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

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 , and ending JUN 30, 2010

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] 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)* ▶$ 6,334,851.

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	379.	379.		STATEMENT 1
	4 Dividends and interest from securities	108,549.	108,549.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	118,210.			
	b Gross sales price for all assets on line 6a 3,400,259.				
	7 Capital gain net income (from Part IV, line 2)		118,210.		
	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	227,138.	227,138.		
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 3	11,266.	0.		11,266.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	14,884.	14,884.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	66,150.	34,884.		31,266.
	25 Contributions, gifts, grants paid	207,942.			207,942.
	26 **Total expenses and disbursements** Add lines 24 and 25	274,092.	34,884.		239,208.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<46,954.>			
	b **Net investment income** (if negative, enter -0-)		192,254.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED MAY 18 2011 OGDEN, UT E1-142 IRS-OSC

SCANNED MAY 19 2011

923501
02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2009)

17190511 132024 WE14 2009.05070 THE WEIL FOUNDATION C/O MUR WE14___1

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	427,138.	22,400.	22,400.
	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 5	2,315,938.	2,903,502.	3,071,089.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	6,068,632.	5,838,852.	3,241,362.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	8,811,708.	8,764,754.	6,334,851.
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 ▶ ☒ 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	8,284,454.	8,237,500.	
	30 **Total net assets or fund balances**	8,811,708.	8,764,754.	
	31 **Total liabilities and net assets/fund balances**	8,811,708.	8,764,754.	

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	8,811,708.
2	Enter amount from Part I, line 27a	2	<46,954.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,764,754.
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	8,764,754.

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	3,400,259.		3,282,049.	118,210.

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				118,210.

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	118,210.
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))
2008	237,527.	8,760,905.	.027112
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

2 **Total** of line 1, column (d)	2	.212878
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	.042576
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,656,707.
5 Multiply line 4 by line 3	5	283,416.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,923.
7 Add lines 5 and 6	7	285,339.
8 Enter qualifying distributions from Part XII, line 4	8	239,208.

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 or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,845.
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	3,845.
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	3,845.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 10,654.		
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	10,654.
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	6,809.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 6,809.	**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 2009 or the taxable year beginning in 2009 (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)*

		Line	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.

			Line	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☒ Yes ☐ No			
	If "Yes," list the years ▶ 2008 , , ,				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)		2b	X	
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 2009 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 2009.)*	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 2009?		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** No: X

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 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 25 BUTLER'S ISLAND ROAD DARIEN, CT 06820	PRESIDENT 1.00	0.	0.	0.
KENNETH M. WEIL 25 BUTLER'S ISLAND ROAD DARIEN, CT 06820	SECRETARY/TREASURER 1.00	0.	0.	0.
ALAN R. YORK P.O. BOX 874 LEWISVILLE, NC 27023	ADVISORY COMMITTEE MEMBER 1.00	20,000.	0.	0.
ELIZABETH W. BETTS 5021 MANOR RIDGE LN SAN DIEGO, CA 92130	ADVISORY COMMITTEE MEMBER 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	5,436,947.
b	Average of monthly cash balances	1b	224,666.
c	Fair market value of all other assets	1c	1,096,465.
d	**Total** (add lines 1a, b, and c)	1d	6,758,078.
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	6,758,078.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,371.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,656,707.
6	**Minimum investment return.** Enter 5% of line 5	6	332,835.

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	332,835.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 3,845.		
b	Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	3,845.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	328,990.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	328,990.
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	328,990.

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	239,208.
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	239,208.
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	239,208.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				328,990.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			259,451.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 239,208.				
a Applied to 2008, but not more than line 2a			239,208.	
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 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			20,243.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				328,990.
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 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(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 7

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 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 8				
Total			▶ 3a	207,942.
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	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	379.	
4 Dividends and interest from securities			14	108,549.	
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	118,210.	
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.		227,138.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 227,138.

(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 5/14/11 ▶ Secty/Treas.

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature ▶ Jon B. Deane, CPA	Date 5/11/11	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ GAFFEY DEANE & TALLEY PLC 12355 SUNRISE VALLEY DRIVE #305 RESTON, VA 20191		EIN ▶	
		Phone no. (703) 657-6040	

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	GOLDMAN SACHS ACCOUNT 030271936 - SEE ATTACHED	P	VARIOUS	VARIOUS
d	GOLDMAN SACHS ACCOUNT 030271936 - SEE ATTACHED	P	VARIOUS	VARIOUS
e	GOLDMAN SACHS ACCOUNT 030271936 - SEE ATTACHED	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS ACCOUNT 030271936 - SEE ATTACHED	P	VARIOUS	VARIOUS
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	2,675,899.		2,543,966.	131,933.
b	204,803.		187,408.	17,395.
c	64,076.		55,804.	8,272.
d	298,993.		340,282.	<41,289.>
e	77,663.		72,701.	4,962.
f	78,029.		81,888.	<3,859.>
g	796.			796.
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				131,933.
b				17,395.
c				8,272.
d				<41,289.>
e				4,962.
f				<3,859.>
g				796.
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	118,210.
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

923591
04-24-09

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY MUTUAL FUNDS #424773	18.
GOLDMAN SACHS - 27193-6	361.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	379.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY MUTUAL FUNDS #424773	48,247.	796.	47,451.
GOLDMAN SACHS - 27193-6	61,098.	0.	61,098.
TOTAL TO FM 990-PF, PART I, LN 4	109,345.	796.	108,549.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	11,266.	0.		11,266.
TO FORM 990-PF, PG 1, LN 16B	11,266.	0.		11,266.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	14,615.	14,615.		0.
MISCELLANEOUS	269.	269.		0.
TO FORM 990-PF, PG 1, LN 23	14,884.	14,884.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS	1,822,345.	1,911,312.
GOLDMAN SACHS	1,081,157.	1,159,777.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,903,502.	3,071,089.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TONTINE CAPITAL OVERSEAS FUND	COST	0.	0.
GOLDMAN SACHS PERRY PRIVATE OPPORTUNITIES FUND OFFSHORE, LP	COST	811,610.	544,584.
GOLDMAN SACHS INVESTMENT PARTNERS OFFSHORE, LP	COST	2,000,000.	2,011,851.
TONTINE CAPITAL FUND II CLASS A	COST	2,197,925.	549,774.
TONTINE CAPITAL FUND II CLASS S	COST	829,317.	135,153.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,838,852.	3,241,362.

FORM 990-PF PART XV - LINE 1A STATEMENT 7
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

AUDREY YORK WEIL
KENNETH M. WEIL

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CANCER SOCIETY 900 MICHIGAN AVE COLUMBUS, OH 43215	NONE CANCER RESEARCH	501(C)(3)	500.
BLUE WAVE PRIDE CLUB 80 HIGH SCHOOL LANE DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	700.
BOYS SCOUTS OF AMERICA - OLD HICKOY COUNCIL 6600 SILAS CREEK PARKWAY WINSTON SALEM, NC 27106	NONE YOUTH PROGRAMS	501(C)(3)	1,000.
DARIEN HIGH SCHOOL 80 HIGH SCHOOL LANE DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	250.
DARIEN HIGH SCHOOL FOOTBALL 80 HIGH SCHOOL LANE DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	2,392.
DARIEN PUBLIC LIBRARY 1441 POST ROAD DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	1,000.
DEL MAR SCHOOLS EDUCATION FOUNDATION 5333 OLD CARMEL VALLEY RD SAN DIEGO, CA 92130	NONE EDUCATIONAL PROGRAMS	501(C)(3)	5,000.
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.
GRAND CHARITIES, INC 780 LAKEFIELD ROAD, SUITE G WESTLAKE, CA 91361	NONE COMMUNITY PROGRAMS	501(C)(3)	4,400.
KAREN BEASLEY SEA TURTLE HOSPITAL P.O. BOX 3012 TOPSAIL, NC 28445	NONE OPERATING EXPENSES	501(C)(3)	10,000.
LEWISVILLE CIVIC CLUB PO BOX 293 LEWISVILLE, NC 27023-0293	NONE COMMUNITY PROGRAMS	501(C)(3)	2,000.
NEVADA WOMEN'S FOUNDATION 770 SMITHRIDGE DR. #300 RENO, NV 89502-0708	NONE WOMEN SUPPORT ACTIVITIES	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)	10,000.
RIVER OAKS COMMUNITY CHURCH 1855 LEWISVILLE CLEMMONS ROAD CLEMMONS, NC 27012	NONE OPERATING EXPENSES	501(C)(3)	1,000.
THE COMMUNITY FUND OF DARIEN PO BOX 926 DARIEN, CT 06820-0926	NONE OPERATING EXPENSES	501(C)(3)	10,000.
THE MARITIME AQUARIUM AT NORWALK INC. 10 N WATER ST SOUTH NORWALK, CT 06854-2228	NONE OPERATING EXPENSES	501(C)(3)	30,800.

A BETTER CHANCE IN DARIEN INC P.O. BOX 3204 DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	1,000.
FAIRPORT HISTORICAL MUSEUM 18 PERRIN ST FAIRPORT, NY 14450	NONE OPERATING EXPENSES	501(C)(3)	1,000.
FRIENDS OF THE MOUNTAIN-TO-SEA TRAIL PO BOX 10431 RALEIGH, NC 27605	NONE OPERATING EXPENSES	501(C)(3)	1,000.
HELPS INTERNATIONAL 15301 DALLAS PKWY ADDISON, TX 75001	NONE OPERATING EXPENSES	501(C)(3)	200.
KELLIE DUGGAN FOUNDATION INC 36 RUSS ST HARTFORD, CT 06106	NONE OPERATING EXPENSES	501(C)(3)	500.
MLK NATIONAL MEMORIAL FOUNDATION DEPARTMENT 211 WASHINGTON, DC 20055	NONE OPERATING EXPENSES	501(C)(3)	500.
OHIO STATE UNIVERSITY KATHRYN SULLIVAN SCHOLARSHIP FUND 1480 WEST LANE AVE COLUMBUS, OH 43221	NONE SCHOLARSHIP AND OPERATING EXPENSES	501(C)(3)	1,000.
STUDENTS OF THE WORLD 828 WEST 6TH ST AUSTIN, TX 78703	NONE OPERATING EXPENSES	501(C)(3)	1,500.
THE RE CHILDREN'S PROJECT 79 CHRISTIE HILL RD DARIEN, CT 06820	NONE MEDICAL RESEARCH	501(C)(3)	700.
THE ROBERT FRANKLIN FUND 53 STEPHEN MATHER RD DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	500.

UC SANTA CRUZ KATHRYN D SULLIVAN SCHOLARSHIP FUND 387 THIMANN LABORATORIES UC SANTA CRUZ, CA 95064	NONE SCHOLARSHIP AND OPERATING EXPENSES	501(C)(3)	1,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			207,942.

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes You should use only your official form 1099's or other tax records for tax reporting This information is not, and should not be construed as tax, accounting or legal advice Please consult with your tax advisor regarding the tax consequences of your investment decisions The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GOLDMAN SACHS INVESTMENT GRADE CREDIT	Jul 10 2007	Jan 15 2010	3,229 53	29,614 79	31,810 87	0 00	(2,196 08)	(2,196 08)	LT
FUND - INST	Jul 31 2007	Jan 15 2010	333 64	3,059 45	3,293 00	0 00	(233 55)	(233 55)	LT
	Aug 31 2007	Jan 15 2010	474 98	4,355 58	4,678 56	0 00	(322 98)	(322 98)	LT
	Sep 28 2007	Jan 15 2010	478 34	4,386 36	4,730 76	0 00	(344 40)	(344 40)	LT
	Oct 31 2007	Jan 15 2010	436 89	4,006 26	4,333 93	0 00	(327.67)	(327 67)	LT
	Nov 30 2007	Jan 15 2010	445 88	4,088 67	4,445 37	0 00	(356 70)	(356.70)	LT
	Dec 31 2007	Jan 15 2010	430 61	3,948 66	4,271 61	0 00	(322.95)	(322 95)	LT
	Jan 31 2008	Jan 15 2010	222 08	2,036 47	2,216 36	0 00	(179 89)	(179 89)	LT
	Feb 29 2008	Jan 15 2010	180 49	1,655 08	1,781 43	0 00	(126 35)	(126 35)	LT
	Mar 31 2008	Jan 15 2010	199 88	1,832 86	1,930 80	0 00	(97 94)	(97 94)	LT
	Apr 30 2008	Jan 15 2010	205 38	1,883 32	1,981.90	0 00	(98 58)	(98 58)	LT
	May 30 2008	Jan 15 2010	232 95	2,136 16	2,227 01	0 00	(90 85)	(90 85)	LT
	Jun 30 2008	Jan 15 2010	252 44	2,314.85	2,398 15	0 00	(83 30)	(83 30)	LT
	Jul 31 2008	Jan 15 2010	251 90	2,309.91	2,345 18	0 00	(35 27)	(35 27)	LT
	Aug 29 2008	Jan 15 2010	218 52	2,003 86	2,034 45	0 00	(30 59)	(30 59)	LT
	Sep 30 2008	Jan 15 2010	172 35	1,580 42	1,478 74	0 00	101 68	101 68	LT
	Oct 31 2008	Jan 15 2010	177 48	1,627 48	1,410 96	0 00	216 52	216 52	LT
	Nov 28 2008	Jan 15 2010	179 47	1,645.77	1,419 63	0 00	226.14	226 14	LT
	Dec 31 2008	Jan 15 2010	386 39	3,543.15	3,098 81	0 00	444 34	444 34	LT
	Jan 30 2009	Jan 15 2010	185 96	1,705 21	1,482 06	0 00	223 15	223.15	ST
	Feb 27 2009	Jan 15 2010	184 48	1,691 68	1,444 48	0 00	247.20	247.20	ST
	Mar 31 2009	Jan 15 2010	183 85	1,685.89	1,424 82	0 00	261 07	261.07	ST
	Apr 30 2009	Jan 15 2010	166 34	1,525.29	1,322 36	0 00	202.93	202.93	ST
	May 29 2009	Jan 15 2010	155 22	1,423 36	1,268 14	0 00	155 22	155 22	ST
	Jun 30 2009	Jan 15 2010	158 47	1,453.18	1,332 74	0 00	120.44	120 44	ST
	Jul 31 2009	Jan 15 2010	152 15	1,395 21	1,331 30	0 00	63 91	63 91	ST

WEIL FDN BROKERAGE

Realized Gains and Losses (Continued)

Period Ended June 30, 2010

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Aug 07 2009	Jan 15 2010	6,662 06	61,091 08	57,760 05	0 00	3,331 03	3,331 03	ST
	Aug 07 2009	May 03 2010	615 35	5,692 00	5,335 09	0 00	356 91	356 91	ST

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	77,662 89	72,701 04	0 00	4,961 85	4,961 85
NET SHORT TERM GAINS (LOSSES)	**77,662.89**	**72,701.04**	**0.00**	**4,961.85**	**4,961.85**
LONG TERM GAINS	8,396 82	7,408 14	0 00	988 68	988 68
LONG TERM LOSSES	69,632 29	74,479 38	0 00	(4,847 09)	(4,847 09)
NET LONG TERM GAINS (LOSSES)	**78,029.11**	**81,887.52**	**0.00**	**(3,858.41)**	**(3,858.41)**

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes You should use only your official form 1099's or other tax records for tax reporting This information is not, and should not be construed as tax, accounting or legal advice Please consult with your tax advisor regarding the tax consequences of your investment decisions The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	Feb 08 2007	Aug 13 2009	5,060 70	32,692 10	41,548 31	0 00	(8,856 21)	(8,856 21)	LT
	Feb 28 2007	Aug 13 2009	633 54	4,092 66	5,214 02	0 00	(1,121 36)	(1,121 36)	LT
	Mar 30 2007	Aug 13 2009	1,121 92	7,247.57	9,199 70	0 00	(1,952.13)	(1,952.13)	LT
	Apr 30 2007	Aug 13 2009	1,117.52	7,219 15	9,241.85	0 00	(2,022.70)	(2,022.70)	LT
	May 31 2007	Aug 13 2009	1,123 88	7,260 25	9,316 94	0.00	(2,056 70)	(2,056 70)	LT
	Jun 29 2007	Aug 13 2009	1,154 67	7,459 19	9,352 86	0 00	(1,893 67)	(1,893 67)	LT
	Jul 31 2007	Aug 13 2009	631 01	4,076 31	4,871 38	0 00	(795 07)	(795 07)	LT
	Aug 31 2007	Aug 13 2009	340 08	2,196 93	2,645 84	0 00	(448 91)	(448 91)	LT
	Sep 28 2007	Aug 13 2009	325 90	2,105 30	2,587.63	0 00	(482 33)	(482 33)	LT
	Oct 31 2007	Aug 13 2009	246 24	1,590 69	1,955 12	0 00	(364 43)	(364 43)	LT
	Nov 30 2007	Aug 13 2009	255 19	1,648 50	1,962 37	0 00	(313 88)	(313 88)	LT
	Dec 31 2007	Aug 13 2009	320 36	2,069 50	2,444 32	0 00	(374 82)	(374 82)	LT
	Jan 31 2008	Aug 13 2009	142 34	919 50	1,043 34	0 00	(123 84)	(123 84)	LT
	Feb 29 2008	Aug 13 2009	135 12	872 90	968 83	0 00	(95 94)	(95 94)	LT
	Mar 31 2008	Aug 13 2009	136 90	884 39	977.49	0 00	(93 10)	(93.10)	LT
	Apr 30 2008	Aug 13 2009	132.05	853.02	983.75	0 00	(130 73)	(130 73)	LT
	May 30 2008	Aug 13 2009	133 39	861 71	992 43	0 00	(130 72)	(130 72)	LT
	Jun 30 2008	Aug 13 2009	142 90	923 13	1,017 44	0 00	(94 31)	(94 31)	LT
	Jul 31 2008	Aug 13 2009	147 13	950 43	1,024 00	0 00	(73 57)	(73 57)	LT
	Aug 29 2008	Aug 13 2009	126 72	818 59	880 68	0.00	(62 09)	(62 09)	ST
	Sep 30 2008	Aug 13 2009	105 96	684 49	678 13	0 00	6 36	6 36	ST
	Oct 31 2008	Aug 13 2009	128 32	828 94	680 09	0 00	148 85	148 85	ST
	Nov 28 2008	Aug 13 2009	134 60	869 50	656 84	0 00	212 66	212 66	ST
	Dec 31 2008	Aug 13 2009	143 69	928 24	727 07	0 00	201 17	201 17	ST
	Jan 30 2009	Aug 13 2009	126 55	817 53	670 73	0 00	146 80	146 80	ST
	Feb 27 2009	Aug 13 2009	125 11	808 22	646 83	0 00	161.39	161 39	ST
	Mar 31 2009	Aug 13 2009	120 49	778 39	625 36	0 00	153 03	153 03	ST
	Apr 30 2009	Aug 13 2009	8,907 57	57,542 88	50,238 67	0 00	7,304.20	7,304 20	ST
GOLDMAN SACHS INVESTMENT GRADE CREDIT FUND - INST	Jul 10 2007	Oct 20 2009	23,648 10	213,069 41	232,933 81	0 00	(19,864 40)	(19,864 40)	LT

WEIL FDN BROKERAGE

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	63,258 19	54,923 72	0 00	8,334 47	8,334 47
SHORT TERM LOSSES	818 59	880 68	0 00	(62 09)	(62 09)
NET SHORT TERM GAINS (LOSSES)	**64,076.78**	**55,804.40**	**0.00**	**8,272.38**	**8,272.38**
LONG TERM LOSSES	298,992 63	340,281.43	0 00	(41,288 80)	(41,288 80)
NET LONG TERM GAINS (LOSSES)	**298,992.63**	**340,281.43**	**0.00**	**(41,288.80)**	**(41,288.80)**

Realized Gains and Losses
From 07/01/2009 to 06/30/2010

Weil Foundation
Fidelity Accouint #xxxxx4773

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Short Smal Cap Pro Fund Invesotor	various	7/21/2009	2,541.276	40,558.77	43,430.41	(2,871.64)	
Short Smal Cap Pro Fund Invesotor	various	07/28/209	1,370.642	20,874.88	23,424.27	(2,549.39)	
Bear Pro Fund Investors Shares	various	7/21/2009	2,087.531	61,415.15	64,922.21	(3,507.06)	
Bear Pro Fund Investors Shares	various	7/28/2009	1,136.971	32,335.46	35,359.80	(3,024.34)	
Bear Pro Fund Investors Shares	various	3/1/2010	4,203.636	101,265.59	106,106.72	(4,841.13)	
Bear Pro Fund Investors Shares	various	6/21/2010	4,051.087	95,362.59	97,645.06	(2,282.47)	
Brown Capital Mgmt Small Comp	8/31/2009	12/18/2009	28.927	1,000.00	904.26	95.74	
Fairholme Fund	1/7/2009	8/31/2009	2,480.761	69,236.86	53,609.25	15,627.61	
Fairholme Fund	1/7/2009	12/18/2009	89.016	2,624.00	1,929.87	694.13	
Fairholme Fund	1/7/2009	1/4/2010	445.536	13,536.12	9,659.22	3,876.90	
Fidelity Select Gold	1/28/2010	5/3/2010	632.793	29,032.54	25,007.98	4,024.56	
Fidelity Select Gold	4/9/2010	5/3/2010	5.554	254.82	251.22	3.60	
Fmi Common Stock	8/31/2009	12/18/2009	47.326	1,000.00	956.93	43.07	
Fund*x Upgrader Fund	1/7/2009	8/31/2009	2,067.112	55,750.00	50,396.19	5,353.81	
Fund*x Upgrader Fund	1/7/2009	12/18/2009	34.153	1,000.00	832.65	167.35	
Fund*x Upgrader Fund	various	1/4/2010	2,013.553	61,131.48	49,150.83	11,980.65	
Hennessy Cornerstonegrowth	various	8/31/2009	8,237.520	72,836.85	69,735.00	3,101.85	
Hennessy Focus 30 Fund	1/7/2009	8/31/2009	7,391.553	64,750.00	54,254.00	10,496.00	
Hennessy Focus 30 Fund	various	12/18/2009	107.759	1,000.00	792.03	207.97	
Hennessy Focus 30 Fund	various	1/4/2010	8,283.819	80,021.69	60,847.00	19,174.69	
Hussman Strategic Total Return	10/6/2008	12/18/2009	452.675	5,474.00	5,296.30		177.70

Realized Gains and Losses
From 07/01/2009 to 06/30/2010

Weil Foundation
Fidelity Accouint #xxxxx4773

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Hussman Strategic Growth Fund	3/17/2006	12/18/2009	312.012	3,974.00	4,305.77		(331.77)
Ishares Tr Dow Jones US Real	8/17/2009	12/18/2009	14.000	628.99	533.31	95.68	
LARGE CAP VALUE PROFUND INV	12/1/2009	12/18/2009	50.438	1,670.00	1,670.00	-	
LARGE CAP VALUE PROFUND INV	various	1/4/2010	7,008.550	235,277.02	232,017.81	3,259.21	
Leuthold Assett Allocation	1/7/2009	8/31/2009	450.747	3,935.02	3,421.17	513.85	
Leuthold Assett Allocation	1/7/2009	12/21/2009	144.778	1,400.00	1,100.31	299.69	
Leuthold Assett Allocation	1/7/2009	1/4/2010	580.636	5,759.91	4,412.83	1,347.08	
Loomis Sayles Bond Instl	12/17/2008	8/31/2009	1,806.626	22,574.89	21,625.31		949.58
Loomis Sayles Bond Instl	12/17/2008	12/18/2009	413.534	5,474.00	4,958.27		515.73
Loomis Sayles Bond Instl	various	5/21/2010	7,630.868	103,219.65	91,723.03		11,496.62
Pimco High Yield Instl	12/24/2008	8/31/2009	3,139.656	25,530.80	21,161.28	4,369.52	
Pimco High Yield Instl	various	2/8/2010	2,043.740	18,023.27	13,938.31		4,084.96
Pimco High Yield Instl	various	2/8/2010	19,033.406	167,851.16	129,807.83	38,043.33	
Pimco High Yield Instl	various	5/7/2010	1,416.724	12,621.26	12,297.16		324.10
Pimco High Yield Instl	various	5/7/2010	19,544.780	174,119.74	169,648.69	4,471.05	
Pimco Total Return Instl	various	3/5/2010	3,043.377	33,442.21	33,264.11		178.10
Pimco Total Return Instl	3/31/2009	3/5/2010	14,464.833	158,947.02	158,100.63	846.39	
ProFunds Mid Cap Value	10/1/2009	10/12/2009	3,798.776	134,666.60	129,120.40	5,546.20	
ProFunds Mid Cap Value	various	10/30/2009	4,035.708	133,097.65	134,626.82	(1,529.17)	
ProFunds Mid Cap Value	10/26/2009	12/1/2009	2,958.829	103,322.31	105,973.05	(2,650.74)	
ProFunds Mid Cap Value	1/4/2010	1/28/2010	3,759.314	134,357.90	138,605.90	(4,248.00)	
ProFunds Mid Cap Value	1/4/2010	2/1/2010	2,519.298	90,165.68	92,886.51	(2,720.83)	

Realized Gains and Losses
From 07/01/2009 to 06/30/2010

Weil Foundation
Fidelity Account #xxxxx4773

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains
Small Cap GrowthPro Fund I	7/27/2009	8/10/2009	1,638.303	50,852.93	49,509.51	1,343.42	
Small Cap Value Inv	various	9/21/2009	1,929.871	68,105.14	64,419.09	3,686.05	
Small Cap Value Inv	various	10/1/2009	5,044.262	168,579.24	168,404.38	174.86	
Small Cap Value Inv	3/1/2010	5/10/2010	1,649.403	66,273.01	61,341.30	4,931.71	
Small Cap Value Inv	3/1/2010	5/18/2010	2,397.952	95,846.14	89,179.86	6,666.29	
VAN ECK INTL INV GOLD FD A	various	various	2,968.883	50,526.16	38,810.54	11,715.62	
Short Term Gains				2,675,899.22	2,543,966.12	143,885.54	
Total Long Gains				204,803.28	187,408.26		17,395.02
Total (Sales)				2,880,702.50	2,731,374.38	143,885.54	17,395.02

FORM 8688 EXPLANATION FOR EXTENSION STATEMENT 9

EXPLANATION

THE FOUNDATION ONLY RECENTLY RECEIVED ADDITIONAL INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN. THE RETURN IS IN PROCESS AND IS EXPECTED TO BE FILED IN THE VERY NEAR FUTURE.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization THE WEIL FOUNDATION C/O MURPHY DEANE & CO.	Employer identification number 31-1627660
	Number, street, and room or suite no If a P O. box, see instructions 3400 FRANKLIN MANOR CT.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions FAIRFAX, VA 22033	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ KENNETH M. WEIL - 25 BUTLER'S ISLAND ROAD - DARIEN, CT 06820-6203

  Telephone No. ▶ 203-656-3166 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until MAY 15, 2011

5 For calendar year ______ , or other tax year beginning JUL 1, 2009 , and ending JUN 30, 2010

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

SEE STATEMENT 9

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 1,866.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 10,654.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶