Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

OMB No 1545-0052

**2008**

For calendar year 2008, or tax year beginning JUL 1, 2008 , and ending JUN 30, 2009

G Check all that apply: [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label Otherwise, print or type See Specific Instructions

Name of foundation
THE WEIL FOUNDATION
C/O MURPHY DEANE & CO.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
3400 FRANKLIN MANOR CT.

City or town, state, and ZIP code
FAIRFAX, VA 22033

A Employer identification number
31-1627660

B Telephone number
703-796-1040

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 6,580,223.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis )

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

| **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) ) | (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 | | | N/A | |
| 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 1,067. | 1,067. | | STATEMENT 2 |
| 4 Dividends and interest from securities | 79,517. | 79,517. | | STATEMENT 3 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | <531,768.> | | | STATEMENT 1 |
| b Gross sales price for all assets on line 6a 3,495,092. | | | | |
| 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) | | | | |
| 11 Other income | | | | |
| 12 **Total.** Add lines 1 through 11 | <451,184.> | 80,584. | | |
| **Operating and Administrative Expenses** | | | | |
| 13 Compensation of officers, directors, trustees, etc | 40,000. | 20,000. | | 20,000. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees STMT 4 | 9,937. | 0. | | 9,937. |
| c Other professional fees | | | | |
| 17 Interest | | | | |
| 18 Taxes STMT 5 | 6,000. | 0. | | 0. |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses STMT 6 | 17,516. | 17,516. | | 0. |
| 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 73,453. | 37,516. | | 29,937. |
| 25 Contributions, gifts, grants paid | 207,590. | | | 207,590. |
| 26 **Total expenses and disbursements** Add lines 24 and 25 | 281,043. | 37,516. | | 237,527. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | <732,227.> | | | |
| b **Net investment income** (if negative, enter -0-) | | 43,068. | | |
| c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions

Form **990-PF** (2008)

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## Part II Balance Sheets

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

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 80,521. | 427,138. | 427,138. |
| | 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 | | | |
| | 7 | Other notes and loans receivable ▶ | | | |
| | | 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 | | | |
| | b | Investments - corporate stock STMT 7 | 3,032,743. | 2,315,938. | 2,216,555. |
| | c | Investments - corporate bonds | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other STMT 8 | 6,430,671. | 6,068,632. | 3,936,530. |
| | 14 | Land, buildings, and equipment: basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers) | 9,543,935. | 8,811,708. | 6,580,223. |
| 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 | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31** | | | |
| | 27 | Capital stock, trust principal, or current funds | 527,254. | 527,254. | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 9,016,681. | 8,284,454. | |
| | 30 | **Total net assets or fund balances** | 9,543,935. | 8,811,708. | |
| | 31 | **Total liabilities and net assets/fund balances** | 9,543,935. | 8,811,708. | |

## 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 | 9,543,935. |
| 2 | Enter amount from Part I, line 27a | 2 | <732,227.> |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 8,811,708. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 8,811,708. |

## 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 | | | | |
| b | SEE ATTACHED STATEMENT | | | |
| 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | 3,495,092. | | 4,026,860. | <531,768.> |

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 | (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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | <531,768.> |

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** <531,768.>

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).
If (loss), enter -0- in Part I, line 8 **3** N/A

## 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)) |
|---|---|---|---|
| 2007 | 580,225. | 11,393,602. | .050926 |
| 2006 | 300,826. | 8,767,571. | .034311 |
| 2005 | 359,140. | 6,785,726. | .052926 |
| 2004 | 326,402. | 6,856,741. | .047603 |
| 2003 | 266,740. | 5,426,570. | .049154 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .234920 |
| 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 | .046984 |
| 4 | Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | 4 | 8,760,905. |
| 5 | Multiply line 4 by line 3 | 5 | 411,622. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 431. |
| 7 | Add lines 5 and 6 | 7 | 412,053. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 237,527. |

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)**

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ________ (attach copy of ruling letter if necessary-see instructions) | | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | | 1 | 861. |
| 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 | 0. |
| 3 | Add lines 1 and 2 | | | 3 | 861. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 4 | 0. |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | | | 5 | 861. |
| 6 | Credits/Payments: | | | | |
| a | 2008 estimated tax payments and 2007 overpayment credited to 2008 | 6a | 11,515. | | |
| 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 | 11,515. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached | | | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | |
| 10 | **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | 10,654. |
| 11 | Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ | 10,654. | **Refunded** ▶ | 11 | 0. |

**Part VII-A | Statements Regarding Activities**

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| | *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | | X |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

## Part VII-A Statements Regarding Activities *(continued)*

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ KENNETH M. WEIL Telephone no. ▶ 203-656-3166

Located at ▶ 25 BUTLER'S ISLAND ROAD, DARIEN, CT ZIP+4 ▶ 06820-6203

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 | N/A

## 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? ☐ Yes ☒ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No | | | |
| **b** | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A | 1b | | |
| | 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 2008? | 1c | | X |
| **2** | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| **a** | At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____, ____, ____, ____ | | | |
| **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.) N/A | 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. ▶ ____, ____, ____, ____ | | | |
| **3a** | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No | | | |
| **b** | If "Yes," did it have excess business holdings in 2008 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 2008.)* N/A | 3b | | |
| **4a** | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| **b** | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? | 4b | | X |

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

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

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

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

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

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

*If "Yes," attach the statement required by Regulations section 53 4945-5(d)*

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

*If you answered "Yes" to 6b, also file Form 8870*

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | | |

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| AUDREY YORK WEIL<br>25 BUTLER'S ISLAND ROAD<br>DARIEN, CT 06820 | PRESIDENT<br>1.00 | 0. | 0. | 0. |
| KENNETH M. WEIL<br>25 BUTLER'S ISLAND ROAD<br>DARIEN, CT 06820 | SECRETARY/TREASURER<br>1.00 | 0. | 0. | 0. |
| ALAN R. YORK<br>P.O. BOX 874<br>LEWISVILLE, NC 27023 | ADVISORY COMMITTEE MEMBER<br>1.00 | 20,000. | 0. | 0. |
| ELIZABETH W. BETTS<br>5021 MANOR RIDGE LN<br>SAN DIEGO, CA 92130 | ADVISORY COMMITTEE MEMBER<br>1.00 | 20,000. | 0. | 0. |

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

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

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

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

**Total** number of others receiving over $50,000 for professional services ▶ 0

**Part IX-A** **Summary of Direct Charitable Activities**

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

**Part IX-B** **Summary of Program-Related Investments**

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

**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 | 5,469,155. |
| b | Average of monthly cash balances | 1b | 268,793. |
| c | Fair market value of all other assets | 1c | 3,156,372. |
| d | **Total** (add lines 1a, b, and c) | 1d | 8,894,320. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 8,894,320. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 133,415. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 8,760,905. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 438,045. |

**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 | 438,045. |
| 2a | Tax on investment income for 2008 from Part VI, line 5 — 2a: 861. | | |
| b | Income tax for 2008. (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 861. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 437,184. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 437,184. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 437,184. |

**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 | 237,527. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 237,527. |
| 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 | 5 | 0. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 237,527. |

**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 2007 | (c) 2007 | (d) 2008 |
|---|---|---|---|---|
| 1 Distributable amount for 2008 from Part XI, line 7 | | | | 437,184. |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 59,794. | |
| b Total for prior years: ___ , ___ , ___ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2008: | | | | |
| a From 2003 | | | | |
| b From 2004 | | | | |
| c From 2005 | | | | |
| d From 2006 | | | | |
| e From 2007 | | | | |
| f **Total** of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 237,527. | | | | |
| a Applied to 2007, but not more than line 2a | | | 59,794. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2008 distributable amount | | | | 177,733. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 | | | | 259,451. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2009** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2004 | | | | |
| b Excess from 2005 | | | | |
| c Excess from 2006 | | | | |
| d Excess from 2007 | | | | |
| e Excess from 2008 | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2008 | (b) 2007 | (c) 2006 | (d) 2005 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

**Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the 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) )

SEE STATEMENT 9

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

NONE

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

Check here ▶ [X] 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 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<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| SEE STATEMENT 10 | | | | |
| **Total** | | | ▶ 3a | 207,590. |
| *b Approved for future payment* | | | | |
| NONE | | | | |
| **Total** | | | ▶ 3b | 0. |

**Part XVI-A** **Analysis of Income-Producing Activities**

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 1,067. | |
| 4 Dividends and interest from securities | | | 14 | 79,517. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | <531,768.> | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | <451,184.> | 0. |

**13 Total** Add line 12, columns (b), (d), and (e) 13 <451,184.>

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

**Sign Here**

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

Kenneth Weil Secty Treas 2/10/10 Secty / Treas.
Signature of officer or trustee — Date — Title

**Paid Preparer's Use Only**

Preparer's signature: Jon B Deane, CPA — Date: 2/8/10 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: MURPHY DEANE & COMPANY, PLC
11490 COMMERCE PARK DRIVE, SUITE 240
RESTON, VA 20191-1557

EIN ▶

Phone no. (703) 796-1040

**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 | FIDELITY ACCOUNT 613424773 - SEE ATTACHED | P | VARIOUS | VARIOUS |
| b | FIDELITY ACCOUNT 613424773 - SEE ATTACHED | P | VARIOUS | VARIOUS |
| c | NOVO-NORDISK A/S ADR - 140 SHARES | P | 07/20/06 | 07/22/08 |
| d | FIDELITY ACCOUNT 4797069 - SEE ATTACHED | P | VARIOUS | VARIOUS |
| e | GOLDMAN SACHS HIGH YEILD INSTL MUTUAL FUND CLASS | P | 02/08/07 | 08/13/08 |
| f | GOLDMAN SACHS HIGH YEILD INVEST GRADE CREDIT FUND | P | 07/10/07 | 08/13/08 |
| g | CAPITAL GAINS DIVIDENDS | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | (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 | 2,686,693. | | 3,089,045. | <402,352.> |
| b | 265,043. | | 374,005. | <108,962.> |
| c | 8,698. | | 3,153. | 5,545. |
| d | 294,896. | | 336,298. | <41,402.> |
| e | 52,000. | | 61,427. | <9,427.> |
| f | 154,000. | | 162,932. | <8,932.> |
| g | 33,762. | | | 33,762. |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| | (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 | |
| a | | | | <402,352.> |
| b | | | | <108,962.> |
| c | | | | 5,545. |
| d | | | | <41,402.> |
| e | | | | <9,427.> |
| f | | | | <8,932.> |
| g | | | | 33,762. |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | | | |
|---|---|---|---|
| 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 | <531,768.> |
| 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). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

823591
04-25-08

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| FIDELITY ACCOUNT 613424773 - SEE ATTACHED | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 2,686,693. | 3,089,045. | 0. | 0. | <402,352.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| FIDELITY ACCOUNT 613424773 - SEE ATTACHED | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 265,043. | 374,005. | 0. | 0. | <108,962.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| NOV0-NORDISK A/S ADR - 140 SHARES | PURCHASED | 07/20/06 | 07/22/08 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 8,698. | 3,153. | 0. | 0. | 5,545. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| FIDELITY ACCOUNT 4797069 - SEE ATTACHED | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 294,896. | 336,298. | 0. | 0. | <41,402.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| GOLDMAN SACHS HIGH YEILD INSTL MUTUAL FUND CLASS 1 | PURCHASED | 02/08/07 | 08/13/08 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 52,000. | 61,427. | 0. | 0. | <9,427.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| GOLDMAN SACHS HIGH YEILD INVEST GRADE CREDIT FUND | PURCHASED | 07/10/07 | 08/13/08 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 154,000. | 162,932. | 0. | 0. | <8,932.> |

| | |
|---|---|
| CAPITAL GAINS DIVIDENDS FROM PART IV | 33,762. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | <531,768.> |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

| SOURCE | AMOUNT |
|---|---|
| GOLDMAN SACHS - 27193-6 | 1,067. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 1,067. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| FIDELITY MUTUAL FUNDS #424773 | 81,273. | 33,762. | 47,511. |
| FIDELITY WRAP ACCOUNT #706922 | 442. | 0. | 442. |
| GOLDMAN SACHS - 27193-6 | 31,564. | 0. | 31,564. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 113,279. | 33,762. | 79,517. |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING | 9,937. | 0. | | 9,937. |
| TO FORM 990-PF, PG 1, LN 16B | 9,937. | 0. | | 9,937. |

FORM 990-PF TAXES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FEDERAL INCOME TAX | 6,000. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 6,000. | 0. | | 0. |

| FORM 990-PF | OTHER EXPENSES | STATEMENT 6 |
|---|---|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| MANAGEMENT FEES | 16,454. | 16,454. | | 0. |
| MISCELLANEOUS | 125. | 125. | | 0. |
| INVESTMENT EXPENSES | 937. | 937. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 17,516. | 17,516. | | 0. |

| FORM 990-PF | CORPORATE STOCK | STATEMENT 7 |
|---|---|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| FIDELITY INVESTMENTS | 1,675,018. | 1,632,791. |
| FIDELITY WRAP ACCOUNT | 0. | 0. |
| GOLDMAN SACHS | 640,920. | 583,764. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 2,315,938. | 2,216,555. |

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT 8 |
|---|---|---|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| TONTINE CAPITAL OVERSEAS FUND | COST | 3,380,916. | 1,525,079. |
| GOLDMAN SACHS PERRY PRIVATE OPPORTUNITIES FUND OFFSHORE, LP | COST | 687,716. | 564,957. |
| GOLDMAN SACHS INVESTMENT PARTNERS OFFSHORE, LP | COST | 2,000,000. | 1,846,494. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 6,068,632. | 3,936,530. |

FORM 990-PF PART XV - LINE 1A STATEMENT 9
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

AUDREY YORK WEIL
KENNETH M. WEIL

FORM 990-PF GRANTS AND CONTRIBUTIONS STATEMENT 10
PAID DURING THE YEAR

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|---|---|---|---|
| APPALACHIAN TRAIL CONSERVANCY 799 W WASHINGTON ST, HARPERS FERRY, WV 25425-6587 | NONE OPERATING EXPENSES | 501(C)(3) | 1,000. |
| BLUE WAVE PRIDE CLUB 80 HIGH SCHOOL LANE, DARIEN, CT 06820 | NONE OPERATING EXPENSES | 501(C)(3) | 100. |
| CONGREGATION EMANU-EL 2 LAKE STREET, SAN FRANCISCO, CA 94118 | NONE OPERATING EXPENSES | 501(C)(3) | 1,000. |
| CRISIS CONTROL MINISTRY 200 E. 10TH STREET, WINSTON-SALEM, NC 27101 | NONE OPERATING EXPENSES | 501(C)(3) | 6,000. |
| DARIEN EMS POST 53 INC PO BOX 2066, DARIEN, CT 06820 | NONE OPERATING EXPENSES | 501(C)(3) | 100. |
| DARIEN FIREFIGHTERS FOUNDATION 209 NOROTON AVENUE, DARIEN, CT 06820 | NONE OPERATING EXPENSES | 501(C)(3) | 600. |
| DARIEN HIGH SCHOOL 80 HIGH SCHOOL LANE, DARIEN, CT 06820 | NONE OPERATING EXPENSES | 501(C)(3) | 10,000. |

| | | | |
|---|---|---|---|
| DARIEN HIGH SCHOOL PARENTS ASSOCIATION 80 HIGH SCHOOL LANE, DARIEN, CT 06820 | NONE OPERATING EXPENSES | 501(C)(3) | 1,000. |
| DUKE UNIVERSITY P.O. BOX 90581, DURHAM, NC 27708 | NONE SCHOLARSHIP AND OPERATING EXPENSES | SCHOOL | 100,000. |
| FORSYTH COUNTRY DAY SCHOOL 5501 SHALLOWFORD ROAD, P.O. BOX 549, LEWISVILLE, NC 27023-0549 | NONE OPERATING EXPENSES | 501(C)(3) | 5,000. |
| FUND FOR WOMEN AND GIRLS - FAIRFIELD COUNTY COMM FOUNDATION 83 MAIN AVENUE, NORWALK, CT 06851-1543 | NONE OPERATING EXPENSES | 501(C)(3) | 1,000. |
| METHODIST ORPHANAGE/HOME FOR CHILDREN 1041 WASHINGTON STREET, RALEIGH, NC 27605 | NONE OPERATING EXPENSES | 501(C)(3) | 1,000. |
| NORTH BAY CANCER ALLIANCE INC 185 SOTOYOME ST, SANTA ROSA, CA 95405-4803 | NONE OPERATING EXPENSES | 501(C)(3) | 4,000. |
| ORPHAN HELPERS, INC. 813 FORREST DRIVE, SUITE A, NEWPORT NEWS, VA 23606 | NONE OPERATING EXPENSES | 501(C)(3) | 5,000. |
| PARTNERS IN HEALTH 641 HUNTINGTON AVENUE, BOSTON, MA 02115 | NONE OPERATING EXPENSES | 501(C)(3) | 10,000. |
| QUEEN OF THE VALLEY HOSPITAL 1000 TRANCAS, P.O. BOX 2069, NAPA, CA 94558 | NONE OPERATING EXPENSES | 501(C)(3) | 5,000. |
| RIVER OAKS COMMUNITY CHURCH 1855 LEWISVILLE CLEMMONS ROAD, CLEMMONS, NC 27012 | NONE OPERATING EXPENSES | 501(C)(3) | 2,000. |

| | | | |
|---|---|---|---|
| THE COMMUNITY FUND OF DARIEN<br>PO BOX 926, DARIEN, CT 06820-0926 | NONE<br>OPERATING EXPENSES | 501(C)(3) | 10,000. |
| THE MARITIME AQUARIUM AT NORWALK INC.<br>10 N WATER ST, SOUTH NORWALK, CT 06854-2228 | NONE<br>OPERATING EXPENSES | 501(C)(3) | 14,000. |
| TRINITY PRESBYTERIAN CHURCH<br>1416 BOLTON STREET,<br>WINSTON-SALEM, NC 27103 | NONE<br>OPERATING EXPENSES | 501(C)(3) | 2,000. |
| MIDDLESEX PARENT ASSOCIATION<br>204 HOLLOW TREE RIDGE ROAD,<br>DARIEN, CT 06820 | NONE<br>SCHOOL PROGRAMS | 501(C)(3) | 500. |
| DARIEN TECHNOLOGY AND COMMUNITY FOUNDATION<br>PO BOX 1714, 5 BROOK STREET,<br>DARIEN, CT 06820 | NONE<br>OPERATING EXPENSES | 501(C)(3) | 200. |
| DARIEN PUBLIC LIBRARY<br>1441 POST ROAD, DARIEN, CT 06820 | NONE<br>OPERATING EXPENSES | 501(C)(3) | 250. |
| LEWISVILLE CIVIC CLUB<br>PO BOX 293, LEWISVILLE, NC 27023-0293 | NONE<br>COMMUNITY PROGRAMS | 501(C)(3) | 1,000. |
| STAMFORD HOSPITAL FOUNDATION - BENNETT CANCER CENTER<br>1351 WASHINGTON BLVD., SUITE 202,<br>STAMFORD, CT 06902 | NONE<br>OPERATING EXPENSES | 501(C)(3) | 140. |
| HBS CLUB OF CONNECTICUT COMMUNITY PARTNERS<br>47 SACHEM LANE, GREENWICH, CT 06830 | NONE<br>COMMUNITY PROGRAMS | 501(C)(3) | 500. |
| DEL MAR SCHOOLS EDUCTIONS FOUNDATION<br>5333 OLD CARMEL VALLEY RD, SAN DIEGO, CA 92130 | NONE<br>EDUCATIONAL PROGRAMS | 501(C)(3) | 10,000. |

| | | | |
|---|---|---|---|
| PEDIATRIC BRAIN TUMOR FOUNDATION 302 RIDGEFIELD CT., ASHEVILLE, NC 28806 | NONE MEDICAL RESEARCH | 501(C)(3) | 500. |
| BOYS SCOUTS OF AMERICA - OLD HICKOY COUNCIL 6600 SILAS CREEK PARKWAY, WINSTON SALEM, NC 27106 | NONE YOUTH PROGRAMS | 501(C)(3) | 1,000. |
| NOROTON VOLUNTEER FIRE DEPARTMENT 1873 BOSTON POST ROAD, DARIEN, CT 06820 | NONE FIRE PROTECTION PROGRAMS | 501(C)(3) | 100. |
| THE HEMISPHERECTOMY FOUNDATION PO BOX 1239, ALEDO, TEXAS 76008 | NONE MEDICAL EDUCATION AND SUPPORT | 501(C)(3) | 200. |
| WFDD PUBLIC RADIO 1834 WAKE FOREST RD., WINSTON SALEM, NC 27109 | NONE PUBLIC RADIO BROADCASTING | 501(C)(3) | 500. |
| UNC - TV 10 T.W. ALEXANDER DRIVE, RESEARCH TRIANGLE PARK, NC 27709-4900 | NONE PUBLIC TELEVISION PROGRAMS | 501(C)(3) | 500. |
| THE COTTAGE | NONE | 501(C)(3) | 500. |
| MOVING IN THE SPIRIT PO BOX 17628, ATLANTA, GA 17628 | NONE YOUTH DEVELOPMENT PROGRAMS | 501(C)(3) | 1,000. |
| NEVADA WOMEN'S FOUNDATION 770 SMITHRIDGE DR. #300, RENO, NV 89502-0708 | NONE WOMEN SUPPORT ACTIVITIES | 501(C)(3) | 5,000. |
| GRAND CHARITIES, INC 780 LAKEFIELD ROAD, SUITE G, WESTLAKE, CA 91361 | NONE COMMUNITY PROGRAMS | 501(C)(3) | 4,400. |

| | | | |
|---|---|---|---|
| JUNIOR MATRONS SCHOLARSHIP FUND<br>12 UPPER FIELD ROAD, MORRISTOWN,<br>NJ 07960 | NONE<br>SCHOLARSHIP AND<br>OPERATING EXPENSES | 501(C)(3) | 2,500. |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A | | | 207,590. |

Weil Foundation
Capital Gain (Losses) Attachment
FYE 06/30/2009
25 Butlers Island Rd
Darien, CT 06820
Fidelity Acct 4797069

| Description | Date Acquired | Date Sold | Quantity | Net Proceeds | Cost | Short Term Gains | Long Term Gains |
|---|---|---|---|---|---|---|---|
| Aeropostale | 6/30/2008 | 7/2/2008 | 155.000 | 5,003.06 | 4,931.60 | 71.46 | |
| Airgas Inc | 6/30/2008 | 7/2/2008 | 79.000 | 4,566.96 | 4,681.77 | -114.81 | |
| Alpha Nat Res Inc | 6/30/2008 | 7/2/2008 | 48.000 | 4,337.73 | 5,020.16 | -682.43 | |
| Ambassadors Group Inc | 12/3/2007 | 7/2/2008 | 290.000 | 4,149.87 | 5,321.76 | -1,171.89 | |
| Amedisys Inc | 6/30/2008 | 7/2/2008 | 99.000 | 4,950.96 | 5,034.32 | -83.36 | |
| American Eagle Oufitters | 3/5/2008 | 7/2/2008 | 330.000 | 4,426.00 | 7,009.56 | -2,583.56 | |
| Apache Corp | 4/1/2008 | 7/2/2008 | 39.000 | 5,371.82 | 4,677.81 | 694.01 | |
| Baldor Electric Co | 6/30/2008 | 7/2/2008 | 141.000 | 4,682.58 | 5,011.30 | -328.72 | |
| Barrett Bus Svcs Inc | 8/6/2007 | 7/2/2008 | 300.000 | 3,510.01 | 7,563.66 | -4,053.65 | |
| Biovail Corp Isin | 2/5/2008 | 7/2/2008 | 479.000 | 4,819.76 | 6,519.86 | -1,700.10 | |
| Bob Evans Farms Inc | 6/30/2008 | 7/2/2008 | 162.000 | 4,525.93 | 4,725.60 | -199.67 | |
| Bombardier Inc Cl B | 8/7/2007 | 7/2/2008 | 819.000 | 5,780.46 | 4,622.43 | 1,158.03 | |
| Bp Prudhoe Bay Rty Tr Un | 10/15/2007 | 7/2/2008 | 54.000 | 5,756.90 | 4,160.98 | 1,595.92 | |
| Buckle Inc | 6/30/2008 | 7/2/2008 | 109.000 | 4,912.60 | 5,039.83 | -127.23 | |
| Bucyrus Intl Inc Newcom | 6/30/2008 | 7/2/2008 | 67.000 | 4,618.95 | 4,927.68 | -308.73 | |
| C S X Corp | 4/1/2008 | 7/2/2008 | 90.000 | 5,178.57 | 5,205.13 | -26.56 | |
| China 3c Group Com | 1/9/2008 | 7/2/2008 | 1970.000 | 2,560.98 | 7,791.74 | -5,230.76 | |
| China 3c Group Com | 4/16/2008 | 7/2/2008 | 1278.000 | 1,661.39 | 2,044.80 | -383.41 | |
| Clean Hbrs Inc | 4/1/2008 | 7/2/2008 | 81.000 | 5,812.52 | 5,168.97 | 643.55 | |
| Corn Prods Intl Inc | 6/30/2008 | 7/2/2008 | 103 000 | 4,782.26 | 5,073.22 | -290.96 | |
| Credicorp Ltd | 6/30/2008 | 7/2/2008 | 62.000 | 5,017.05 | 5,052.73 | -35.68 | |
| Darden Restaurants | 6/30/2008 | 7/2/2008 | 155.000 | 4,846.82 | 5,012.61 | -165.79 | |
| Devon Energy Corp New | 6/30/2008 | 7/2/2008 | 43.000 | 5,245.11 | 5,148.29 | 96.82 | |
| Dover Corp | 6/30/2008 | 7/2/2008 | 104.000 | 4,949.85 | 5,062.54 | -112.69 | |
| Earthlink Inc | 5/30/2008 | 7/2/2008 | 551.000 | 4,574.98 | 5,277.70 | -702.72 | |
| Emcor Group Inc | 6/30/2008 | 7/2/2008 | 179.000 | 4,699.90 | 5,064.73 | -364.83 | |

Weil Foundation
Capital Gain (Losses) Attachment
FYE 06/30/2009
25 Butlers Island Rd
Darien, CT 06820
Fidelity Acct 4797069

| Description | Date Acquired | Date Sold | Quantity | Net Proceeds | Cost | Short Term Gains | Long Term Gains |
|---|---|---|---|---|---|---|---|
| Ensco International Inc | 3/31/2008 | 7/2/2008 | 63.000 | 4,820.10 | 3,900.89 | 919.21 | |
| Esterline Tech Corp | 6/30/2008 | 7/2/2008 | 100.000 | 4,719.97 | 4,938.95 | -218.98 | |
| Freightcar Amer Inc | 2/6/2008 | 7/2/2008 | 49.000 | 1,625.32 | 2,059.32 | -434.00 | |
| Freightcar Amer Inc | 2/6/2008 | 7/2/2008 | 100.000 | 3,318.30 | 4,202.70 | -884.40 | |
| Ftd Group Inc | 6/2/2008 | 7/2/2008 | 358.000 | 4,780.70 | 5,214.52 | -433.82 | |
| Gardner Denver Inc | 6/30/2008 | 7/2/2008 | 183.000 | 9,646.05 | 10,447.85 | -801.80 | |
| Glatfelter | 12/31/2007 | 7/2/2008 | 100.000 | 1,295.49 | 1,567.55 | -272.06 | |
| Glatfelter | 12/31/2007 | 7/2/2008 | 263.000 | 3,405.83 | 4,122.65 | -716.82 | |
| Graco Inc | 6/30/2008 | 7/2/2008 | 130.000 | 4,871.07 | 4,960.05 | -88.98 | |
| Heidrick & Strugglesintl | 12/3/2007 | 7/2/2008 | 6.000 | 155.45 | 208.44 | -52.99 | |
| Heidrick & Strugglesintl | 12/3/2007 | 7/2/2008 | 156.000 | 4,040.37 | 5,419.46 | -1,379.09 | |
| Hornbeck Offshore Svcs | 6/30/2008 | 7/2/2008 | 88.000 | 4,533.73 | 5,076.27 | -542.54 | |
| Icf Intl Inc Com | 8/6/2007 | 7/2/2008 | 259.000 | 4,168.83 | 4,958.79 | -789.96 | |
| Idex Corp | 6/30/2008 | 7/2/2008 | 140.000 | 4,934.49 | 5,102.59 | -168.10 | |
| King Pharm | 2/6/2008 | 7/2/2008 | 586.000 | 6,301.28 | 6,177.91 | 123.37 | |
| Korn Ferry Intl | 12/5/2007 | 7/2/2008 | 308.000 | 5,123.24 | 5,195.10 | -71.86 | |
| Mosaic Co | 12/31/2007 | 7/2/2008 | 41.000 | 5,538.24 | 3,863.59 | 1,674.65 | |
| Nexen Inc Isin | 6/30/2008 | 7/2/2008 | 127.000 | 4,975.89 | 5,058.56 | -82.67 | |
| Nii Hldgs Inc New | 6/30/2008 | 7/2/2008 | 106.000 | 4,834.63 | 4,993.37 | -158.74 | |
| Nike Inc Class B | 3/31/2008 | 7/2/2008 | 83.000 | 4,870.41 | 5,602 34 | -731.93 | |
| Nn Inc Com | 6/30/2008 | 7/2/2008 | 368.000 | 4,921.23 | 5,153.62 | -232.39 | |
| Pacer Intl Inc Tenn Com | 5/30/2008 | 7/2/2008 | 100.000 | 2,089.98 | 2,237.32 | -147.34 | |
| Pacer Intl Inc Tenn Com | 5/30/2008 | 7/2/2008 | 141.000 | 2,945.47 | 3,154.62 | -209.15 | |
| Parker Hannifin Corp | 6/30/2008 | 7/2/2008 | 70.000 | 4,983.27 | 4,990.22 | -6.95 | |
| Perini Corp (mass) | 3/31/2008 | 7/2/2008 | 151.000 | 4,344.72 | 5,472.35 | -1,127.63 | |
| Range Resources Corp | 4/1/2008 | 7/2/2008 | 75.000 | 5,117.97 | 4,797.22 | 320.75 | |
| Regal Beloit Corp | 6/30/2008 | 7/2/2008 | 118.000 | 4,776.85 | 5,027.15 | -250.30 | |

Weil Foundation
Capital Gain (Losses) Attachment
FYE 06/30/2009
25 Butlers Island Rd
Darien, CT 06820
Fidelity Acct 4797069

| Description | Date Acquired | Date Sold | Quantity | Net Proceeds | Cost | Short Term Gains | Long Term Gains |
|---|---|---|---|---|---|---|---|
| Replidyne Inc Com | 10/3/2007 | 7/2/2008 | 1312.000 | 1,772.50 | 8,481.16 | -6,708.66 | |
| Replidyne Inc Com | 4/16/2008 | 7/2/2008 | 100.000 | 135.1 | 175.2 | -40.10 | |
| Replidyne Inc Com | 4/16/2008 | 7/2/2008 | 300.000 | 405.3 | 522.9 | -117.60 | |
| Replidyne Inc Com | 4/16/2008 | 7/2/2008 | 1383.000 | 1,868.42 | 2,411.95 | -543.53 | |
| Select Comfort Corp | 2/6/2008 | 7/2/2008 | 100.000 | 164.03 | 732.27 | -568.24 | |
| Select Comfort Corp | 2/6/2008 | 7/2/2008 | 100.000 | 164.05 | 732.27 | -568.22 | |
| Select Comfort Corp | 2/6/2008 | 7/2/2008 | 811.000 | 1,330.11 | 5,938.71 | -4,608.60 | |
| Select Comfort Corp | 4/16/2008 | 7/2/2008 | 560.000 | 918.45 | 1,870.40 | -951.95 | |
| Superior Energy Servi | 6/30/2008 | 7/2/2008 | 91.000 | 4,958.56 | 5,037.88 | -79.32 | |
| Travelzoo Inc | 10/3/2007 | 7/2/2008 | 353.000 | 3,074.79 | 8,270.90 | -5,196.11 | |
| Travelzoo Inc | 4/16/2008 | 7/2/2008 | 79.000 | 688.12 | 1,000.14 | -312.02 | |
| Trueblue Inc Com | 3/31/2008 | 7/2/2008 | 398.000 | 5,040.24 | 5,425.65 | -385.41 | |
| Ultra Bear Pro Fund Inves | 12/27/2007 | 7/2/2008 | 70.151 | 1,154.69 | 881.09 | 273.60 | |
| Ultra Bear Pro Fund Inves | 4/22/2008 | 7/2/2008 | 237.868 | 3,915.31 | 3,517.42 | 397 89 | |
| Ultra Short Small Cap P | 1/28/2008 | 7/2/2008 | 130.152 | 2,061.61 | 1,719.81 | 341.80 | |
| Ultra Short Small Cap P | 4/22/2008 | 7/2/2008 | 119.217 | 1,888.39 | 1,748.91 | 139.48 | |
| Unum Group | 10/1/2007 | 7/2/2008 | 28.000 | 594.77 | 699.53 | -104.76 | |
| Unum Group | 10/1/2007 | 7/2/2008 | 200.000 | 4,248.85 | 4,996.62 | -747.77 | |
| Viropharma Inc | 4/9/2008 | 7/2/2008 | 523.000 | 6,014.72 | 5,113.58 | 901.14 | |
| W H Energy Svcs Inc | 6/30/2008 | 7/2/2008 | 53.000 | 5,096.98 | 5,062.22 | 34.76 | |
| Watson Wyatt World | 3/31/2008 | 7/2/2008 | 94.000 | 4,889.91 | 5,300.06 | -410.15 | |
| WESTERN DIGITAL CORP | 12/31/2007 | 7/2/2008 | 190.000 | 6,629.06 | 5,721.54 | 907.52 | |
| Fidelity Balance Adjustments | | | | | 1,883.87 | -1,883.87 | |
| Totals | | | | 294,895.86 | 336,298.26 | -41,402.40 | 0 00 |

Weil Foundation
Capital Gain (Losses) Attachment
FYE 06/30/2009
25 Butlers Island Rd
Darien, CT 06820
Fidelity Acct 613424773

| Description | Acquired | Date Sold | Quantity | Proceeds | Cost | Short Term Gains | Long Term Gains |
|---|---|---|---|---|---|---|---|
| Fund*x Upgrader Fund | Various | 7/14/2008 | 1,296 979 | 46,549 | 51,062 | | (4,513) |
| Fidelity Select Natural Ga | Various | 8/1/2008 | 632.802 | 27,742 | 31,120 | (3,378) | |
| Ultra Bear Pro Fund Investors | 6/16/2008 | 8/18/2008 | 916 723 | 14,393 | 13,027 | 1,366 | |
| Ultra Bear Pro Fund Investors | 6/16/2008 | 8/18/2008 | 963.221 | 15,123 | 14,125 | 997 | |
| Ultra Bear Pro Fund Investors | 8/11/2008 | 8/18/2008 | 1,135 918 | 17,834 | 17,141 | 693 | |
| Ultra Short Small Cap Pro Fd | Various | 8/18/2008 | 2,079 328 | 26,220 | 26,394 | (174) | |
| Mid Cap Growth Pro Fund I | 8/18/2008 | 8/25/2008 | 2,585 141 | 96,710 | 97,951 | (1,241) | |
| Ultra Bear Pro Fund Investors | 8/25/2008 | 9/2/2008 | 2,443.421 | 38,337 | 38,997 | (660) | |
| Ultra Short Small Cap Pro Fd | 8/25/2008 | 9/2/2008 | 1,741 817 | 22,034 | 23,201 | (1,167) | |
| Fidelity Select Energy | 9/4/2007 | 9/3/2008 | 445 322 | 24,706 | 26,991 | (2,285) | |
| Fidelity Select Energy | 12/14/2007 | 9/3/2008 | 28 150 | 1,562 | 1,799 | (238) | |
| Fidelity Select Energy | 4/11/2008 | 9/3/2008 | 0 081 | 4 | 5 | (1) | |
| Fidelity Select Energy | 4/11/2008 | 9/3/2008 | 10 225 | 567 | 665 | (97) | |
| Fidelity Select Materials | 8/4/2008 | 9/4/2008 | 513 312 | 26,087 | 27,565 | (1,478) | |
| Small Cap Growth Pro Fund I | 9/3/2008 | 9/8/2008 | 2,002 967 | 79,958 | 81,000 | (1,042) | |
| Loomis Sayles Bond Instl | 4/10/2008 | 9/16/2008 | 20,983 890 | 266,469 | 300,503 | (34,034) | |
| Ultra Bear Pro Fund Investors | 9/8/2008 | 9/16/2008 | 336 534 | 5,772 | 5,341 | 431 | |
| Ultra Short Small Cap Pro Fd | 9/8/2008 | 9/16/2008 | 257 117 | 3,463 | 3,289 | 175 | |
| Hennessy Cornerstonegrowth | 3/19/2007 | 9/18/2008 | 450.570 | 5,222 | 8,286 | | (3,064) |
| Hennessy Cornerstonegrowth | 4/10/2007 | 9/18/2008 | 1,317 718 | 15,272 | 25,274 | | (10,001) |
| Hennessy Cornerstonegrowth | 11/29/2007 | 9/18/2008 | 590.789 | 6,847 | 9,010 | (2,162) | |
| Hennessy Cornerstonegrowth | 4/21/2008 | 9/18/2008 | 490.573 | 5,686 | 6,652 | (966) | |
| Hennessy Focus 30 Fund | 3/19/2007 | 9/18/2008 | 1,145 220 | 11,326 | 15,735 | | (4,409) |
| Hennessy Focus 30 Fund | 4/10/2007 | 9/18/2008 | 1,784 875 | 17,652 | 25,274 | | (7,621) |
| Hennessy Focus 30 Fund | 11/29/2007 | 9/18/2008 | 50 340 | 498 | 563 | (65) | |
| Hennessy Focus 30 Fund | 11/29/2007 | 9/18/2008 | 499 301 | 4,938 | 5,587 | (649) | |
| Loomis Sayles Bond Instl | 4/10/2008 | 9/29/2008 | 10,311 904 | 125,057 | 147,673 | (22,616) | |
| Fidelity Select Chemicals | 2/4/2008 | 10/1/2008 | 371.830 | 25,255 | 29,984 | (4,730) | |
| Fidelity Select Chemicals | 4/11/2008 | 10/1/2008 | 0 098 | 7 | 8 | (2) | |
| Fidelity Select Chemicals | 4/11/2008 | 10/1/2008 | 0 344 | 23 | 29 | (6) | |
| Fidelity Select Energy Ser | 8/2/2007 | 10/1/2008 | 308 391 | 21,655 | 27,182 | | (5,526) |
| Fidelity Select Energy Ser | 12/7/2007 | 10/1/2008 | 2 078 | 146 | 206 | (60) | |
| Fidelity Select Energy Ser | 4/11/2008 | 10/1/2008 | 14 597 | 1,025 | 1,387 | (362) | |
| Fidelity Select Natural Re | 9/4/2007 | 10/1/2008 | 771 365 | 21,436 | 26,936 | | (5,500) |
| Fidelity Select Natural Re | 12/14/2007 | 10/1/2008 | 0 265 | 7 | 10 | (3) | |
| Fidelity Select Natural Re | 12/14/2007 | 10/1/2008 | 23 360 | 649 | 896 | (247) | |
| Fidelity Select Natural Re | 4/11/2008 | 10/1/2008 | 0 227 | 6 | 9 | (3) | |
| Fidelity Select Natural Re | 4/11/2008 | 10/1/2008 | 10 892 | 303 | 425 | (122) | |
| Ultra Bear Pro Fund Investors | 9/8/2008 | 10/6/2008 | 181 241 | 3,859 | 2,876 | 982 | |

Weil Foundation
Capital Gain (Losses) Attachment
FYE 06/30/2009
25 Butlers Island Rd
Darien, CT 06820
Fidelity Acct 613424773

| Description | Acquired | Date Sold | Quantity | Proceeds | Cost | Short Term Gains | Long Term Gains |
|---|---|---|---|---|---|---|---|
| Ultra Short Small Cap Pro Fd | 9/8/2008 | 10/6/2008 | 113 070 | 2,018 | 1,446 | 572 | |
| Ultra Short Small Cap Pro Fd | 9/8/2008 | 10/16/2008 | 438 257 | 8,638 | 5,605 | 3,033 | |
| Ultra Short Small Cap Pro Fd | 10/8/2008 | 10/16/2008 | 4,495.977 | 88,616 | 95,000 | (6,384) | |
| Pro Funds Ultra Short Mid- | 10/16/2008 | 10/28/2008 | 1,086 535 | 28,000 | 25,773 | 2,227 | |
| Ultra Bear Pro Fund Investors | 9/8/2008 | 10/28/2008 | 567 921 | 13,261 | 9,013 | 4,248 | |
| Ultra Bear Pro Fund Investors | 10/8/2008 | 10/28/2008 | 1,487.754 | 34,739 | 36,376 | (1,637) | |
| Fidelity Select It Services P | 9/4/2008 | 11/3/2008 | 1,672 862 | 18,970 | 27,000 | (8,030) | |
| Fidelity Select Biotechnol | 10/1/2008 | 11/13/2008 | 355 828 | 21,161 | 23,200 | (2,039) | |
| Fidelity Select Consumer S | 10/1/2008 | 11/13/2008 | 376 559 | 18,907 | 22,650 | (3,743) | |
| Fidelity Select Medical Eq | 9/3/2008 | 11/13/2008 | 1,069 803 | 21,032 | 28,200 | (7,168) | |
| Fidelity Select Pharmaceut | 10/1/2008 | 11/13/2008 | 2,538 968 | 22,241 | 25,085 | (2,844) | |
| Fund*x Upgrader Fund | 6/20/2006 | 11/13/2008 | 544 173 | 13,256 | 19,568 | | (6,312) |
| Fund*x Upgrader Fund | 11/2/2006 | 11/13/2008 | 747 838 | 18,217 | 30,265 | | (12,048) |
| Fund*x Upgrader Fund | 1/3/2007 | 11/13/2008 | 107 801 | 2,626 | 4,379 | | (1,753) |
| Fund*x Upgrader Fund | 1/3/2007 | 11/13/2008 | 114 711 | 2,794 | 4,660 | | (1,865) |
| Fund*x Upgrader Fund | 1/3/2007 | 11/13/2008 | 309 971 | 7,551 | 12,591 | | (5,040) |
| Fund*x Upgrader Fund | 1/2/2008 | 11/13/2008 | 106 364 | 2,591 | 4,446 | (1,855) | |
| Fund*x Upgrader Fund | 1/2/2008 | 11/13/2008 | 135 436 | 3,299 | 5,661 | (2,362) | |
| Fund*x Upgrader Fund | 1/2/2008 | 11/13/2008 | 307 366 | 7,487 | 12,848 | (5,360) | |
| Fund*x Upgrader Fund | 4/21/2008 | 11/13/2008 | 1,514 387 | 36,890 | 60,000 | (23,110) | |
| Fund*x Upgrader Fund | 7/2/2008 | 11/13/2008 | 4,274 953 | 104,138 | 155,523 | (51,385) | |
| Hennessy Cornerstonegrowth | 4/21/2008 | 11/13/2008 | 984 353 | 8,180 | 13,348 | (5,168) | |
| Hennessy Cornerstonegrowth | 7/2/2008 | 11/13/2008 | 4,018.196 | 33,391 | 53,000 | (19,609) | |
| Hennessy Cornerstonegrowth | 7/14/2008 | 11/13/2008 | 1,951 138 | 16,214 | 26,067 | (9,853) | |
| Hennessy Focus 30 Fund | 11/29/2007 | 11/13/2008 | 441 077 | 3,260 | 4,936 | (1,676) | |
| Hennessy Focus 30 Fund | 4/21/2008 | 11/13/2008 | 1,670 844 | 12,348 | 20,000 | (7,652) | |
| Hennessy Focus 30 Fund | 7/2/2008 | 11/13/2008 | 4,517 811 | 33,387 | 52,000 | (18,613) | |
| Hennessy Focus 30 Fund | 7/14/2008 | 11/13/2008 | 1,753 542 | 12,959 | 20,481 | (7,523) | |
| Leuthold Core Investment | 3/17/2006 | 11/13/2008 | 4,441 887 | 55,790 | 78,577 | | (22,787) |
| Leuthold Core Investment | 3/29/2006 | 11/13/2008 | 43 008 | 540 | 763 | | (222) |
| Leuthold Core Investment | 6/27/2006 | 11/13/2008 | 59.764 | 751 | 1,040 | | (289) |
| Leuthold Core Investment | 9/27/2006 | 11/13/2008 | 66 617 | 837 | 1,164 | | (328) |
| Leuthold Core Investment | 11/29/2006 | 11/13/2008 | 2 733 | 34 | 51 | | (17) |
| Leuthold Core Investment | 11/29/2006 | 11/13/2008 | 40.525 | 509 | 755 | | (246) |
| Leuthold Core Investment | 11/29/2006 | 11/13/2008 | 45 987 | 578 | 857 | | (279) |
| Leuthold Core Investment | 12/20/2006 | 11/13/2008 | 21 963 | 276 | 411 | | (135) |
| Leuthold Core Investment | 3/28/2007 | 11/13/2008 | 16 247 | 204 | 308 | | (104) |
| Leuthold Core Investment | 6/28/2007 | 11/13/2008 | 22 641 | 284 | 462 | | (177) |
| Leuthold Core Investment | 9/26/2007 | 11/13/2008 | 30 274 | 380 | 639 | | (259) |

Weil Foundation
Capital Gain (Losses) Attachment
FYE 06/30/2009
25 Butlers Island Rd
Darien, CT 06820
Fidelity Acct 613424773

| Description | Acquired | Date Sold | Quantity | Proceeds | Cost | Short Term Gains | Long Term Gains |
|---|---|---|---|---|---|---|---|
| Leuthold Core Investment | 11/28/2007 | 11/13/2008 | 399 168 | 5,014 | 7,089 | (2,076) | |
| Leuthold Core Investment | 11/28/2007 | 11/13/2008 | 818 956 | 10,286 | 14,545 | (4,259) | |
| Leuthold Core Investment | 12/27/2007 | 11/13/2008 | 50 717 | 637 | 917 | (280) | |
| Leuthold Core Investment | 3/27/2008 | 11/13/2008 | 19.440 | 244 | 343 | (99) | |
| Leuthold Core Investment | 6/26/2008 | 11/13/2008 | 27 938 | 351 | 493 | (142) | |
| Leuthold Core Investment | 9/25/2008 | 11/13/2008 | 16 877 | 212 | 269 | (57) | |
| Oppenheimer Gold & Spec Miner | 5/29/2007 | 11/13/2008 | 880.507 | 13,181 | 27,533 | | (14,352) |
| Oppenheimer Gold & Spec Miner | 7/18/2007 | 11/13/2008 | 259 176 | 3,880 | 9,053 | | (5,173) |
| Oppenheimer Gold & Spec Miner | 8/16/2007 | 11/13/2008 | 283 307 | 4,241 | 7,612 | | (3,371) |
| Oppenheimer Gold & Spec Miner | 12/11/2007 | 11/13/2008 | 21 268 | 318 | 777 | (458) | |
| Oppenheimer Gold & Spec Miner | 12/11/2007 | 11/13/2008 | 40 346 | 604 | 1,473 | (869) | |
| Oppenheimer Gold & Spec Miner | 12/11/2007 | 11/13/2008 | 57 465 | 860 | 2,098 | (1,238) | |
| Oppenheimer Gold & Spec Miner | 4/24/2008 | 11/13/2008 | 554 274 | 8,297 | 20,076 | (11,778) | |
| Oppenheimer Gold & Spec Miner | 6/16/2008 | 11/13/2008 | 863 657 | 12,929 | 31,567 | (18,638) | |
| Pro Funds Ultra Short Mid- | 10/16/2008 | 11/13/2008 | 3,154 972 | 75,530 | 74,836 | 694 | |
| Pro Funds Ultra Short Mid- | 10/30/2008 | 11/13/2008 | 439.367 | 10,518 | 10,000 | 518 | |
| Pro Funds Ultra Short Mid- | 10/31/2008 | 11/13/2008 | 465.333 | 11,140 | 10,000 | 1,140 | |
| Pro Funds Ultra Short Mid- | 11/3/2008 | 11/13/2008 | 279 330 | 6,687 | 6,000 | 687 | |
| Ultra Bear Pro Fund Investors | 10/8/2008 | 11/13/2008 | 4,851 714 | 114,209 | 118,624 | (4,415) | |
| Ultra Bear Pro Fund Investors | 10/30/2008 | 11/13/2008 | 664 599 | 15,645 | 15,000 | 645 | |
| Ultra Bear Pro Fund Investors | 10/31/2008 | 11/13/2008 | 685 871 | 16,145 | 15,000 | 1,145 | |
| Ultra Bear Pro Fund Investors | 11/3/2008 | 11/13/2008 | 409.277 | 9,634 | 9,000 | 634 | |
| Fairholme Fund | 9/18/2008 | 11/20/2008 | 2,219.665 | 38,596 | 67,526 | (28,930) | |
| Oppenheimer Gold & Spec Miner | 6/16/2008 | 12/1/2008 | 20 526 | 311 | 750 | (439) | |
| Oppenheimer Gold & Spec Miner | 10/21/2008 | 12/1/2008 | 330 878 | 5,011 | 5,086 | (75) | |
| Fidelity Select Transport | 11/3/2008 | 12/11/2008 | 522 131 | 15,789 | 19,079 | (3,289) | |
| Fund*x Upgrader Fund | 7/2/2008 | 12/11/2008 | 40 605 | 937 | 1,477 | (540) | |
| Fund*x Upgrader Fund | 10/6/2008 | 12/11/2008 | 72 108 | 1,664 | 2,018 | (355) | |
| Fund*x Upgrader Fund | 10/6/2008 | 12/11/2008 | 137.857 | 3,180 | 3,859 | (678) | |
| Pimco Total Return Instl | 4/14/2008 | 12/24/2008 | 6,711 864 | 67,447 | 73,448 | (6,001) | |
| Pimco Total Return Instl | 4/30/2008 | 12/24/2008 | 25.158 | 253 | 274 | (22) | |
| Pimco Total Return Instl | 5/30/2008 | 12/24/2008 | 40 800 | 410 | 439 | (29) | |
| Pimco Total Return Instl | 6/25/2008 | 12/24/2008 | 18,893 820 | 189,864 | 200,107 | (10,244) | |
| Loomis Sayles Bond Instl | 4/10/2008 | 1/7/2009 | 1,373 086 | 14,611 | 19,663 | (5,052) | |
| Pimco High Yield Instl | 4/14/2008 | 1/7/2009 | 711 238 | 4,974 | 6,629 | (1,655) | |
| Pimco Total Return Instl | 6/25/2008 | 1/7/2009 | 2,182 200 | 22,451 | 23,112 | (661) | |
| Pimco Total Return Instl | 6/25/2008 | 1/8/2009 | 751 288 | 7,720 | 7,957 | (237) | |
| Pro Funds Ultra Short Mid- | 1/7/2009 | 1/14/2009 | 316 029 | 6,690 | 5,780 | 910 | |
| Ultra Bear Pro Fund Investors | 1/7/2009 | 1/14/2009 | 415 835 | 9,810 | 8,533 | 1,277 | |

Weil Foundation
Capital Gain (Losses) Attachment
FYE 06/30/2009
25 Butlers Island Rd
Darien, CT 06820
Fidelity Acct 613424773

| Description | Acquired | Date Sold | Quantity | Proceeds | Cost | Short Term Gains | Long Term Gains |
|---|---|---|---|---|---|---|---|
| Pimco High Yield Instl | 4/14/2008 | 1/26/2009 | 7,631.617 | 51,352 | 71,131 | (19,779) | |
| Pimco High Yield Instl | 4/30/2008 | 1/26/2009 | 148 409 | 999 | 1,408 | (410) | |
| Pimco High Yield Instl | 5/30/2008 | 1/26/2009 | 281 212 | 1,892 | 2,638 | (746) | |
| Pimco High Yield Instl | 6/30/2008 | 1/26/2009 | 189.339 | 1,274 | 1,710 | (436) | |
| Pimco High Yield Instl | 7/31/2008 | 1/26/2009 | 62.222 | 419 | 548 | (130) | |
| Pimco High Yield Instl | 8/29/2008 | 1/26/2009 | 61.495 | 414 | 541 | (127) | |
| Pimco High Yield Instl | 9/30/2008 | 1/26/2009 | 63.578 | 428 | 502 | (74) | |
| Pimco High Yield Instl | 10/31/2008 | 1/26/2009 | 80.996 | 545 | 556 | (11) | |
| Pimco High Yield Instl | 11/28/2008 | 1/26/2009 | 80.526 | 542 | 507 | 35 | |
| Pimco High Yield Instl | 12/24/2008 | 1/26/2009 | 12,946 355 | 87,113 | 83,522 | 3,591 | |
| Pro Funds Ultra Short Mid- | 1/7/2009 | 2/19/2009 | 222 272 | 5,037 | 4,065 | 971 | |
| Ultra Bear Pro Fund Investors | 1/7/2009 | 2/19/2009 | 290.838 | 7,635 | 5,968 | 1,667 | |
| VAN ECK INTL INV GOLD FD A | 1/7/2009 | 2/19/2009 | 722.322 | 9,343 | 7,888 | 1,455 | |
| Ishares Tr Dow Jones U S Real | 1/7/2009 | 2/20/2009 | 700.000 | 18,257 | 25,129 | (6,872) | |
| Loomis Sayles Bond Instl | 4/10/2008 | 3/2/2009 | 7,414 919 | 74,424 | 106,186 | (31,762) | |
| Loomis Sayles Bond Instl | 4/28/2008 | 3/2/2009 | 220 013 | 2,208 | 3,151 | (942) | |
| Loomis Sayles Bond Instl | 5/27/2008 | 3/2/2009 | 231 311 | 2,322 | 3,317 | (995) | |
| Loomis Sayles Bond Instl | 6/24/2008 | 3/2/2009 | 244 310 | 2,452 | 3,425 | (973) | |
| Loomis Sayles Bond Instl | 7/29/2008 | 3/2/2009 | 254 272 | 2,552 | 3,458 | (906) | |
| Loomis Sayles Bond Instl | 8/26/2008 | 3/2/2009 | 251 408 | 2,523 | 3,369 | (845) | |
| Loomis Sayles Bond Instl | 9/23/2008 | 3/2/2009 | 137 241 | 1,378 | 1,711 | (334) | |
| Loomis Sayles Bond Instl | 10/28/2008 | 3/2/2009 | 81.440 | 817 | 811 | 6 | |
| Loomis Sayles Bond Instl | 11/25/2008 | 3/2/2009 | 85 608 | 859 | 833 | 26 | |
| Loomis Sayles Bond Instl | 12/12/2008 | 3/2/2009 | 3 757 | 38 | 36 | 2 | |
| Loomis Sayles Bond Instl | 12/12/2008 | 3/2/2009 | 21 035 | 211 | 202 | 9 | |
| Pro Funds Ultra Short Mid- | 1/7/2009 | 3/2/2009 | 438 611 | 12,018 | 8,022 | 3,996 | |
| Ultra Bear Pro Fund Investors | 1/7/2009 | 3/2/2009 | 582 752 | 18,514 | 11,958 | 6,556 | |
| Fairholme Fund | 1/7/2009 | 4/28/2009 | 937 082 | 20,974 | 21,070 | (96) | |
| Fund*x Upgrader Fund | 1/7/2009 | 4/28/2009 | 789 474 | 18,000 | 19,137 | (1,137) | |
| Hennessy Cornerstonegrowth | 1/7/2009 | 4/28/2009 | 1,127 820 | 9,000 | 9,835 | (835) | |
| Hennessy Focus 30 Fund | 1/7/2009 | 4/28/2009 | 1,608 579 | 12,000 | 12,257 | (257) | |
| Hussman Strategic Total Retu | 10/6/2008 | 4/28/2009 | 867 303 | 9,974 | 10,227 | (253) | |
| Leuthold Assett Allocation | 1/7/2009 | 4/28/2009 | 478 796 | 3,500 | 3,711 | (211) | |
| Loomis Sayles Bond Instl | 12/12/2008 | 4/28/2009 | 90.381 | 955 | 867 | 88 | |
| Loomis Sayles Bond Instl | 12/12/2008 | 4/28/2009 | 145 978 | 1,542 | 1,400 | 142 | |
| Loomis Sayles Bond Instl | 12/17/2008 | 4/28/2009 | 4,020 973 | 42,477 | 40,103 | 2,374 | |
| Pimco High Yield Instl | 12/24/2008 | 4/28/2009 | 1,892 285 | 12,974 | 12,208 | 766 | |
| Pro Funds Ultra Short Mid- | 1/7/2009 | 4/28/2009 | 318 119 | 4,600 | 5,818 | (1,218) | |
| Ultra Bear Pro Fund Investors | 1/7/2009 | 4/28/2009 | 354 756 | 6,900 | 7,280 | (380) | |

Weil Foundation
Capital Gain (Losses) Attachment
FYE 06/30/2009
25 Butlers Island Rd
Darien, CT 06820
Fidelity Acct 613424773

| Description | Acquired | Date Sold | Quantity | Proceeds | Cost | Short Term Gains | Long Term Gains |
|---|---|---|---|---|---|---|---|
| VAN ECK INTL INV GOLD FD A | 1/7/2009 | 4/28/2009 | 323 887 | 4,000 | 3,537 | 463 | |
| Fidelity Select Gold | 3/30/2009 | 5/4/2009 | 698 197 | 22,852 | 23,438 | (586) | |
| Fidelity Select Gold | 4/2/2009 | 5/4/2009 | 263.852 | 8,636 | 9,000 | (364) | |
| Pro Funds Ultra Short Mid- | 1/7/2009 | 6/1/2009 | 17 161 | 199 | 314 | (115) | |
| Pro Funds Ultra Short Mid- | 1/20/2009 | 6/1/2009 | 352.385 | 4,084 | 7,830 | (3,746) | |
| Pro Funds Ultra Short Mid- | 2/20/2009 | 6/1/2009 | 321.181 | 3,722 | 7,400 | (3,678) | |
| Pro Funds Ultra Short Mid- | 3/16/2009 | 6/1/2009 | 300 131 | 3,479 | 6,990 | (3,512) | |
| Pro Funds Ultra Short Mid- | 4/2/2009 | 6/1/2009 | 444.050 | 5,147 | 7,500 | (2,353) | |
| Pro Funds Ultra Short Mid- | 4/17/2009 | 6/1/2009 | 768 688 | 8,909 | 11,146 | (2,237) | |
| Pro Funds Ultra Short Mid- | 5/11/2009 | 6/1/2009 | 442 767 | 5,132 | 5,707 | (576) | |
| Ultra Bear Pro Fund Investors | 1/7/2009 | 6/1/2009 | 61 472 | 952 | 1,261 | (310) | |
| Ultra Bear Pro Fund Investors | 1/20/2009 | 6/1/2009 | 458 968 | 7,105 | 11,745 | (4,640) | |
| Ultra Bear Pro Fund Investors | 2/20/2009 | 6/1/2009 | 413 934 | 6,408 | 11,110 | (4,702) | |
| Ultra Bear Pro Fund Investors | 3/16/2009 | 6/1/2009 | 394 323 | 6,104 | 10,485 | (4,381) | |
| Ultra Bear Pro Fund Investors | 4/2/2009 | 6/1/2009 | 526.568 | 8,151 | 11,000 | (2,849) | |
| Ultra Bear Pro Fund Investors | 4/17/2009 | 6/1/2009 | 879.946 | 13,622 | 16,719 | (3,097) | |
| Ultra Bear Pro Fund Investors | 5/11/2009 | 6/1/2009 | 504 771 | 7,814 | 8,561 | (747) | |
| Fairholme Fund | 1/7/2009 | 6/24/2009 | 285 016 | 6,974 | 6,409 | 565 | |
| Fund*x Upgrader Fund | 1/7/2009 | 6/24/2009 | 428 082 | 10,000 | 10,377 | (377) | |
| Hennessy Cornerstonegrowth | 1/7/2009 | 6/24/2009 | 375.000 | 3,000 | 3,270 | (270) | |
| Hussman Strategic Total Retu | 10/6/2008 | 6/24/2009 | 848 896 | 9,974 | 10,010 | (36) | |
| Loomis Sayles Bond Instl | 12/17/2008 | 6/24/2009 | 860.585 | 9,974 | 8,583 | 1,391 | |
| Fidelity - Wash Sale Adjustments | Various | Various | | | (32,216) | 25,784 | 6,432 |
| | | | | 2,951,736 | 3,463,050 | (402,352) | (108,962) |