR S&P 500 ETF TRUST	12,960	17,329
VANGUARD DIVIDEND APPREC ETF	9,985	16,796
VANGUARD TOTAL STOCK MKT ETF	22,176	34,315
WISDOMTREE JAPAN HEDGED EQ	17,792	16,326
AT&T INC	86,185	85,681
ABBVIE INC	24,134	26,658
ALPHABET INC-CL C	13,054	37,944
ALTRIA GROUP INC	39,270	43,075
AMGEN INC	23,280	24,674
ANALOG DEVICES INC	21,435	21,575
APPLE INC	22,399	20,947
ARES CAPITAL CORP	53,785	43,890
H&R BLOCK INC	31,018	30,645
BRISTOL-MYERS SQUIBB CO	15,383	37,835
CHEVRON CORP	44,537	38,593
COMCAST CORP	48,818	52,480
CONOCOPHILLIPS	48,985	37,819
DOMINION RESOURCES INC/VA	21,043	20,968
DOW CHEMICAL CO/THE	47,180	50,450
EI DU PONT DE NEMOURS & CO	40,515	42,624
DUKE ENERGY CORP	35,170	34,267
EXXON MOBIL CORP	12,695	12,472
ARTHUR J GALLAGHER & CO	50,860	47,900
GENERAL ELECTRIC CO	53,407	64,792
INTEL CORP	12,800	15,158
JOHNSON & JOHNSON	35,843	37,287
KIMBERLY-CLARK CORP	84,552	100,058
ELI LILLY & CO	44,904	46,343
LOCKHEED MARTIN CORP	41,811	102,495
LOWE'S COS INC	25,604	37,260
MCDONALD'S CORP	58,493	66,040
MERCK & CO INC	31,251	29,579
MICROSOFT CORP	19,981	25,521
NATIONAL GRID PLC	45,857	46,592
NAVIENT CORP	36,333	25,419
NEW RESIDENTIAL INVESTMENT COR	43,341	41,709
NEXTERA ENERGY INC	42,140	44,984
NUCOR CORP	38,487	29,822
OCCIDENTAL PETROLEUM CORP	55,415	48,679
PPL CORP	32,297	35,222
PEPSICO INC	56,864	66,946

Wayne and Joan Webber Foundation

Part II Balance Sheet Support for Investments Lines 10a, 10b, 10c and 13

As of 12/31/15

Security Holding	Book Value	Fair Market Value
PFIZER INC	59,177	59,395
PHILIP MORRIS INTERNATIONAL IN	92,471	96,701
PROCTER & GAMBLE CO/THE	26,142	26,205
REGIONS FINANCIAL CORP	36,973	36,864
SCHLUMBERGER LTD	44,194	38,363
SEMPRA ENERGY	49,878	45,783
STARWOOD PROPERTY TRUST INC	56,425	52,634
TIME WARNER INC	65,123	55,616
UNITED PARCEL SERVICE INC	35,082	34,643
VALERO ENERGY CORP	37,785	51,618
VERIZON COMMUNICATIONS INC	46,974	44,833
YUM! BRANDS INC	53,753	51,866
EATON CORP PLC	56,374	40,591
AMERICAN TOWER CORP	33,125	31,391
AMERICAN TOWER CORP	29,521	29,896
ANADARKO PETROLEUM CORP	37,366	30,118
DOMINION RESOURCES INC/VA	49,477	46,027
DYNEGY INC	29,998	15,201
EXELON CORP	41,875	32,781
STANLEY BLACK & DECKER INC	32,058	35,355
Line 10b	3,946,900	4,256,620

Line 10c

PIMCO DIVERSIFIED INCOME-I	183	212
ABB FINANCE USA INC	110,909	110,074
AT&T INC	135,710	133,044
ABBVIE INC	74,924	74,655
ACTAVIS FUNDING SCS	79,886	80,087
ADOBE SYSTEMS INC	120,415	119,133
AMAZON COM INC	112,649	111,725
AMERICAN AIRLINES 2015-1 CLASS	97,978	94,549
AMERICAN EXPRESS CREDIT CORP	119,842	119,785
AMERICAN HONDA FINANCE CORP	59,915	59,735
AMGEN INC	77,864	82,686
ANHEUSER-BUSCH INBEV WORLDWIDE	85,036	84,717
APACHE CORP	48,971	47,622
APPLE INC	100,360	99,896
ASTRAZENECA PLC	118,975	123,170
AUTOMATIC DATA PROCESSING INC	74,933	75,284
BP CAPITAL MARKETS PLC	109,146	106,932
BANK OF AMERICA CORP	90,190	90,293
BANK OF AMERICA CORP	138,757	136,328
BANK OF MONTREAL	79,970	79,262
BOSTON PROPERTIES LP	124,817	124,312
BRITISH TELECOMMUNICATIONS PLC	80,147	79,622

Wayne and Joan Webber Foundation

Part II Balance Sheet Support for Investments Lines 10a, 10b, 10c and 13

As of 12/31/15

Security Holding	Book Value	Fair Market Value
BURLINGTON NORTHERN SANTA FE L	100,427	99,909
CVS HEALTH CORP	75,022	74,901
CATERPILLAR FINANCIAL SERVICES	115,000	115,374
CISCO SYSTEMS INC	129,968	131,115
CITIGROUP INC	218,301	219,668
CITIZENS FINANCIAL GROUP INC	119,874	121,024
COCA-COLA CO/THE	98,859	99,719
COMERICA BANK	89,684	89,172
DIAGEO CAPITAL PLC	100,684	99,948
DOW CHEMICAL CO/THE	73,928	75,367
DR PEPPER SNAPPLE GROUP INC	105,979	105,588
DUKE ENERGY CAROLINAS LLC	34,943	35,193
EMC CORP	99,943	93,308
ENTERPRISE PRODUCTS OPERATING	60,665	57,523
FEDERAL NATL MTG ASSN	59,566	60,613
FNMA POOL #0465274	87,218	82,601
FIDELITY NATIONAL INFORMATION	94,635	91,694
FISERV INC	104,930	104,848
FORD MOTOR CREDIT CO LLC	90,598	90,875
GENERAL ELECTRIC CO	111,949	112,762
GLAXOSMITHKLINE CAPITAL INC	102,263	108,988
GOLDMAN SACHS GROUP INC/THE	152,002	151,073
GNMA GTD REMIC P/T 05-59 C	1,279	1,213
GNMA GTD REMIC P/T 13-17 AB	69,085	67,352
GRUPO TELEVISA SAB	124,561	117,777
HSBC FINANCE CORP	184,530	183,629
HALLIBURTON CO	49,960	49,207
HYDRO-QUEBEC	81,051	80,427
HYUNDAI AUTO RECEIVABLES T B C	116,303	115,084
INTEL CORP	140,126	140,186
INTERCONTINENTAL EXCHANGE INC	109,877	109,973
JPMORGAN CHASE & CO	139,247	137,595
KROGER CO/THE	85,497	85,223
MACY'S RETAIL HOLDINGS INC	74,378	74,591
MASSACHUSETTS ST	166,671	173,458
MCDONALD'S CORP	105,323	106,764
METLIFE INC	94,447	92,062
MICROSOFT CORP	114,970	115,611
MORGAN STANLEY	144,770	148,575
NBCUNIVERSAL MEDIA LLC	148,893	146,641
PROVINCE OF NOVA SCOTIA CANADA	118,566	114,470
PROVINCE OF ONTARIO CANADA	136,578	139,268
ORACLE CORP	129,542	127,596
PETROBRAS GLOBAL FINANCE BV	110,692	109,560
PETROLEOS MEXICANOS	119,301	110,688
PFIZER INC	87,598	95,625

Wayne and Joan Webber Foundation

Part II Balance Sheet Support for Investments Lines 10a, 10b, 10c and 13

As of 12/31/15

Security Holding	Book Value	Fair Market Value
QUALCOMM INC	74,940	74,271
COOPERATIEVE RABOBANK UA/NY	139,582	139,929
ROYAL BANK OF CANADA	39,996	39,811
SANTANDER DRIVE AUTO RECEI 5 B	59,656	59,279
SANTANDER HOLDINGS USA INC	79,681	78,486
SANTANDER DRIVE AUTO RECEI 3 C	70,967	69,889
SOCIETE GENERALE SA	75,095	75,830
SOUTHWESTERN ENERGY CO	50,717	31,500
SPECTRA ENERGY PARTNERS LP	49,810	43,735
TELEFONICA EMISIONES SAU	128,380	125,344
THOMSON REUTERS CORP	69,899	69,640
TIME WARNER INC	143,274	139,863
TOYOTA MOTOR CREDIT CORP	94,919	95,200
21ST CENTURY FOX AMERICA INC	122,623	123,178
UNITED TECHNOLOGIES CORP	19,968	22,304
UNITEDHEALTH GROUP INC	74,905	75,226
UNIV OF CALIFORNIA CA REVENUES	95,000	95,019
VERIZON COMMUNICATIONS INC	193,923	208,873
WAL-MART STORES INC	152,067	149,794
WASTE MANAGEMENT INC	84,752	82,724
DREYFUS HIGH YIELD-I	13,524	12,888
ISHARES TIPS BOND ETF	90,041	95,312
ISHARES IBOXX INVESTMENT GRA	90,413	89,042
ISHARES 20+ YEAR TREASURY BO	66,433	61,616
ISHARES 7-10 YEAR TREASURY B	226,656	232,932
ISHARES JP MORGAN USD EMERGI	50,109	47,601
PIMCO 0-5 YEAR H/Y CORP BOND	66,804	59,828
SPDR BLOOMBERG BARCLAYS SHOR	243,112	241,589
VANGUARD TOTAL BOND MARKET	258,227	270,950
VANGUARD INT-TERM CORPORATE	60,921	59,956
ISHARES TIPS BOND ETF	22,935	23,910
ISHARES IBOXX INVESTMENT GRA	66,425	64,416
ISHARES 20+ YEAR TREASURY BO	17,551	16,278
ISHARES 7-10 YEAR TREASURY B	61,505	63,671
PIMCO ENHANCED SHORT MATURIT	42,009	42,156
SPDR BLOOMBERG BARCLAYS SHOR	142,956	142,242
VANGUARD TOTAL BOND MARKET	148,105	154,252
VANGUARD INT-TERM CORPORATE	49,386	48,604
Line 10c	10,458,526	10,424,089

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Part II Balance Sheet Support for Investments Lines 10a, 10b, 10c and 13

As of 12/31/15

<u>Security Holding</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Line 13</u>		
ISHARES GOLD TRUST	34,296	22,547
ISHARES GOLD TRUST	171,742	118,392
VANGUARD REIT ETF	10,182	18,099
VANGUARD REIT ETF	39,367	68,966
BENCHMARK PLUS FUND	3,878,269	4,707,045
SIGULER GUFF FUND	814,609	1,155,578
GOTTEX HORIZON	42	17,522
Line 13	<u>4,948,506</u>	<u>6,108,149</u>