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Form **990-PF**

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

OMB No 1545-0052

2008Department of the Treasury
Internal Revenue Service

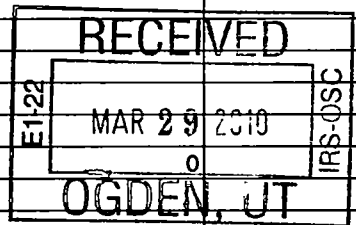
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning **12/01/08**, and ending **11/30/09**
☒ 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 Franklin Weinberg Fund Number and street (or P O box number if mail is not delivered to street address) Room/suite P.O. Box 9040 City or town, state, and ZIP code Ketchum ID 83340	A Employer identification number 95-6029434 B Telephone number (see page 10 of the instructions) C If exemption application is pending, check here ☒ D 1. Foreign organizations, check here ☒ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,375,380 (Part I, column (d) must be on cash basis) J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)		

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 pg 11 of the 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)	25,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	165	165		
	4 Dividends and interest from securities	71,393	71,393		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-231,643			
	b Gross sales price for all assets on line 6a	463,953			
	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 & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 1	15,464	15,464			
12 Total. Add lines 1 through 11	-119,621	87,022	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	4,652	4,652		
	c Other professional fees (attach schedule) Stmt 3	75	75		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 4	2,296	60		
	19 Depreciation (attach schedule) and depletion Stmt 5	232	232		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) Stmt 6	1,014	1,014		
	24 Total operating and administrative expenses. Add lines 13 through 23	8,269	6,033		0
25 Contributions, gifts, grants paid	61,450			61,450	
26 Total expenses and disbursements. Add lines 24 and 25	69,719	6,033	0	61,450	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses & disbursements	-189,340				
b Net investment income (if negative, enter -0-)		80,989			
c Adjusted net income (if negative, enter -0-)			0		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)

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			77,950	109,853	109,853
	2 Savings and temporary cash investments				218,525	218,525
	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 page 15 of the instructions)					
	7 Other notes and loans receivable (att. 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)					
	b Investments—corporate stock (attach schedule) See Stmt 7	974,266	544,492	510,854		
	c Investments—corporate bonds (attach schedule) See Stmt 8	155,428	155,428	161,148		
	11 Investments—land, buildings, and equipment, basis ♦					
Less accumulated depreciation (attach sch) ♦						
12 Investments—mortgage loans						
13 Investments—other (attach schedule) See Statement 9	-43,461	-53,225	375,000			
14 Land, buildings, and equipment, basis ♦ 1,697						
Less accumulated depreciation (attach sch) ♦ Stmt 10 1,581	348	116				
15 Other assets (describe ♦)						
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,164,531	975,189	1,375,380			
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	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 ♦ ☒					
	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	1,164,531	975,189			
30 Total net assets or fund balances (see page 17 of the instructions)	1,164,531	975,189				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,164,531	975,189				

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	1,164,531
2 Enter amount from Part I, line 27a	2	-189,340
3 Other increases not included in line 2 (itemize) ♦	3	
4 Add lines 1, 2, and 3	4	975,191
5 Decreases not included in line 2 (itemize) ♦ See Statement 11	5	2
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	975,189

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 Worksheet				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)			2	-231,643
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8				

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	93,927	1,376,252	0.068248
2006	85,645	1,603,085	0.053425
2005	98,445	1,539,351	0.063952
2004	45,420	1,029,379	0.044124
2003	22,500	1,026,290	0.021924
2 Total of line 1, column (d)			2 0.251673
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 0.050335
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 1,200,172
5 Multiply line 4 by line 3			5 60,411
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 810
7 Add lines 5 and 6			7 61,221
8 Enter qualifying distributions from Part XII, line 4			8 61,450
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 on page 18.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	810
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	810
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	810
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	2,000
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	2,000
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	1,190
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ☒ 1,190 Refunded ☒	11	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ <u> </u> (2) On foundation managers. ☒ \$ <u> </u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ <u> </u>		
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?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction F	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 page 19 of the instructions) ☒ CA		
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 on page 27)? 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

N/A

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 page 20 of the 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? Website address ♦ geeknee@well.com	13	X	
14	The books are in care of ♦ Neil Kaplan 6991 Batista St. Located at ♦ San Diego, CA	Telephone no ♦ 858-309-8348 ZIP+4 ♦ 92111		
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 ♦ ☐		

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)? Organizations relying on a current notice regarding disaster assistance check here N/A ♦ ☐	1b	
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? N/A	1c	
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 ♦ 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 page 20 of the 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. ♦ 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? ☐ 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))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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 page 22 of the instructions)? 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? 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? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No N/A ☐ Yes ☐ No ☐ Yes ☒ No ☐ Yes ☒ No N/A ☐ Yes ☐ No ☐ Yes ☒ No N/A ☐ Yes ☐ No	5b 6b 7b	X
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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 page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jean F. Meyers P.O. Box 9040	Ketchum ID 83340	Trustee 1	0	0
Steven Wayne 4919 Genesee St.	Seattle WA 98118	Trustee 1	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).

If none, enter "NONE."

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

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ◆**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	743,694
b	Average of monthly cash balances	1b	119,755
c	Fair market value of all other assets (see page 24 of the instructions)	1c	355,000
d	Total (add lines 1a, b, and c)	1d	1,218,449
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	1,218,449
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	18,277
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,200,172
6	Minimum investment return. Enter 5% of line 5	6	60,009

Part XI Distributable Amount (see page 25 of the 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	60,009
2a	Tax on investment income for 2008 from Part VI, line 5	2a	810
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	810
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	59,199
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	59,199
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	59,199

Part XII Qualifying Distributions (see page 25 of the 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	61,450
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	61,450
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 page 26 of the instructions)	5	810
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	60,640

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				59,199
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003	36,809			
b From 2004				
c From 2005	22,687			
d From 2006	7,130			
e From 2007	28,986			
f Total of lines 3a through e	95,612			
4 Qualifying distributions for 2008 from Part XII, line 4. ♦ \$ 61,450				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				59,199
e Remaining amount distributed out of corpus	2,251			
5 Excess distributions carryover applied to 2008 (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	97,863			
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 page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	36,809			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	61,054			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005	22,687			
c Excess from 2006	7,130			
d Excess from 2007	28,986			
e Excess from 2008	2,251			

Part XIV Private Operating Foundations (see page 27 of the 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 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			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of 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))

N/A

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

N/A

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 page 28 of the 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.

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 12				61,450
Total			◆ 3a	61,450
b Approved for future payment N/A				
Total			◆ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
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	165	
4	Dividends and interest from securities			14	71,393	
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			15	15,464	
8	Gain or (loss) from sales of assets other than inventory			26	-231,643	
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		-144,621	0
13	Total. Add line 12, columns (b), (d), and (e)				13	-144,621

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
 - a** Transfers from the reporting foundation to a noncharitable exempt organization of
 - (1)** Cash
 - (2)** Other assets
 - b** Other transactions.
 - (1)** Sales of assets to a noncharitable exempt organization
 - (2)** Purchases of assets from a noncharitable exempt organization
 - (3)** Rental of facilities, equipment, or other assets
 - (4)** Reimbursement arrangements
 - (5)** Loans or loan guarantees
 - (6)** Performance of services or membership or fundraising solicitations
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - 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 organization. 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b If "Yes," complete the following schedule**

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

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.

Sign Here

Signature of officer or trustee

1x3-26-10
Date




 Title

**Paid
Preparer's
Use Only**

Preparer's
signature

Firm's name (or yours if self-employed), address, and ZIP code

Dennis Lallman

Lallman, Felton, Peterson & Pierce, PA
P.O. Box 989
Ketchum, ID 83340-0989

Date _____

3/15/10

Check if
self-employed " ☐

Preparer's identifying
number (see Signature on
page 30 of the instructions)
P00077372

EIN ♦ 82-0337128

Phone no **208-726-7500**

Form **990-PF** (2008)

Schedule B.
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

◆ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

Employer identification number

Franklin Weinberg Fund

95-6029434

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Franklin Weinberg Fund

Employer identification number

95-6029434

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Maynard Franklin 2222 Avenue of the Stars # 2602 Los Angeles CA 90067	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2008
For calendar year 2008, or tax year beginning 12/01/08 , and ending 11/30/09		
Name Franklin Weinberg Fund		Employer Identification Number 95-6029434

(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)
(1) Deutsche Bk Cap Fdg TR IX 6.625 %	P	7/20/07	11/12/09
(2) Ford Motor Credit Sen NT 7.375%	P	10/11/01	11/12/09
(3) ING Groep Inv	P	3/01/05	11/12/09
(4) Morgan Stanley Capital Trust 6.25%	P	4/21/03	11/12/09
(5) Morgan Stanley Capital Trust VII 6.6	P	12/20/06	11/12/09
(6) Partnerre Ltd 6.75% Ser C	P	5/08/03	11/13/09
(7) Bear Stearns Capital Trust 7.8 %	P	5/10/01	11/13/09
(8) Citigroup Cap PFD XVII 6.35%	P	3/22/07	11/13/09
(9) Corp Backed Ford Mtr 7.4%	P	2/28/01	11/13/09
(10) Countrywide Capital V 7.0%	P	3/05/07	11/13/09
(11) Fleet Capital Trust VIII 7.2%	P	3/08/02	11/13/09
(12) Keycorp Capital V 5.875%	P	7/21/03	11/13/09
(13) Lincoln National Corp 6.75 %	P	4/20/06	11/13/09
(14) Merrill Lynch	P	1/16/98	11/13/09
(15) PNC Capital Trust D 6.125%	P	10/26/03	11/13/09

(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)
(1) 8,332		10,000	-1,668
(2) 18,566		25,000	-6,434
(3) 15,026		25,855	-10,829
(4) 20,440		25,000	-4,560
(5) 21,593		25,605	-4,012
(6) 22,723		25,000	-2,277
(7) 12,497		12,500	-3
(8) 34,031		50,505	-16,474
(9) 20,931		30,000	-9,069
(10) 19,851		25,005	-5,154
(11) 20,101		25,000	-4,899
(12) 42,991		62,505	-19,514
(13) 20,791		25,000	-4,209
(14) 28,797		37,500	-8,703
(15) 10,742		12,255	-1,513

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)			-1,668
(2)			-6,434
(3)			-10,829
(4)			-4,560
(5)			-4,012
(6)			-2,277
(7)			-3
(8)			-16,474
(9)			-9,069
(10)			-5,154
(11)			-4,899
(12)			-19,514
(13)			-4,209
(14)			-8,703
(15)			-1,513

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2008
For calendar year 2008, or tax year beginning 12/01/08 , and ending 11/30/09		
Name Franklin Weinberg Fund		Employer Identification Number 95-6029434

(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.)
(1) RBS Capital FDG TR VGTD 5.90%	P	1/14/34	11/13/09
(2) RBS Capital FDG TR VII 6.08%	P	3/15/04	11/13/09
(3) Royal Bank of Scotland Pfd 6.25 %	P	11/09/05	11/13/09
(4) Wachovia Preferred Funding	P	6/20/03	11/13/09
(5) Well Fargo Capital VIII 5.625%	P	7/28/03	11/13/09
(6) AMR Corp	P	1/20/00	11/18/09
(7) Finl Security Assu Hldgns 5.6 %	P	7/31/03	11/24/09
(8) General Motors Snr Nts 7.25%	P	7/03/01	11/24/09
(9) Royal Bank of Scotland 6.75% %	P	5/25/06	11/24/09
(10) Royal Bank of Scotland Pfd 6.35%	P	1/09/06	11/24/09
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 5,923		17,330	-11,407
(2) 17,052		51,080	-34,028
(3) 4,317		12,500	-8,183
(4) 35,271		50,764	-15,493
(5) 20,191		25,000	-4,809
(6) 19,407		23,721	-4,314
(7) 13,400		25,000	-11,600
(8) 940		5,000	-4,060
(9) 4,682		10,000	-5,318
(10) 25,358		58,471	-33,113
(11)			
(12)			
(13)			
(14)			
(15)			

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)			-11,407
(2)			-34,028
(3)			-8,183
(4)			-15,493
(5)			-4,809
(6)			-4,314
(7)			-11,600
(8)			-4,060
(9)			-5,318
(10)			-33,113
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Weinberg Spec. Acct.- Rental	\$ 1,702	\$ 1,702	\$
Weinberg Spec. Acct. - Royalt	13,762	13,762	
Total	\$ 15,464	\$ 15,464	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees.	\$ 4,652	\$ 4,652	\$	\$
Total	\$ 4,652	\$ 4,652	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Brokerage Fees	\$ 75	\$ 75	\$	\$
Total	\$ 75	\$ 75	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Registration Fees	\$ 50	\$ 50	\$	\$
State Franchise Taxes	10	10		
Federal Taxes	2,236			
Total	\$ 2,296	\$ 60	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
11/04/05	Computer	\$ 1,697	\$ 1,349	200DB	5	\$ 232	\$ 232	\$
Total		\$ 1,697	\$ 1,349			\$ 232	\$ 232	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
Bank Charges	36	36		
Office Expenses	467	467		
Weinberg Account - Other Dedu	511	511		
Total	\$ 1,014	\$ 1,014	\$ 0	\$ 0

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
400 Shs - Cleco	\$ 5,185	\$ 5,185	Cost	\$ 10,208
1000 Shr - Flaherty and Crumrine Fd	25,359	25,359	Cost	12,650
400 Shs - Royal Bank Scotland - GRP	10,000		Cost	
2300 Shs - Royal Bk Scotland - PFD	58,471		Cost	
500 Shs - Royal Bank Scotland	12,500		Cost	
1100 Shrs - AMR Corp	23,721		Cost	
2000 Shrs - ABM AMRO Capt. Fdng Tr.	51,080		Cost	
500 Shrs - Bear Stearns Capital Tr.	12,500		Cost	
300 Shrs - Consecro Financing Tr	7,545	7,545	Cost	
1000 Shrs - Ford Motor Credit	25,000		Cost	
1000 Shrs - Fleet Capital Trust	25,000		Cost	
1000 Shrs - Financial Security Ass.	25,000		Cost	
200 Shr - General Mot 7.25% Sr Notes	5,000		Cost	
1000 Shrs - ING Groep Inv.	25,855		Cost	
1600 Shrs - JP Morgan Chase Cap XII	40,000	40,000	Cost	37,440
2500 Shrs - Keycorp Capital V 5.875	62,505		Cost	
1000 Shrs- Linc. Nat. Corp - 6.75%	25,000		Cost	
1500 Shrs - Merr. Lynch Pref. Sec	37,500		Cost	
1000 Shrs - Morg. Stanley - Cap Tr.	25,000		Cost	
2000 Shrs - Met Life Inc. 6.5%	51,147	51,147	Cost	44,700
2700 Shrs - Morg Stan. Cap Tr. VI	68,035	68,035	Cost	58,104
1000 Shrs - Partnerre LTD 6.75%	25,000		Cost	
500 Shrs - PNC Cap Tr. D.	12,255		Cost	
1200 Shrs - Ford Motor Co.	30,000		Cost	
640 Shrs - VNB Cap. Trust	16,182	16,182	Cost	15,744
1800 Shrs - Wachovia Pref. Funding	50,764		Cost	

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1000 Shrs - Wells Fargo Cap. VIII	\$ 25,000	\$	Cost	\$
1000 Shrs - Countrywide Capital 7.0%	25,005		Cost	
400 Shrs - Deutsche Bk Cap Fnd TR IX	10,000		Cost	
2000 Shrs - Citigroup Cap PFD XVII 6	50,505		Cost	
700 Shrs - ABN AMRO Cap Fd Tr 5.9	17,330		Cost	
1000 Shrs-Morg Stan Cap Tr. VII-6%	25,605		Cost	
1000 Shrs-AT&T INc 6.375% Senior Not	25,155	25,155	Cost	26,240
1600 shrs- Wachovia Corp	40,062	40,062	Cost	39,760
2024 shrs - Goldman Sachs Satelll		15,020	Cost	14,960
3690 shrs - Virtus Small Cap Core C		50,015	Cost	50,000
2730 shrs - Virtus Foreign		55,015	Cost	54,700
979 shrs - Virtus Global Infra.		10,015	Cost	10,098
250 shrs - Barclays Bank PLC		10,216	Cost	10,333
200 shrs - Ishares Cohen & Steers		9,907	Cost	9,940
1675 shrs - Ishares TR Russel 1000		100,508	Cost	100,852
565 shrs - JP Morgan Chase & Co.		15,126	Cost	15,125
Total	\$ 974,266	\$ 544,492		\$ 510,854

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
General Electric Capital Corp	\$ 50,003	\$ 50,003	Cost	\$ 52,849
Reliance Group Holdings Inc.	40,425	40,425	Cost	40,425
American Express Cr. Corp.	30,000	30,000	Cost	32,655
Dow Chem Co	35,000	35,000	Cost	35,219
Total	<u>\$ 155,428</u>	<u>\$ 155,428</u>		<u>\$ 161,148</u>

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Charles M. Weinberg Special Acct LLC	\$ -43,461	\$ -53,225	Cost	\$ 375,000
Total	<u>\$ -43,461</u>	<u>\$ -53,225</u>		<u>\$ 375,000</u>

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	\$ 348	\$ 1,697	\$ 1,581	\$
Total	\$ 348	\$ 1,697	\$ 1,581	\$ 0

Statement 11 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
Weinberg Special Account - N/D expenses	\$ <u>2</u>
Total	\$ <u><u>2</u></u>

Federal Statements

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

Name	Address	Relationship	Status	Purpose	Amount
Cedars Sinai Medical Cent	8700 Beverly Rd.	None	501-C-3	Charitable	25,000
Los Angeles CA 90048	635 Massachusetts Ave.	None	501-C-3	Charitable	5,000
National Public Radio	P.O. Box 656.	None	501-C-3	Charitable	5,000
Washington DC 20001	P.O. Box 221864.	None	501-C-3	Charitable	900
Sun Valley Art Center	1430 SW Broadway	None	501-C-3	Charitable	2,900
Sun Valley ID 83353	5455 Wilshire Boulevard	None	501-C-3	Charitable	900
Big Sur Land Trust	50 San Francisco Street	None	501-C-3	Charitable	2,900
Carmel CA 93922	386 Park Avenue South	None	501-C-3	Charitable	900
Northwest Pilot Project	100 Campus Center	None	501-C-3	Charitable	5,000
Portland OR 97201	2601 4th Avenue	None	501-C-3	Charitable	900
Autism Speaks	60 Garden Court	None	501-C-3	Charitable	5,000
Los Angeles CA 90036	41 Madison Avenue	None	501-C-3	Charitable	900
California St Parks Fd.	P.O. Box 7005	None	501-C-3	Charitable	2,500
San Francisco CA 94133	P.O. Box 3216	None	501-C-3	Charitable	650
Crohns's & Colitis Found.	3200 Motor Avenue	None	501-C-3	Charitable	2,500
New York NY 10016	None	None	501-C-3	Charitable	500
Found. of CSUMB					
Sea Side CA 93955					
KPLU Foundation					
Seattle WA 98121					
Monterey Pen. Reg. Park					
Monterey CA 93940					
Smile Train					
New York NY 10010					
St. Lukes WR Foundation					
Ketchum ID 83340					
The Advocates					
Hailey ID 83333					
The Country School					
Vista Del Child Services					
Los Angeles CA 90034					

Federal Statements

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

Name	Address	Relationship	Status	Purpose	Amount
Total					61,450

Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No 1545-0172

2008Attachment
Sequence No **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

Franklin Weinberg Fund

Identifying number

95-6029434

Business or activity to which this form relates

Indirect Depreciation**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
(a) Description of property		(b) Cost (business use only)	(c) Elected cost
6			
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	232
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ☐		

Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs	S/L	
c 40-year			40 yrs	MM	S/L

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instr.	22	232
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2008)

DAA

There are no amounts for Page 2