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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052
2016
Open to Public Inspection

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 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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) PO BOX 13980	Room/suite	B Telephone number (see instructions) (432) 367-8910	
City or town, state or province, country, and ZIP or foreign postal code ODESSA, TX 79768		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) ▶ \$ 13,786,225		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	353,294	353,294	353,294	
	5a Gross rents	202,973	202,973	202,973	
	b Net rental income or (loss)	119,594			
	6a Net gain or (loss) from sale of assets not on line 10	99,303			
	b Gross sales price for all assets on line 6a	2,393,174			
	7 Capital gain net income (from Part IV, line 2)		98,508		
	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)	829		829		
12 Total. Add lines 1 through 11	656,399	654,775	557,096		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	79,922	79,922	79,922	7,992
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,778	2,778	2,778	1,389
	c Other professional fees (attach schedule)	25,925	24,434	25,925	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	17,792	17,694	17,792	
	19 Depreciation (attach schedule) and depletion	1,787	1,787	1,787	
	20 Occupancy	830		13,701	
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	44,287	44,287	44,287	
	24 Total operating and administrative expenses. Add lines 13 through 23	173,321	170,902	186,192	9,381
25 Contributions, gifts, grants paid	415,699			415,699	
26 Total expenses and disbursements. Add lines 24 and 25	589,020	170,902	186,192	425,080	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	67,379				
b Net investment income (if negative, enter -0-)		483,873			
c Adjusted net income (if negative, enter -0-)			370,904		

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	2,045	17,922	17,922
	2 Savings and temporary cash investments	184,590	266,501	266,501
	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) ▶ _____ 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)	2,804,307	2,971,904	2,943,025
	b Investments—corporate stock (attach schedule)	4,431,736	4,604,457	6,158,992
	c Investments—corporate bonds (attach schedule)	1,898,229	1,524,126	1,499,572
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	777,303	782,466	767,945
	14 Land, buildings, and equipment basis ▶ _____ 1,514,660 Less accumulated depreciation (attach schedule) ▶ 93,861	1,420,799	1,420,799	2,091,773
15 Other assets (describe ▶ _____)	63,027	61,240	40,495	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,582,036	11,649,415	13,786,225	
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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	11,582,036	11,649,415		
30 Total net assets or fund balances (see instructions)	11,582,036	11,649,415		
31 Total liabilities and net assets/fund balances (see instructions) .	11,582,036	11,649,415		

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	11,582,036
2 Enter amount from Part I, line 27a	2	67,379
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	11,649,415
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	11,649,415

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					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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 98,508
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 -5,880

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))
2015	720,379	13,532,447	0 053233
2014	637,213	13,879,457	0 045911
2013	492,201	13,112,478	0 037537
2012	629,633	12,023,682	0 052366
2011	471,765	11,002,760	0 042877
2 Total of line 1, column (d)			2 0 231924
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 046385
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 13,342,969
5 Multiply line 4 by line 3			5 618,914
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,839
7 Add lines 5 and 6			7 623,753
8 Enter qualifying distributions from Part XII, line 4			8 671,320
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, tax based on investment income, credits/payments, and tax due/overpayment. Total tax due is 1,302.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, unrelated business income, liquidation, and state reporting. Includes Yes/No columns.

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of FIRST FINANCIAL TRUST & ASSET MGMT Telephone no (432) 367-8910
Located at 3555 BILLY HEXT RD ODESSA TX ZIP+4 79765
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2016, 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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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.
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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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).
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?
b If "Yes," did it have excess business holdings in 2016 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 2016).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2016?

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

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

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

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

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

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

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

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

(a) Name and address	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
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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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
FIRST FINANCIAL TRUST & ASSET MGMT PO BOX 13980 ODESSA, TX 79768	TRUSTEE/INVEST	105,847
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 N/A	
2	
All other program-related investments. See 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	11,082,866
b	Average of monthly cash balances.	1b	313,303
c	Fair market value of all other assets (see instructions).	1c	2,149,992
d	Total (add lines 1a, b, and c).	1d	13,546,161
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	
3	Subtract line 2 from line 1d.	3	13,546,161
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	203,192
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,342,969
6	Minimum investment return. Enter 5% of line 5.	6	667,148

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	667,148
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	4,839
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,839
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	662,309
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	662,309
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	662,309

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	425,080
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	246,240
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	671,320
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	4,839
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	666,481

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				662,309
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			594,691	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>671,320</u>				
a Applied to 2015, but not more than line 2a			594,691	
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 2016 distributable amount.				76,629
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (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				
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				585,680
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 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))

O

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

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 BENEFITTING RESIDENTS OF DAWSON COUNTY

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Additional Data Table				
Total ▶ 3a				415,699
b Approved for future payment DAWSON COUNTY SENIOR CITIZENS PO BOX 241 LAMESA, TX 79331	NONE	PC	PURCHASE VANS, REPAIR ELECTRICAL	95,900
KLONDIKE ISD 2911 COUNTY RD H LAMESA, TX 79331	NONE	GOV	WATER SYSTEM	250,000
Total ▶ 3b				345,900

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)
VARIOUS	P	2016-01-01	2016-12-31
MCDONALDS CORP	P	2015-01-01	2016-07-27
VARIOUS	P	2015-01-01	2016-12-31
NOVARTIS AG	P	2010-02-25	2016-11-09
FHLMC FGG30540	P	2016-01-01	2016-12-31
PAYCHEX INC	P	2015-01-01	2016-07-01
FHLMC J26920	P	2016-01-01	2016-12-31
FNMA POOL FN890599	P	2016-01-01	2016-12-31
FNMA POOL MA1481	P	2016-01-01	2016-12-31
COCA-COLA CO	P	2015-01-01	2016-04-19

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)
396,401		395,051	1,350
61,066		29,453	31,613
1,081,722		1,003,408	78,314
13,677		10,063	3,614
51,901		56,247	-4,346
38,198		20,044	18,154
15,133		15,878	-745
31,887		33,660	-1,773
7,509		7,875	-366
41,094		23,421	17,673

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	
			1,350
			31,613
			78,314
			3,614
			-4,346
			18,154
			-745
			-1,773
			-366
			17,673

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.)
DISNEY WALT CO MTNS	P	2011-11-17	2016-03-22
FHLMC POOL GO5420	P	2009-11-10	2016-12-31
FNMA POOL AL4643	P	2014-02-03	2016-12-31
FNMA POOL FNAB1776	P	2015-01-09	2016-12-31
FNMA POOL FNAH3430	P	2011-02-09	2016-12-31
FNMA POOL FNAL0306	P	2014-10-01	2016-12-31
FNMA POOL MA 1580	P	2013-09-10	2016-12-31
LOWES COS INC	P	2012-04-13	2016-06-30

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)
159,822		181,487	-21,665
156,327		148,463	7,864
76,330		81,614	-5,284
13,421		14,241	-820
41,271		40,910	361
31,235		33,402	-2,167
16,098		16,164	-66
159,287		182,490	-23,203

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	
			-21,665
			7,864
			-5,284
			-820
			361
			-2,167
			-66
			-23,203

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

(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
FIRST FINANCIAL TRUST & ASSET MGMT PO BOX 13980 ODESSA, TX 79768	TRUSTEE 000 00	79,922	0	0
JENNY GIBSON 603 N 4TH LAMESA, TX 79331	ADMIN BOARD 000 00	0	0	0
ARTHUR PEDROZA 701 N 21ST LAMESA, TX 79331	ADMIN BOARD 000 00	0	0	0
ELWOOD FREEMAN PO BOX 534 MIDLAND, TX 79331	ADMIN BOARD 000 00	0	0	0
SHIRLEY STEPHENS PO BOX 500 LAMESA, TX 79331	ADMIN BOARD 000 00	0	0	0
R D NEWBERRY PO BOX 790 LAMESA, TX 79331	ADMIN BOARD 000 00	0	0	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	NON	PUBLIC	OPERATING	34,370
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	PC	PUBLIC RECREATION	1,024
DAWSON COUNTY SENIOR CITIZENS PO BOX 241 LAMESA, TX 79331	NONE	PC	CARPETING	17,050
DAWSON COUNTY SENIOR CITIZENS PO BOX 241 LAMESA, TX 79331	NONE	PUBLIC	PARKING LOT RENOVATION	57,600
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOV	PUBLIC RECREATION GOLF COURSE	87,000
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOV	TREES FOR CITY PARK	49,290
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOV	PUBLIC RECREATION SOFTBALL FIELD	64,878
DAL PASO MUSEUM PO BOX 1445 LAMESA, TX 79331	NONE	PC	BUILDING RENOVATION	35,375
LAMESA COMMUNITY PLAYERS INC PO BOX 1377 LAMESA, TX 79331	NONE	PC	RENOVATION COMMUNITY THEATER	44,844
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOV	RENOVATION THEATER BUILDING	4,683
CITY OF LAMESA 601 S 1ST LAMESA, TX 79331	NONE	GOV	RESTORATION HISTORIC MURAL	19,585
Total ▶				415,699
3a				

TY 2016 Accounting Fees Schedule**Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	2,778	2,778	2,778	1,389

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

TY 2016 Depreciation Schedule

Name: WILLIAM M WEAVER FOUNDATION

EIN: 30-0140386

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	2003-03-07	40,582	40,582	S/L	10 0000				
7 TOWER PIVOT SYSTEM	2003-04-15	35,252	35,252	S/L	10 0000				
IRRIGATION WELL	2004-07-08	6,997	6,997	S/L	10 0000				
IRRIGATION PUMP & MOTOR	2005-04-12	11,030	11,030	S/L	10 0000				

TY 2016 Investments Corporate Bonds Schedule**Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386

Name of Bond	End of Year Book Value	End of Year Fair Market Value
APPLE INC 2.85%	202,357	204,150
DISNEY WALT CO MTNS		
GENERAL ELEC CAP CORP 5.5% 1/8/20	235,958	235,576
GLAXOSMITH KLINE 5.65%	121,557	105,401
INTEL CORP 3.10%	200,197	205,666
LOWES COMPANIES INC 6.10%		
MICROSOFT CORP 4.20%	180,261	180,645
MORGAN STANLEY 7.30%	111,482	111,428
ORACLE CORPORATION 5.0%	204,619	188,723
SIMON PPTY GROUP LP 5.25%	106,649	106,898
UNITED PARCEL SERVICE 5.125%	161,046	161,085

TY 2016 Investments Corporate Stock Schedule**Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN CAMPUS COMMUNITIES		
AMGEN INCORPORATED	172,863	156,299
APPLE COMPUTER INC	154,299	265,575
AT&T INCORPORATED	121,630	177,818
BLACKROCK INC	107,716	195,217
CALIFORNIA RESOURCES INC		
CHEVRON CORPORATION	159,035	220,923
CISCO SYSTEMS	142,393	201,537
COCA COLA INC	96,655	126,826
CULLEN FROST BANKERS INC		
DISCOVER FINANCIAL SERVICES	174,804	232,418
DISNEY WALT CO	97,705	102,761
DUPONT E I DE NEMOURS	90,806	172,857
EATON CORP	55,407	58,637
GENERAL ELECTRIC CORP	153,177	184,702
GENERAL MILLS	68,178	86,663
GENERAL MOTORS INC	93,136	106,262
GILEAD SCIENCES INC	149,418	113,072
HARLEY DAVIDSON INC	103,019	102,795
HOME DEPOT	107,782	113,298
INTEL CORP	129,348	219,035
JOHNSON & JOHNSON INC	119,106	218,208
JPMORGAN CHASE	152,263	290,970
LOCKHEED MARTIN CORP	50,217	143,965
MCDONALDS CORP	83,451	134,379
MERCK & CO	119,154	161,009
METLIFE INC		
MICROSOFT CORP	90,682	215,937
NOVARTIS AG	110,164	148,521
OCCIDENTAL PETROLEUM	195,297	174,157

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PAYCHEX INC	27,332	58,201
PEPSICO INC	106,204	173,267
PNC FINANCIAL SERVICES	82,644	172,516
PPL CORPORATION	140,892	151,693
PROCTOR & GAMBLE	43,207	55,745
QUALCOMM INC	160,880	147,287
SCHLUMBERGER LTD	103,555	115,431
STARBUCKS	62,567	63,904
TEVA PHARMACEUTICAL	77,841	73,008
TIFFANY & CO	95,415	120,326
TOTAL SPONSORED ADR	163,127	150,718
UNION PAC CORP	102,250	109,279
UNITED PARCEL SERVICE INC	113,925	189,958
VERIZON COMM	137,049	148,503
WELLS FARGO (NEW)	89,864	105,315

TY 2016 Investments Government Obligations Schedule**Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386**US Government Securities - End
of Year Book Value:**

2,546,904

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

2,517,923

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

425,000

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

425,102

TY 2016 Investments - Other Schedule**Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKROCK CREDIT STRATEGIES	AT COST	202,366	201,522
DODGE & COX INCOME FD	AT COST	97,364	96,526
DOUBLELINE TOTAL RETURN	AT COST	191,359	185,326
FEDERATED TOTAL RETURN BOND	AT COST	97,875	95,397
VANGUARD TOTAL BOND MARKET	AT COST	193,502	189,174

**TY 2016 Land, Etc.
Schedule****Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FARMLAND IMPROVEMENTS	93,861	93,861		
2326 ACRES DAWSON COUNTY	1,230,169		1,230,169	1,697,470
744 ACRES GAINES COUNTY	177,500		177,500	377,600
1/8 UI WICHITA COUNTY	13,130		13,130	16,703

TY 2016 Other Assets Schedule**Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OIL & GAS MINERAL INTERESTS	63,027	61,240	40,495

TY 2016 Other Expenses Schedule**Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AGRICULTURE RENTS				
FARM CHEMICALS				
FERTILIZER	15,308	15,308	15,308	
INSURANCE	12,116	12,116	12,116	
REPAIRS	7,619	7,619	7,619	
SEED	9,244	9,244	9,244	
OIL & GAS ROYALTIES				
OPERATING CHARGES				

TY 2016 Other Income Schedule**Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS EXTRACTION	829		829

TY 2016 Other Professional Fees Schedule**Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OIL & GAS EXTRACTION	1,491		1,491	
AGRICULTURE RENTS	24,434	24,434	24,434	

TY 2016 Taxes Schedule**Name:** WILLIAM M WEAVER FOUNDATION**EIN:** 30-0140386

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON INVESTMENTS	4,823	4,823	4,823	
OIL & GAS EXTRACTION	98		98	
AGRICULTURE RENTS	11,932	11,932	11,932	
OIL & GAS ROYALTIES	939	939	939	