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

2010

For calendar year 2010, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Name of foundation: WEISSBERG FOUNDATION

A Employer identification number: 54-1475954

Number and street (or P O box number if mail is not delivered to street address): 1901 NORTH MOORE STREET NO. 803 Room/suite

B Telephone number: (540) 341-0099

City or town, state, and ZIP code: ARLINGTON, VA 22209

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) ▶$ 7,504,908.

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	1,398,858.		N/A	
	2 Check ▶[ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	64,399.	64,399.		STATEMENT 2
	4 Dividends and interest from securities	160,962.	160,962.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<64,192.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 3,456,998.				
	7 Capital gain net income (from Part IV, line 2)		274,164.		
	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	16,103.	629.		STATEMENT 4
	12 Total. Add lines 1 through 11	1,576,130.	500,154.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,700.	0.		7,700.
	14 Other employee salaries and wages	140,329.	0.		140,329.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	5,993.	0.		5,993.
	b Accounting fees STMT 6	2,975.	1,488.		1,487.
	c Other professional fees STMT 7	23,656.	0.		23,624.
	17 Interest				
	18 Taxes STMT 8	4,504.	529.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,493.	0.		2,493.
	22 Printing and publications				
	23 Other expenses STMT 9	<22,298.>	11,113.		<33,411.>
	24 Total operating and administrative expenses. Add lines 13 through 23	165,352.	13,130.		148,215.
	25 Contributions, gifts, grants paid	641,200.			641,200.
	26 Total expenses and disbursements. Add lines 24 and 25	806,552.	13,130.		789,415.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	769,578.			
	b Net investment income (if negative, enter -0-)		487,024.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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17140720 792894 541475954 2010.04000 WEISSBERG FOUNDATION 54147591

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (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	610,907.	<18,970.>	<18,970.>
	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 10	4,922,435.	6,330,978.	7,390,218.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	46,783.	37,695.	133,660.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5,580,125.	6,349,703.	7,504,908.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,580,125.	6,349,703.	
	30 **Total net assets or fund balances**	5,580,125.	6,349,703.	
	31 **Total liabilities and net assets/fund balances**	5,580,125.	6,349,703.	

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	5,580,125.
2 Enter amount from Part I, line 27a	2	769,578.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,349,703.
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	6,349,703.

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	3,456,998.		3,182,834.	274,164.

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				274,164.

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** 274,164.

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))
2009	877,774.	5,426,100.	.161769
2008	786,428.	7,421,017.	.105973
2007	931,205.	8,177,402.	.113875
2006	819,727.	7,057,583.	.116148
2005	719,052.	6,271,011.	.114663

2	**Total** of line 1, column (d)	2	.612428
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	.122486
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,151,860.
5	Multiply line 4 by line 3	5	753,517.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,870.
7	Add lines 5 and 6	7	758,387.
8	Enter qualifying distributions from Part XII, line 4	8	789,415.

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 ▶ [X] and enter 1% of Part I, line 27b		1	4,870.
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	4,870.
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	4,870.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 5,215.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,868.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	7,083.
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	2,213.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	2,213. **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?	4b	X	
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) ▶ VA,DE			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ (540) 341-0099

Located at ▶ SAME ADDRESS, ARLINGTON, VA ZIP+4 ▶ 22209

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			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 22 of the instructions)?	1b		X
	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)* 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 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "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
SEE STATEMENT 12		7,700.	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
ILENE TRACHTENBERG 1909 ABBOTSFORD DR, VIENNA , VA 22182	EXECUTIVE DIRECTOR 36.00	92,660.	6,000.	0.

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	6,059,258.
b	Average of monthly cash balances	1b	186,285.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,245,543.
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	6,245,543.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,683.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,151,860.
6	**Minimum investment return.** Enter 5% of line 5	6	307,593.

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	307,593.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 4,870.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,870.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	302,723.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	302,723.
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	302,723.

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	789,415.
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	789,415.
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	4,870.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	784,545.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				302,723.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 423,965.				
b From 2006 485,140.				
c From 2007 535,275.				
d From 2008 368,444.				
e From 2009 608,897.				
f **Total** of lines 3a through e	2,421,721.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 789,415.				
a Applied to 2009, but not more than line 2a			0.	
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 2010 distributable amount				302,723.
e Remaining amount distributed out of corpus	486,692.			
5 Excess distributions carryover applied to 2010 (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	2,908,413.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
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 2005 not applied on line 5 or line 7	423,965.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	2,484,448.			
10 Analysis of line 9:				
a Excess from 2006 485,140.				
b Excess from 2007 535,275.				
c Excess from 2008 368,444.				
d Excess from 2009 608,897.				
e Excess from 2010 486,692.				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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).)

MARVIN F. WEISSBERG

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 ▶ ☐ 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:

SEE STATEMENT 13

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 #14				
Total			▶ 3a	641,200.
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	64,399.	
4 Dividends and interest from securities			14	160,962.	
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			14	629.	15,474.
8 Gain or (loss) from sales of assets other than inventory			18	<64,192.>	
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.		161,798.	15,474.

13 Total. Add line 12, columns (b), (d), and (e) 13 177,272.

(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).
	N/A

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

Signature of officer or trustee: [signature] Date: 7/27/11 Title: [signature]

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KELLY TOOLE	[signature]	7/22/11		

Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP — Firm's EIN ▶

Firm's address ▶ 8219 LEESBURG PIKE, SUITE 800
VIENNA, VA 22182 — Phone no. (703) 923-8300

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, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization	**Employer identification number**
WEISSBERG FOUNDATION	54-1475954

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 an organization 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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
WEISSBERG FOUNDATION	54-1475954

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARVIN F WEISSBERG 1401 N. OAK STREET, APT 302 ARLINGTON, VA 22209	$ 1,382,130.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	WEISSBERG CORPORATION 28 BLACKWELL PARK LANE, SUITE 202 WARRENTON, VA 20186	$ 16,728.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
WEISSBERG FOUNDATION	54-1475954

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITIES - SEE ATTACHED	$ 1,382,130.	VARIOUS
2	HEALTH INSURANCE PREMIUMS	$ 16,728.	VARIOUS
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
WEISSBERG FOUNDATION	54-1475954

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Schedule B, Part II, Noncash Property Attachment

MFW Stock Transfers 2010

Date	Number of shares	Stock/Brokerage/Payee	Market Value when Gifted	Cost Basis/Date Originally Acquired
June 2010	1,000	Allegheny Tech Inc. *Charles Schwab* WEISSBERG FOUNDATION	$50,810	$18,827 3/4/09
June 2010	1,000	CSX Corp *Charles Schwab* WEISSBERG FOUNDATION	$53,370	$21,994 4/12/00
June 2010	1,000	Canadian National Railway *Charles Schwab* WEISSBERG FOUNDATION	$59,790	$40,534 2/10/04
June 2010	1,000	Conoco Phillips *Charles Schwab* WEISSBERG FOUNDATION	$53,510	$27,220 8/11/03
June 2010	1,000	Hewlett Packard *Charles Schwab* WEISSBERG FOUNDATION	$46,890	$90,338 8/20/04
June 2010	2,000	Johnson Controls Inc. *Charles Schwab* WEISSBERG FOUNDATION	$56,660	$92,996 3/08/02
June 2010	5,000	Radioshack Corp *Charles Schwab* WEISSBERG FOUNDATION	$107,700	$164,018 12/28/06
June 2010	1,000	Target Corp *Charles Schwab* WEISSBERG FOUNDATION	$52,670	$56,530 9/15/00
June 2010	1,000	Union Pacific Corp *Charles Schwab* WEISSBERG FOUNDATION	$73,960	$28,507 1/16/02
Dec 2010	1,000	Astrazeneca PLC Spend Adr *Charles Schwab* WEISSBERG FOUNDATION	$49,280	$40,702 5/28/09
Dec 2010	1,000	Canadian National Railway *Charles Schwab* WEISSBERG FOUNDATION	$67,450	$10,997 4/12/00
Dec 2010	2,000	Corning Inc. *Charles Schwab* WEISSBERG FOUNDATION	$37,280	$23,684 4/1/09
Dec 2010	2,000	Del Monte Foods Co. *Charles Schwab* WEISSBERG FOUNDATION	$37,540	$15,861 9/2/02

A Sold

MFW Stock Transfers 2010

Date	Number of shares	Stock/Brokerage/Payee	Market Value when Gifted	Cost Basis/Date Originally Acquired
Dec 2010	2,000	Hewlett Packard Co Del *Charles Schwab* WEISSBERG FOUNDATION	$82,460	$36,138 8/20/04
Dec 2010	2,000	Honda Motor Adr New *Charles Schwab* WEISSBERG FOUNDATION	$75,560	$35,310 1/28/03
Dec 2010	1,000	Ingersoll-Rand PLC *Charles Schwab* WEISSBERG FOUNDATION	$46,010	$18,954 11/28/00
Dec 2010	2,000	Johnson Controls Inc *Charles Schwab* WEISSBERG FOUNDATION	$76,160	$30,999 3/8/02
Dec 2010	1,000	Kimberly Clark *Charles Schwab* WEISSBERG FOUNDATION	$61,990	$48,871 4/15/98
Dec 2010	1,000	Norfolk Southern Corp. *Charles Schwab* WEISSBERG FOUNDATION	$62,520	$18,385 4/12/00
Dec 2010	5,000	RadioShack Corp. *Charles Schwab* WEISSBERG FOUNDATION	$91,400	$79,759 5/2/08
Dec 2010	1,000	Tyco Intl Ltd. Namen-Akt *Charles Schwab* WEISSBERG FOUNDATION	$41,870	$17,632, 4/23/03 (750 sh.) $9,979, 4/28/10 (250 sh.)
Dec 2010	600	Unilever PLC New Adr *Charles Schwab* WEISSBERG FOUNDATION	$18,300	$12,350 8/22/02
Dec 2010	1,000	United Techs Corp. Com	$78,950	$68,447 2/22/10
	36,600 *To Foundation*		*$1,382,130* *To Foundation*	TR

A

Sum of A = 1,009,032 TR

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	MERRILL LYNCH	P	VARIOUS	VARIOUS
b	MERRILL LYNCH	P	VARIOUS	VARIOUS
c	GOLDMAN SACHS	P	VARIOUS	VARIOUS
d	GOLDMAN SACHS	P	VARIOUS	VARIOUS
e	GOLDMAN SACHS	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS	P	VARIOUS	VARIOUS
g	BUCKEYE PARTNERS, L.P.	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
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	291,682.		235,466.	56,216.
b	315,693.		259,568.	56,125.
c	1,373,551.		1,244,192.	129,359.
d	1,133,392.		1,122,522.	10,870.
e	274,867.		255,326.	19,541.
f	66,693.		65,760.	933.
g	<1,348.>			<1,348.>
h	2,468.			2,468.
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				56,216.
b				56,125.
c				129,359.
d				10,870.
e				19,541.
f				933.
g				<1,348.>
h				2,468.
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	274,164.
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

023591
05-01-10

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERRILL LYNCH	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
291,682.	252,446.	0.	0.	39,236.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERRILL LYNCH	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
315,693.	305,246.	0.	0.	10,447.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,373,551.	1,337,181.	0.	0.	36,370.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,133,392.	1,305,231.	0.	0.	<171,839.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
274,867.	255,326.	0.	0.	19,541.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66,693.	65,760.	0.	0.	933.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BUCKEYE PARTNERS, L.P.	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<1,348.>	0.	0.	0.	<1,348.>

CAPITAL GAINS DIVIDENDS FROM PART IV	2,468.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<64,192.>

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

SOURCE	AMOUNT
BUCKEYE PARTNERS, L.P.	283.
GOLDMAN SACHS	60,511.
MERRILL LYNCH	3,468.
VIRGINIA COMMERCE BANK	137.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	64,399.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BUCKEYE PARTNERS, L.P.	188.	0.	188.
GOLDMAN SACHS	77,397.	2,468.	74,929.
MERRILL LYNCH	85,845.	0.	85,845.
TOTAL TO FM 990-PF, PART I, LN 4	163,430.	2,468.	160,962.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	1,189.	1,189.	
BUCKEYE PARTNERS, L.P.	<560.>	<560.>	
EXCISE TAX REFUND	15,474.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	16,103.	629.	

FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	5,993.	0.		5,993.
TO FM 990-PF, PG 1, LN 16A	5,993.	0.		5,993.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,975.	1,488.		1,487.
TO FORM 990-PF, PG 1, LN 16B	2,975.	1,488.		1,487.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	23,656.	0.		23,624.
TO FORM 990-PF, PG 1, LN 16C	23,656.	0.		23,624.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	529.	529.		0.
FEDERAL EXCISE TAXES	3,975.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,504.	529.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	4,405.	0.		4,405.
POSTAGE & DELIVERY	983.	0.		983.
SUPPLIES	2,862.	0.		2,862.
BROKER FEES	11,113.	11,113.		0.
CONTRACTED SERVICES	11,811.	0.		11,811.
BANK CHARGES	89.	0.		89.
HEALTH INSURANCE	16,728.	0.		16,728.
PAYROLL REIMBURSEMENT	<70,289.>	0.		<70,289.>
TO FORM 990-PF, PG 1, LN 23	<22,298.>	11,113.		<33,411.>

FORM 990-PF — CORPORATE STOCK — STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH	2,828,947.	3,639,137.
GOLDMAN SACHS	3,502,031.	3,751,081.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,330,978.	7,390,218.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BUCKEYE PARTNERS, L.P.	FMV	37,695.	133,660.
TOTAL TO FORM 990-PF, PART II, LINE 13		37,695.	133,660.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARVIN F. WEISSBERG 1901 NORTH MOORE STREET, STE. 803 ARLINGTON, VA 22209	PRESIDENT 0.00	0.	0.	0.
NINA V. WEISSBERG 93237 MT. GILEAD ROAD LEESBURG, VA 20175	V.P./DIRECTOR 0.00	0.	0.	0.
MARTIN HEYERT 4527 Q LANE, NW WASHINGTON, DC 20007	DIRECTOR 0.00	2,000.	0.	0.
BARBARA NAPOLITANO 6306 DAHLONEGA ROAD BETHESDA, MD 20816	TREASURER 0.00	2,400.	0.	0.
WALLACE BABINGTON 290 N STREET, SW WASHINGTON, DC 20024	SECRETARY 0.00	2,800.	0.	0.
WESLIE WEISSBERG 567-A 3RD STREET BROOKLYN, NY 11215	DIRECTOR 0.00	500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		7,700.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARVIN WEISSBERG, 1901 NORTH MOORE STREET, SUITE 803, ARLINGTON, VA 22209

TELEPHONE NUMBER

(703) 276-7500

FORM AND CONTENT OF APPLICATIONS

APPLICATION REQUIREMENTS: 1.CURRENT AUDITED FINANCIAL STATEMENTS OR RECENT IRS FORM 990. 2.PROOF OF SEC 501(C)(3) TAX EXEMPT STATUS. 3.A BRIEF PROPOSAL. PLEASE INCLUDE THE FOLLOWING: 1.THE DATE, NAME, ADDRESS AND PHONE NUMBER OF YOUR ORGANIZATION, AND CONTACT PERSON. 2.THE GOALS, PURPOSE AND INTENT OF THE GRANT, AND THE POPULATION TO BE SERVED. DESCRIBE IN A CONCISE SUMMARY THE NEED, CURRENT CONDITION, PROBLEM OR ISSUES YOU ARE SEEKING TO ADDRESS. 3.KEY INDIVIDUALS. PROFILE THE INDIVIDUALS INVOLVED THAT WILL HAVE PRIMARY RESPONSIBILITY FOR SUPERVISING THE GRANT. INCLUDE THE NAMES OF THE EXECUTIVE OFFICER AND BOARD OF DIRECTORS. 4.BUDGET. PROVIDE A BUDGET OF THE COSTS AND EXPENSES FOR ADMINISTERING THE PROGRAM. STATE THE DOLLAR AMOUNT OF THE REQUEST, ANNUAL BUDGET AND AN ITEMIZED PROJECT BUDGET. 5.SPECIFY THE SITE WHERE THE GRANT WILL BE ADMINISTERED. 6.LIST SPECIFIC GOALS TO BE ACHIEVED AND THE TIMETABLE FOR IMPLEMENTATION. 7.EXPLAIN HOW YOU PLAN TO MEASURE AND EVALUATE THE SUCCESS OF THE GRANT. DESCRIBE THE SCHEDULE AND STEPS YOU WILL TAKE TO EVALUATE WHETHER YOU HAVE REACHED YOUR STATED GOALS.

ANY SUBMISSION DEADLINES

APRIL 15 - DEADLINE FOR PROPOSALS FOR THEATRE, ARTS & EDUCATION PROGRAMS
SEPTEMBER 15 - DEADLINE FOR PROPOSALS FOR ALL OTHER PROGRAMS

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE WEISSBERG FOUNDATION WORKS TO STRENGTHEN SOCIAL JUSTICE, COMBAT POVERTY, IMPROVE HEALTH AND ENRICH THE ARTS IN THE WASH., D.C. METROPOLITAN AREA. WE ARE INTERESTED IN THE FOLLOWING: PROGRAMS THAT TARGET UNDERSERVED SEGMENTS OF THIS SOCIETY OUTREACH THAT CROSSES AND BRIDGES ETHNIC AND CULTURAL COMMUNINITIES ARTISTIC ENDEAVORS LOCATED IN AND GENUINELY INVOLVED WITH UNDERSERVED COMMUNITIES YOUNG ORGANIZATIONS COMMITTED TO NEW APPROACHES TO OLD PROBLEMS THE FOUNDATION ENCOURAGES PROPOSALS FOR COMMUNITY-CENTERED INITIATIVES AND INNOVATIVE APPROACHES TO EFFECT SOCIO-ECONOMIC CHANGE. THE FOUNDATION AWARDS TO NONPROFIT, CHARITABLE ORGANIZATIONS DESIGNATED BY THE INTERNAL REVENUE SERVICE AS 501(C)(3) ORGANIZATIONS AND WHOSE ACTIVITES AND PROGRAMS MEET THE FOUNDATIONS' FUNDING GUIDELINES.

Form 990-PF Part XV
Statement #14

WEISSBERG FOUNDATION
GRANTS – 2010

Organization	Purpose	Amount
Adventure Theatre	For participation in the after school program of Septima Clark Charter School, and general operating expenses.	$1,000
Alexandria Neighborhood Health Services	General operating expenses	$20,000
Alive!	General operating expenses	$1,500
Arena Stage	To support six Bob Alexander Camp Arena Stage Scholarships and one Bob Alexander Memorial Community Engagement Fellowship.	$20,000
Arlington Free Clinic	General operating expenses	$4,000
Ayuda	general operating expenses	$1,000
Beloit College	To support the Weissberg Program in International Affairs	$50,000
Bettmann Dances - Day Eight	For participation in the cost of the project *Quis Custodiet*.	$250
Black Women Playwrights Group	General operating expenses and costs associated with planning the Folger seminar for Washington based playwrights.	$1,000
Black Women Playwrights Group	Transportation costs for NEA's Director of Research and Analysis to attend the Theatre and Digital Media Conference in Chicago in April 2010.	$750
Center for Self Discovery	General operating expenses	$2,000
Center for Self Discovery	General operating expenses	$5,000
City Kids Wilderness Project	General Operating Expenses	$10,000
Community Foundation for the National Ca	General operating expenses	$250
Community Foundation of Northern Virgin	General operating expenses	$500
Contemporary American Theatre Festival	General operating expenses	$1,000
Contemporary American Theatre Festival	To fund four or more young professionals in the CATF Weissberg Fellows pro	$15,000
Corcoran Gallery of Art	Camp Creativity scholarships for eight to 10 students for week-long summer sessions of Corcoran ArtReach at THEARC and its downtown campus.	$5,000
Cultural Development Corporation	1) $5,000 for general operating support, and 2) CuDC to re-grant $5,000 to Round House Theatre to support the Silver Spring series.	$10,000
DC Campaign to Prevent Teen Pregnancy	General operating expenses	$20,000
DC Public Education Fund	To support the DCPS Catalyst Project	$20,000
Family Support Center	General operating expenses	$1,000
Food & Friends	For new kitchen equipment.	$1,000
Forum Theatre	General operating expenses	$5,000
Friedreich's Ataxia Research Alliance	For general operating expenses	$10,000
Friends of Guest House	General operating expenses	$20,000
HIPS	Pay for the costs of the training workshop for staff and volunteers of Friends of Guest House	$250
Hopkins House	General operating expenses	$500
Jubilee Jumpstart	General operating expenses	$20,000
Jubilee Jumpstart	General Operating expenses	$5,000
Just Neighbors	1) $10,000, to support the salary of the Legal Assistant position, and 2) $10,000 for general operating support.	$20,000
Living Classrooms	General operating expenses	$250
Media Matters	To support Progressive Talent Initiative trainings.	$20,000
Metro Teen AIDS	To help with costs associated with the administration of a fund raising event.	$500
Metro Teen AIDS	General Operating Expenses	$20,000
Metro Teen AIDS	AIDS Stigma Peers Project	$2,000
Metro Teen AIDS	General operating expenses	$5,000
N Street Village	General operating expenses	$20,000
National Advocates for Pregnant Women	General operating expenses	$20,000
National Center for Family Philanthropy	General operating expenses	$500
New Endeavors by Women	General operating expenses	$20,000
New York University	For the construction of the NYU-DC Center	$50,000
Notre Dame/ Letras Latinas	General operating expenses.	$2,500
Notre Dame/ Letras Latinas	General operating expenses	$2,500
Notre Dame/ Letras Latinas	General operating expenses	$1,000
Opera Theatre of NOVA	General operating expenses	$5,000
Osborne Association	To support the Osborne Family Emergency Fund	$8,000
Osborne Association	General operating expenses	$10,000

Form 990-PF Part XV
Statement #14

WEISSBERG FOUNDATION
GRANTS -- 2010

Organization	Purpose	Amount
Osborne Association	To support the New York Summit	$7,000
Osborne Association	To support the Family Ties Program	$20,000
Our Place DC	General operating expenses	$1,000
Pediatric AIDS/HIV Care	General operating expenses	$2,000
Primary Stages	To support travel expenses for playwrights attending the Theatre School in N.Y.C., and general operating expenses.	$3,500
Root Capital	To support Root Capital's Gender Inclusion Initiative and to accelerate the launch of the gender inclusion task force.	$50,000
SAFE	General operating expenses	$5,000
Septima Clark Public Charter School	To support the special education program, including hiring special education te	$10,000
Shirlington Employment Education Center	To support one full session of three vocational classes in drywall, ceramic tile, and frame carpentry.	$2,450
Signature Theatre	To support four full and four partial Weissberg Fellowships for Signature Theater's Overtures program	$15,000
Solas Nua	To bring contemporary Irish plays from Ireland to the US and for general operating expenses.	$1,000
Turning the Page	General operating expenses	$10,000
Warrenton Fields Association	For the playground fund	$10,000
Washington AIDS Partnership	General operating expenses	$20,000
Washington Concert Opera	General operating expenses	$3,000
Washington Shakespeare Co.	General operating expenses	$500
Washington Stage Guild	Purchase of costumes	$1,000
Washington Youth Garden	General operating expenses	$10,000
Women's Center	General operating expenses	$1,000
Word Dance Theater	General operating expenses	$2,500
Yachad	To support the *Our City Film Festival*	$3,000
Yachad	General operating expenses	$1,000
Yachad	General operating expenses	$3,000
Youth for Tomorrow	General operating expenses	$1,000
	TOTAL GRANTS: 2010	**$641,200**

Part IV Capital Gains and Losses for Tax on Investment Income

Merrill Lynch

THE WEISSBERG FOUNDATION

EMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
12/31/10	Fgn Div Tax		CANADIAN NATL RAILWAY CO		162.00	
			Net Total		**1,800.19**	**148.78**
			Fees			
01/06/10			EMA ANNUAL FEE		150 00	
			Net Total		**150.00**	

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	FMV@ Cont. date	Gain or (Loss)
1,000.0000	ALLEGHENY TECH INC	06/23/10	06/25/10	48,309.17	50,810		-2,501
1,020.0000	CANADIAN NATL RAILWAY CO	06/05/98	06/25/10	60,015.78	43,355		16,660
1,010.0000	JOHNSON AND JOHNSON COM	01/27/00	06/25/10	59,599.08	42,420 00		17,179.08
5,000.0000	RADIOSHACK CORP	06/23/10	06/25/10	104,548.22	107.700		-3.152
400.0000	JPMORGAN CHASE & CO CLD	05/28/09	08/20/10	19,999.99	15,804 00		4,195.99
600.0000	JPMORGAN CHASE & CO CLD	05/28/09	08/20/10	30,000.00	24,006 00		5,994 00
100.0000	JPMORGAN CHASE & CO CLD	08/03/09	08/20/10	5,000.00	4,355 00		645.00
900.0000	JPMORGAN CHASE & CO CLD	08/03/09	08/20/10	45,000.00	39,519.00		5,481.00
100.0000	JPMORGAN CHASE & CO CLD	08/03/09	08/20/10	5,000.00	4,396.00		604.00
102.0000	JPMORGAN CHASE & CO CLD	08/03/09	08/20/10	5,100.00	4,512.48		587.52
798.0000	JPMORGAN CHASE & CO CLD	08/03/09	08/20/10	39,900.01	35,479.08		4,420.93
150 0000	MORGAN STANLEY	08/27/10	11/01/10	827.37	903.99		(76.62)
500.0000	MORGAN STANLEY	08/27/10	11/01/10	2,757.89	3,018.29		(260.40)
200.0000	MORGAN STANLEY	08/27/10	11/01/10	1,103.16	1,220.22		(117.06)
100.0000	MORGAN STANLEY	08/27/10	11/01/10	551.58	610 11		(58.53)
50.0000	MORGAN STANLEY	08/27/10	11/01/10	275.80	305 05		(29.25)
1,000.0000	INGERSOLL-RAND PLC	12/15/10	12/16/10	45,833.42	46,010		-177
300.0000	RADIOSHACK CORP	05/02/08	12/16/10	5,513.91	~~4,785 54~~	91,400	728.37
200 0000	RADIOSHACK CORP	05/02/08	12/16/10	3,676.44	~~3,190.36~~		486.08
4,500.0000	RADIOSHACK CORP	05/02/08	12/16/10	82,720.74	~~71,783 06~~		10.937.69
200.0000	TYCO INTL LTD NAMEN-AKT	12/15/10	12/16/10	8,327.86	~~N/A~~	41,870	511
800.0000	TYCO INTL LTD NAMEN-AKT	12/15/10	12/16/10	33,314.79	~~N/A~~		-227

	Sale Price	Cost Basis	Gain/Loss
Long Term	315,693	305,246	10,447
Short Term	291,682	252,446	39,236

PLEASE SEE REVERSE SIDE

Statement Period Year Ending 12/3

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Goldman Sachs

Part IV Capital Gains and Losses for Tax on Investment Income

Statement Detail

WEISSBERG FOUNDATION

Realized Gains and Losses

Period Ended December 31, 2010

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
INDIANA BOND BANK REV 4 7900% 01/15/10 JJ SCH SEVERANCE FDG-6-A TAXBL UT MBIA BEO	May 08 2009	Jan 15 2010	150,000 00	150,000 00	150,000 00 [3]	0 00	(2,259 77)	0 00	NON
AMERICAN EXPRESS BANK, FSB 5 5% 04/16/2013	Apr 15 2009	Jan 26 2010	75,000 00	79,424 25	~~69,985 74~~ [3] 68,750	0 00	10,673 91	9,438 51 10,674	ST
AT&T INC 4 95% 01/15/2013 USD SR LIEN M-W+25 00BP	Mar 27 2009	Jan 26 2010	125,000 00	134,042 50	126,763 67 [3]	0 00	6,827 46	7,278 83	ST
CANADIAN NATIONAL RAILWAY CO CMN	Feb 10 2004	Jan 26 2010	2,000 00	104,759 26	~~40,538 60~~ 107,400	0	64,221 26	64,221 26 -2,641	LT
CONOCOPHILLIPS CMN	Aug 11 2003	Jan 26 2010	2,000 00	101,319 71	~~54,440 00~~ 101,720	0	46,879 71	46,879 71 -401	LT
DOMINION RESOURCES, INC 6 4% 06/15/2018 M-W+35 00BP	Nov 14 2008	Jan 26 2010	50,000 00	55,121 00	45,299 89 [3]	0 00	10,498 70	9,821 11	LT
FEDERAL FARM CREDIT BANK SYSTE	Aug 22 2006	Jan 26 2010	50,000 00	54,717 50	~~50,108 44~~ [3] 50,195	0 00	4,522 18	4,609 06 4,522	LT
FEDERAL HOME LOAN BANK SYSTEM	Feb 05 2009	Jan 26 2010	40,000 00	39,980 00	39,600 00	0 00	380 00	380 00	ST
	Mar 20 2009	Jan 26 2010	150,000 00	150,042 00	150,000 00	0 00	42 00	42 00	ST
	Jul 21 2009	Jan 26 2010	100,000 00	100,867 00	99,950 00	0 00	917 00	917 00	ST
	Dec 15 2009	Jan 26 2010	100,000 00	99,100 00	~~3,702 79~~ [3] 100,010	0 00	99,100 00	95,397 21 -910	ST
FFCB 5 1% 09/18/2012 MS	Aug 30 2007	Jan 26 2010	50,000 00	53,713 00	50,076 61 [3]	0 00	3,575 47	3,636 39	LT
FHLB CA 5 0% 12/03/2014 JD	Nov 19 2007	Jan 26 2010	75,000 00	77,190 00	74,988 75	0 00	2,201 25	2,201 25	LT
FHLB CA STEP 07/07/2014 JJ SER CW-9014 SR LIEN 2 5% 07/07/09-07/07/11	Jun 11 2009	Jan 26 2010	100,000 00	101,567 00	100,000 00	0 00	1,567 00	1,567 00	ST
FNMA CA 4 25% 08/13/2012 FA	Aug 05 2008	Jan 26 2010	50,000 00	50,525 00	50,000 00	0 00	525 00	525 00	LT
GENERAL ELECTRIC CAPITAL COR MTN 4 0% 02/15/2012 SER INTERNOT SR LIEN	Feb 05 2008	Jan 26 2010	50,000 00	50,852 50	~~50,000 00~~ 68,774	0 00	852 50	852 50 2,419	LT
	Oct 01 2008	Jan 26 2010	20,000 00	20,341 00	~~19,256 58~~ [3]	0 00	1,567.10	1,084 42	LT
GENERAL ELECTRIC CAPITAL CORP 4 875000 10/21/2010	Oct 19 2005	Jan 26 2010	50,000 00	51,389 50	49,944 63	0 00	1,444 87	1,444 87	LT

[3] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently

Goldman Sachs

Part IV Capital Gains and Losses for Tax on Investment Income

WEISSBERG FOUNDATION

Realized Gains and Losses (Continued)

Period Ended December 31, 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
HEWLETT-PACKARD COMPANY 4 5% 03/01/2013 M-W+25 00BP	Mar 27 2009	Jan 26 2010	125,000 00	133,443 75	127,394 48[3]	0 00	5,444 02	6,049 27	ST
HONDA MTR LTD (AMER SHS) ADR CMN	Jan 28 2003	Jan 26 2010	2,000 00	69,256 71	~~35,310 00~~ 68.300	0 00	33,946 71	33,946 71 957	LT
MORGAN STANLEY 5 3% 03/01/2013 USD	Jan 12 2005	Jan 26 2010	35,000 00	37,208 15	35,203 08[3]	0 00	1,735 91	2,005 07	LT
	Mar 27 2009	Jan 26 2010	5,000 00	5,315 45	4,686 54[3]	0 00	714 57	628 91	ST
TVA 5 5% 07/18/2017 JJ SR LIEN	Apr 28 2009	Jan 26 2010	125,000 00	139,662 50	136,984 41[3]	0 00	1,663 80	2,678 09	ST
UNION PACIFIC CORP CMN	Jan 16 2002	Jan 26 2010	1,000 00	64,197 18	~~28,507 00~~ 64,480	0 00	35,690 18	35,690 18 -283	LT
USII INFL IX BOND 2% 1-15-2026 OFF THE RUN	Jan 15 2008	Jan 26 2010	75,000 00	82,323 37	82,734 10[3]	0 00	(414 55)	(410 73)	LT
ALTRIA GROUP, INC 9 25% 08/06/2019	Feb 04 2009	Jan 27 2010	10,000 00	12,249 40	10,269 27[3]	0 00	1,962 86	1,980 13	ST
BELLSOUTH CORPORATION 5 2% 12/15/2016 USD SR LIEN M-W+25 00BP	Jan 22 2009	Jan 27 2010	25,000 00	26,197 75	24,906 25	0 00	1,291 50	1,291 50	LT
BURLINGTON NORTHERN SANTA FE C 5 65% 05/01/2017 M-W+15 00BP	Jan 14 2009	Jan 27 2010	25,000 00	26,825 25	24,925 75	0 00	1,899 50	1,899 50	LT
	Mar 27 2009	Jan 27 2010	5,000 00	5,365 05	4,875 30[3]	0 00	504 41	489 75	ST
CONOCOPHILLIPS 4 75% 02/01/2014 M-W+50 00BP	Jan 29 2009	Jan 27 2010	20,000 00	21,535 20	19,943 80	0 00	1,591 40	1,591 40	ST
TARGET CORPORATION 5.125% 01/15/2013 M-W+30 00BP	Jan 15 2008	Jan 27 2010	25,000 00	27,029 75	25,060 21[3]	0 00	1,932.69	1,969 54	LT
THE MCGRAW-HILL COS, INC 5 9% 11/15/2017 SR LIEN M-W+25 00BP	Mar 06 2008	Jan 27 2010	25,000 00	25,784 25	25,033 32[3]	0 00	746 27	750 93	LT
WELLS FARGO & COMPANY FRN 01/12/2011 USLIB 3MO +10 00BP SR LIEN CPN 10/12/10-01/11/11 0 389060	Jul 13 2006	Jan 27 2010	25,000 00	24,902 60	25,000 00	0 00	(97 40)	(97 40)	LT
IDAHO ST WTR RES BRD WTR REV REV 6.2800% 05/01/19-CA MN RFDG-RESDEV-DWORSHAK TAXBL BEO MSF 05/01/18	Jan 18 2008	Jan 28 2010	25,000 00	24,637 50	25,513 45[3]	0 00	(1,004 83)	(875 95)	LT
	Mar 27 2009	Jan 28 2010	5,000 00	4,927 50	4,656 46[3]	0 00	302 80	271 04	ST
MICHIGAN STRATEGIC FUND PUT 5 5000% 08/01/29-PT JD REV VAR-RFDG-DETROIT EDISON-ET-2- BEO	May 21 2009	Jan 28 2010	75,000 00	79,767 75	75,000 00	0 00	4,767 75	4,767 75	ST
NEW JERSEY ECONOMIC DEV AUTH GO 0% 02/15/2019 STATE PENSION FUNDING BDS FSA SER-97B FED TAXABLE ST NJ BEO	Jan 28 2009	Jan 28 2010	60,000 00	34,268 40	~~33,811 61~~ 31,729	0 00	324 03	456 79 2,539	ST
ESTEE LAUDER COMPANIES INC 5 55% 05/15/2017 SR LIEN M-W+15 00BP	May 01 2007	Feb 04 2010	15,000 00	15,379 65	15,057 17[3]	0 00	306 36	322 48	LT
GENERAL ELECTRIC CAPITAL CORP MTN 5 5% 07/15/2016 SER INTERNOT SR LIEN	Jul 22 2009	Apr 05 2010	100,000 00	102,489 00	99,940 00	0 00	2,549 00	2,549 00	ST

[3] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently

Part IV Capital Gains and Losses for Tax on Investment Income

Goldman Sachs

WEISSBERG FOUNDATION

Realized Gains and Losses (Continued)

Period Ended December 31, 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
UNION PACIFIC RAILROAD COMPANY 7 6% 01/02/2020 SER A SR LIEN	May 26 2009	Apr 05 2010	127,017 00	93,996 23	131,618 62 [3]	0 00	(38,196 10)	(37,622 39)	ST
	Dec 14 2009	Apr 05 2010	47,983 00	35,508 80	~~No Cost~~ 5,010	0 00	35,508 80	~~35,508 80~~ [5] 30,499	ST
PEPCO HOLDINGS, INC 4 000000 05/15/2010 M-W+25 00BP	Jul 07 2009	May 15 2010	50,000 00	50,000 00	50,000 00 [3]	0 00	(308 31)	(0 00)	NON
SO CAL PUB PWR ATH NAT GAS REV 4 8800% 07/01/16 JJ PRJ REV CTY OF ANAHEIM-SER A TAXBL FSA BEO	Jan 25 2008	Aug 10 2010	85,000 00	89,721 75	84,879 30	0 00	4,842 45	4,842 45	LT

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	1,279,555 55	1,107,564 07	0 00	174,840 81	171,991 48
SHORT TERM LOSSES	93,996 23	131,618 62	0 00	(38,196 10)	(37,622 39)
NET SHORT TERM GAINS (LOSSES)	**1,373,551.78**	**1,239,182.69**	**0.00**	**136,644.71**	**134,369.09**
LONG TERM GAINS	1,001,528 91	783,534 98	0 00	218,679 61	217,993 93
LONG TERM LOSSES	131,863 47	133,247 55	0 00	(1,516 78)	(1,384 08)
NET LONG TERM GAINS (LOSSES)	**1,133,392.38**	**916,782.53**	**0.00**	**217,162.83**	**216,609.85**

ST Cost Basis - 1,337,177
ST Proceeds - 1,373,551
adjusted st gains - 36,370
LT Cost Basis - 1,099,486
LT Proceeds - 1,133,392
adjusted lt gains - 33,897

[3] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently

[5] Due to incomplete cost basis, gains may be incorrectly stated and should not be used for tax reporting purposes Please consult with your tax advisor

Part IV Capital Gains and Losses for Tax on Investment Income

Tax Year	Account No	Legal Name
2010	028-24755-9	WEISSBERG FOUNDATION

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

Net Short Term Gains (Losses)	19,541 41	Net Long Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net Miscellaneous Short Term Gains (Losses)	0 00	Net Miscellaneous Long Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00		
Total Short Term Gains (Losses)	**19,541 41**	**Total Long Term Gains (Losses)**	**0.00**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
COMCAST CORPORATION CMN CLASS A VOTING (20030N101)	01/29/2010	02/02/2010	495 00	7,983 79	0 00	7,915 05	68 74
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	01/29/2010	03/02/2010	134 00	4,092 98	0 00	4,113 80	(20 82)
BOEING COMPANY CMN (097023105)	01/29/2010	03/09/2010	59 00	4,011 80	0 00	3,592 51	419 29
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	01/29/2010	03/09/2010	143 00	4,426 72	0 00	4,390 10	36 62
HEWLETT-PACKARD CO CMN (428236103)	01/29/2010	04/13/2010	79 00	4,239 47	0 00	3,715 37	524 10
TARGET CORPORATION CMN (87612E106)	01/29/2010	04/13/2010	61 00	3,425 09	0 00	3,161 02	264 07
AT&T INC CMN (00206R102)	01/29/2010	05/12/2010	269 00	6,899 00	0 00	6,891 78	7 22
FRANKLIN RESOURCES INC CMN (354613101)	01/29/2010	05/12/2010	46 00	5,081 37	0 00	4,572 71	508 66
AT&T INC CMN (00206R102)	01/29/2010	05/18/2010	250 00	6,352 27	0 00	6,405 00	(52 73)
FRANKLIN RESOURCES INC CMN (354613101)	01/29/2010	05/18/2010	52 00	5,487 10	0 00	5,169 16	317 95
FRANKLIN RESOURCES INC CMN (354613101)	01/29/2010	06/09/2010	53 00	4,775 23	0 00	5,268 56	(493 33)
HEWLETT-PACKARD CO CMN (428236103)	01/29/2010	06/09/2010	130 00	6,006 20	0 00	6,113 90	(107 70)
HEWLETT-PACKARD CO CMN (428236103)	01/29/2010	06/15/2010	179 00	8,442 76	0 00	8,418 37	24 39
APPLE, INC CMN (037833100)	04/13/2010	07/08/2010	11 00	2,854 31	0 00	2,662 97	191 34
APPLE, INC CMN (037833100)	01/29/2010	07/08/2010	2 00	518 97	0 00	381 56	137 41
ORACLE CORPORATION CMN (68389X105)	01/29/2010	07/08/2010	180 00	4,153 60	0 00	4,179 60	(26 00)
TARGET CORPORATION CMN (87612E106)	01/29/2010	07/13/2010	54 00	2,688 30	0 00	2,798 28	(109 98)
APPLE, INC CMN (037833100)	01/29/2010	07/21/2010	15 00	3,868 09	0 00	2,861 70	1,006 39
EOG RESOURCES INC CMN (26875P101)	01/29/2010	08/25/2010	55 00	4,736 13	0 00	4,993 48	(257 35)
TARGET CORPORATION CMN (87612E106)	01/29/2010	08/25/2010	131 00	6,721 61	0 00	6,788 42	(66 81)
PRAXAIR, INC CMN SERIES (74005P104)	01/29/2010	09/21/2010	69 00	6,070 91	0 00	5,221 62	849 29

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

Tax Year	Account No	Legal Name
2010	028-24755-9	WEISSBERG FOUNDATION

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
TARGET CORPORATION CMN (87612E106)	01/29/2010	09/28/2010	111 00	6,025 79	0 00	5,752 02	273 77
EMERSON ELECTRIC CO CMN (291011104)	01/29/2010	10/13/2010	87 00	4,671 67	0 00	3,635 73	1,035 94
EOG RESOURCES INC CMN (26875P101)	01/29/2010	10/13/2010	146 00	14,416 97	0 00	13,255 41	1,161 56
HONEYWELL INTL INC CMN (438516106)	03/09/2010	10/19/2010	62 00	2,875 96	0 00	2,623 87	252 09
HONEYWELL INTL INC CMN (438516106)	01/29/2010	10/19/2010	72 00	3,339 83	0 00	2,778 69	561 14
NIKE CLASS-B CMN CLASS B (654106103)	01/29/2010	11/30/2010	74 00	6,358 63	0 00	4,756 72	1,601 91
AFLAC INCORPORATED CMN (001055102)	04/13/2010	12/06/2010	66 00	3,559 98	0 00	3,639 64	(79 67)
AFLAC INCORPORATED CMN (001055102)	01/29/2010	12/06/2010	15 00	809 09	0 00	730 95	78 14
APPLE, INC CMN (037833100)	01/29/2010	12/06/2010	17 00	5,436 50	0 00	3,243 26	2,193 24
BANK OF AMERICA CORP CMN (060505104)	02/02/2010	12/06/2010	186 00	2,163 14	0 00	2,906 06	(742 92)
BAXTER INTERNATIONAL INC CMN (071813109)	01/29/2010	12/06/2010	88 00	4,350 64	0 00	5,100 87	(750 23)
BIOGEN IDEC INC. CMN (09062X103)	01/29/2010	12/06/2010	41 00	2,724 81	0 00	2,207 85	516 96
BOEING COMPANY CMN (097023105)	09/21/2010	12/06/2010	57 00	3,789 29	0 00	3,634 73	154 56
CHARLES SCHWAB CORPORATION CMN (808513105)	01/29/2010	12/06/2010	169 00	2,715 78	0 00	3,089 32	(373 54)
CISCO SYSTEMS, INC CMN (17275R102)	01/29/2010	12/06/2010	195 00	3,789 76	0 00	4,403 10	(613 34)
COSTCO WHOLESALE CORPORATION CMN (22160K105)	01/29/2010	12/06/2010	63 00	4,343.14	0 00	3,648 33	694 81
EMERSON ELECTRIC CO CMN (291011104)	01/29/2010	12/06/2010	77 00	4,350 42	0 00	3,217 83	1,132 59
EXXON MOBIL CORPORATION CMN (30231G102)	01/29/2010	12/06/2010	38 00	2,705 17	0 00	2,449 48	255 69
FREEPORT-MCMORAN COPPER & GOLD CMN (35671D857)	01/29/2010	12/06/2010	34 00	3,777 33	0 00	2,267 80	1,509 53
GENERAL ELECTRIC CO CMN (369604103)	10/13/2010	12/06/2010	227 00	3,795 37	0 00	3,967 12	(171 75)
GENERAL MILLS INC CMN (370334104)	05/18/2010	12/06/2010	77 00	2,710 35	0 00	2,851 19	(140 84)
GOOGLE, INC CMN CLASS A (38259P508)	06/15/2010	12/06/2010	8 00	4,620 00	0 00	3,920 68	699 32
HONEYWELL INTL INC CMN (438516106)	01/29/2010	12/06/2010	96 00	4,899 75	0 00	3,704 92	1,194 83
JOHNSON & JOHNSON CMN (478160104)	01/29/2010	12/06/2010	70 00	4,356 72	0 00	4,424 00	(67 28)
JPMORGAN CHASE & CO CMN (46625H100)	01/29/2010	12/06/2010	110 00	4,342 72	0 00	4,281 20	61 52
LOWES COMPANIES INC CMN (548661107)	09/28/2010	12/06/2010	132 00	3,268 26	0 00	2,946 36	321 90
MC DONALDS CORP CMN (580135101)	03/02/2010	12/06/2010	34 00	2,704 65	0 00	2,178 88	525 77

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Part IV Capital Gains and Losses for Tax on Investment Income

Tax Year	Account No	Legal Name
2010	028-24755-9	WEISSBERG FOUNDATION

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
MICROSOFT CORPORATION CMN (594918104)	01/29/2010	12/06/2010	182 00	4,872 05	0 00	5,074 16	(202 11)
NIKE CLASS-B CMN CLASS B (654106103)	01/29/2010	12/06/2010	43 00	3,767 59	0 00	2,764 04	1,003 55
OCCIDENTAL PETROLEUM CORP CMN (674599105)	01/29/2010	12/06/2010	59 00	5,471 56	0 00	4,631 50	840 06
ORACLE CORPORATION CMN (68389X105)	01/29/2010	12/06/2010	133 00	3,811 71	0 00	3,088 26	723 45
PEPSICO INC CMN (713448108)	01/29/2010	12/06/2010	84 00	5,435 54	0 00	5,041 87	393 67
PRAXAIR, INC CMN SERIES (74005P104)	01/29/2010	12/06/2010	29 00	2,697 82	0 00	2,194 60	503 22
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	01/29/2010	12/06/2010	44 00	2,729 71	0 00	2,727 12	2 59
QUALCOMM INC CMN (747525103)	01/29/2010	12/06/2010	56 00	2,700 55	0 00	2,165 52	535 03
QUALCOMM INC CMN (747525103)	09/28/2010	12/06/2010	45 00	2,170 09	0 00	1,986 07	184 02
SCHLUMBERGER LTD CMN (806857108)	01/29/2010	12/06/2010	66 00	5,403 32	0 00	4,209 48	1,193 84
SOUTHWESTERN ENERGY CO CMN (845467109)	10/13/2010	12/06/2010	58 00	2,177 28	0 00	2,012 68	164 60
STAPLES, INC. CMN (855030102)	02/02/2010	12/06/2010	208 00	4,659 59	0 00	4,976 98	(317 39)
STAPLES, INC CMN (855030102)	04/13/2010	12/06/2010	10 00	224 02	0 00	238 58	(14 56)
THE BANK OF NY MELLON CORP CMN (064058100)	05/12/2010	12/06/2010	117 00	3,260 73	0 00	3,632 17	(371 44)
THE TRAVELERS COMPANIES, INC CMN (89417E109)	01/29/2010	12/06/2010	59 00	3,252 02	0 00	2,997 79	254 23
THERMO FISHER SCIENTIFIC INC CMN (883556102)	01/29/2010	12/06/2010	62 00	3,243 16	0 00	2,887 96	355 20
VISA INC CMN CLASS A (92826C839)	01/29/2010	12/06/2010	42 00	3,252 84	0 00	3,465 84	(213 00)
NET SHORT TERM GAINS (LOSSES)				**274,867.00**	**0.00**	**255,325.59**	**19,541.41**

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

Part IV Capital Gains and Losses for Tax on Investment Income

Tax Year	Account No	Legal Name
2010	**028-24756-7**	**WEISSBERG FOUNDATION**

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

Net Short Term Gains (Losses)	933 68	Net Long Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net Miscellaneous Short Term Gains (Losses)	0 00	Net Miscellaneous Long Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00		
Total Short Term Gains (Losses)	**933 68**	**Total Long Term Gains (Losses)**	**0 00**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
GOLDMAN SACHS CORE FIXED-INC A MUTUAL FUND CLASS A (38142B419)	05/18/2010	12/07/2010	6,707 95	65,939 11	0 00	65,000 00	939 11
GOLDMAN SACHS CORE FIXED-INC A MUTUAL FUND CLASS A (38142B419)	05/28/2010	12/07/2010	4 82	47 34	0 00	46 43	0 91
GOLDMAN SACHS CORE FIXED-INC A MUTUAL FUND CLASS A (38142B419)	06/30/2010	12/07/2010	13 08	128 62	0 00	127 83	0 79
GOLDMAN SACHS CORE FIXED-INC A MUTUAL FUND CLASS A (38142B419)	07/30/2010	12/07/2010	12 15	119 40	0 00	119 52	(0 13)
GOLDMAN SACHS CORE FIXED-INC A MUTUAL FUND CLASS A (38142B419)	08/31/2010	12/07/2010	11 39	111 98	0 00	113 69	(1 71)
GOLDMAN SACHS CORE FIXED-INC A MUTUAL FUND CLASS A (38142B419)	09/30/2010	12/07/2010	11 47	112 77	0 00	114 49	(1 72)
GOLDMAN SACHS CORE FIXED-INC A MUTUAL FUND CLASS A (38142B419)	10/29/2010	12/07/2010	11 73	115 28	0 00	117 39	(2 11)
GOLDMAN SACHS CORE FIXED-INC A MUTUAL FUND CLASS A (38142B419)	11/30/2010	12/07/2010	12 09	118 86	0 00	120 32	(1 46)
NET SHORT TERM GAINS (LOSSES)				**66,693.36**	**0.00**	**65,759.67**	**933.68**

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment