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
BARTON AND SHIRLEY WEISMAN FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) / Room/suite
17603 LAKE ESTATES DRIVE

City or town, state, and ZIP code
BOCA RATON FL 33496

A Employer identification number
58-2684069

B Telephone number (see page 10 of the instructions)
954-491-2000

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,239,698

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	314,750			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	420	420		
	4	Dividends and interest from securities	141,305	141,225		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	336,966			
	b	Gross sales price for all assets on line 6a 447,056				
	7	Capital gain net income (from Part IV, line 2)		336,966		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	793,441	478,611	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	3,150	3,150		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 2	2,860	50		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 3	4,460	4,460		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,470	7,660	0	0
	25	Contributions, gifts, grants paid	552,871			552,871
	26	**Total expenses and disbursements.** Add lines 24 and 25	563,341	7,660	0	552,871
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	230,100			
	b	**Net investment income** (if negative, enter -0-)		470,951		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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DAA

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	55,652	53,620	53,620
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) SEE STMT 4	1,904,222	1,912,125	4,186,078
c	Investments—corporate bonds (attach schedule) SEE STMT 5	49,040		
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,008,914	1,965,745	4,239,698
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	2,008,914	1,735,647	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		230,098	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,008,914	1,965,745	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,008,914	1,965,745	

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	2,008,914
2	Enter amount from Part I, line 27a	2	230,100
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,239,014
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	273,269
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,965,745

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE WORKSHEET			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) 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				

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 — 336,966

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 — 3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	384,028	2,729,588	0.140691
2008	334,574	2,990,236	0.111889
2007	510,715	3,411,962	0.149684
2006	310,727	2,620,211	0.118589
2005	187,642	1,948,626	0.096295

2	**Total** of line 1, column (d)	2	0.617148
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.123430
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,572,152
5	Multiply line 4 by line 3	5	440,911
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,710
7	Add lines 5 and 6	7	445,621
8	Enter qualifying distributions from Part XII, line 4	8	552,871

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling 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	4,710
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	4,710
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	4,710
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,395		
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	1,395
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	3,315
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ Refunded ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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 page 19 of the instructions) ▶ FL			
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 on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SHIRLEY WEISMAN Telephone no ▶
17603 LAKE ESTATES DR.
Located at ▶ BOCA RATON FL ZIP+4 ▶ 33496

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 |

			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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?	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 2010?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 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 ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the 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 (see page 22 of the instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARTON WEISMAN 17603 LAKE ESTATES DRIVE	BOCA RATON FL 33496	DIRECTOR 1.00	0	0	0
SHIRLEY WEISMAN 17603 LAKE ESTATES DRIVE	BOCA RATON FL 33496	DIRECTOR 1.00	0	0	0
ANDREW WEISMAN 7650 N.W. 47TH DRIVE	CORAL SPRINGS FL 33067	DIRECTOR 0.00	0	0	0
MARCIA LANGLEY 17735 FIELDBROOK CIRCLE N	BOCA RATON FL 33496	DIRECTOR 0.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 — see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ 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 (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 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 (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,571,913
b	Average of monthly cash balances	1b	54,637
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,626,550
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	3,626,550
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	54,398
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,572,152
6	**Minimum investment return.** Enter 5% of line 5	6	178,608

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	178,608
2a	Tax on investment income for 2010 from Part VI, line 5 2a 4,710		
b	Income tax for 2010. (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	4,710
3	Distributable amount before adjustments Subtract line 2c from line 1	3	173,898
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	173,898
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	173,898

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	552,871
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	552,871
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	4,710
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	548,161

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					173,898
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only					
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2010					
a From 2005	92,649				
b From 2006	181,262				
c From 2007	344,687				
d From 2008	192,314				
e From 2009	250,295				
f **Total** of lines 3a through e		1,061,207			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 552,871					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2010 distributable amount					173,898
e Remaining amount distributed out of corpus		378,973			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,440,180			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
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) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		92,649			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		1,347,531			
10 Analysis of line 9					
a Excess from 2006	181,262				
b Excess from 2007	344,687				
c Excess from 2008	192,314				
d Excess from 2009	250,295				
e Excess from 2010	378,973				

DAA

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

BARTON WEISMAN $314,750

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

N/A

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

Check here ▶ [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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 7				552,871
Total			▶ 3a	552,871
b Approved for future payment N/A				
Total			▶ 3b	

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 (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	420	
4 Dividends and interest from securities			14	141,305	
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	336,966	
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		478,691	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 478,691

(See worksheet in line 13 instructions on page 29 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) (See page 29 of the instructions)
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] 5/9/11 President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
KEENAN L. POOLE, CPA, CVA	Keenan L. Poole CPA CVA	5-16-11	

Firm's name ▶ GOLDSTEIN, ZUGMAN, WEINSTEIN & POOLE,LLC — PTIN P00132554

Firm's address ▶ 300 S PINE ISLAND RD STE 300 PLANTATION, FL 33324 — Firm's EIN ▶ 20-0453834 — Phone no 954-845-1175

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
BARTON AND SHIRLEY WEISMAN
FOUNDATION, INC.

Employer identification number
58-2684069

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: BARTON AND SHIRLEY WEISMAN

Employer identification number: 58-2684069

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BARTON AND SHIRLEY WEISMAN 17603 LAKE ESTATE DRIVE BOCA RATON FL 33496-1425	$ 314,750	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

DAA

Name of organization
BARTON AND SHIRLEY WEISMAN

Employer identification number
58-2684069

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	5,000 SHARES OF HEALTH CARE	$ 117,050	07/27/10
1	5,000 SHARES OF HEALTH CARE	$ 115,000	09/17/10
1	5,000 SHARES OF HEALTH CARE	$ 82,700	12/16/10
		$	
		$	
		$	

Capital Gains and Losses for Tax on Investment Income

Form 990-PF

2010

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

Name: BARTON AND SHIRLEY WEISMAN FOUNDATION, INC.

Employer Identification Number: 58-2684069

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	200 GEORGIA PWR CO	P	07/10/07	01/19/10
(2)	5000 HEALTH CARE SERICES GRP	D	10/15/97	02/12/10
(3)	5000 HEALTH CARE SERICES GRP	D	10/15/97	04/07/10
(4)	5000 HEALTH CARE SERICES GRP	D	10/15/97	05/18/10
(5)	2000 HEALTH CARE SERICES GRP	D	10/15/97	10/11/10
(6)	SEE ATTACHED STATEMENT A	P	VARIOUS	VARIOUS
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	5,272		5,000	272
(2)	108,493		13,827	94,666
(3)	114,998		13,827	101,171
(4)	109,992		13,827	96,165
(5)	48,395		5,531	42,864
(6)	59,906		58,078	1,828
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				272
(2)				94,666
(3)				101,171
(4)				96,165
(5)				42,864
(6)				1,828
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

BARTON & SHIRLEY WEISMAN FOUNDATION
20-2825536
SCHEDULE D ATTACHMENT
STATEMENT A

MorganStanley
SmithBarney

Ref: 00000260 00032955

Reserved
Client Statement
2010 Year End Summary

BARTON AND SHIRLEY WEISMAN FOU
Account Number 600-48706-11 938

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	50	AVERY DENNISON CORP	07/09/08	10/21/10	$ 1,961.77	$ 2,139.17	($ 177.40)	
	150		09/09/09		5,885.29	4,753.26		1,132.03
125000020	100	CAMPBELL SOUP CO	02/11/05	10/21/10	3,645.24	2,895.00		750 24
	100		04/14/05		3,645.23	2,974.00		671.23
125000030	200	COMCAST CORP CL A - SPL CGMI AND/OR ITS AFFILIATES	06/06/07	10/21/10	3,700.53	5,455.00	(1,754.47)	

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	100	DOW CHEMICAL CO	04/14/05	10/21/10	$ 3,073.02	$ 4,652.00	($ 1,578.98)	
	200		09/09/09		6,146.03	4,545.68		1,600 35
125000050	100	EBAY INC	11/28/05	10/21/10	2,787.75	4,621.00	(1,833.25)	
	100	CGMI AND/OR ITS AFFILIATES	03/10/06		2,787.75	3,867 00	(1,079.25)	
	100		01/05/07		2,787.75	3,125.10	(337.35)	
	100		09/15/08		2,787.76	2,252.78		534.98
125000060	.004	FRONTIER COMMUNICATIONS CORP	02/11/05	07/02/10	.03	.04 R	(.01)	
	.0039	CASH IN LIEU OF .00794 RECORD 06/07/10 PAY 07/01/10 FROM: 92343V104000 (SPINOFF)	11/28/05		.02	.03 R	(.01)	
125000070	24	FRONTIER COMMUNICATIONS CORP	02/11/05	10/21/10	209.15	215.18	(6.03)	
	24		11/28/05		209.16	189.56		19.60
125000080	100	GENERAL MILLS INC	04/14/05	10/21/10	3,734.23	2,451.01		1,283.22
125000090	100	NEWMONT MINING CORP	06/20/05	10/21/10	5,987 19	4,022.00		1,965.19
125000100	197	PFIZER INC	10/16/09	10/21/10	3,510.98	3,479.02		31 96
125000110	200	SOUTHWEST AIRLINES CO	06/06/07	10/21/10	2,744.55	2,834.00	(89 45)	
125000120	200	WILLIAMS COS INC	02/11/05	10/21/10	4,302.52	3,607.00		695.52
Total					**$ 59,905.95**	**$ 58,077 83**	**($ 6,856.20)**	**$ 8,684.32**

S U M M A R Y 2 0 1 0 Y E A R E N D

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
GZWP, CPA	$ 3,150	$ 3,150	$	$
TOTAL	$ 3,150	$ 3,150	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	$ 50	$ 50	$	$
TAX ON NET INVESTMENT INCOME	2,810			
TOTAL	$ 2,860	$ 50	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
OTHER EXPENSES	4,460	4,460		
TOTAL	$ 4,460	$ 4,460	$ 0	$ 0

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED SCHEDULE 1	$ 430,371	$ 452,755	COST	$ 454,228
SEE ATTACHED SCHEDULE 2	1,473,851	1,459,370	COST	3,731,850
TOTAL	$ 1,904,222	$ 1,912,125		$ 4,186,078

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 49,040	$	COST	$
TOTAL	$ 49,040	$ 0		$ 0

Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
ADJUST STOCK BASIS TO ACTUAL	$ 273,269
TOTAL	$ 273,269

MorganStanley SmithBarney

Reserved Client Statement

December 1 - December 31, 2010

BARTON AND SHIRLEY WEISMAN FOU Account number 600-48706-11 938

Common stocks & options

Citi Investment Research & Analysis (CIRA), Morgan Stanley & Co Incorporated (Morgan Stanley) and Standard & Poor's research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating Where a particular company is covered by both CIRA and Morgan Stanley, you can and should view both research reports CIRA and Morgan Stanley research reports may contain different or conflicting information about the subject companies of such research reports because they are prepared separately from each other. CIRA stock recommendations include an investment rating and a risk rating. The Investment Rating Code (1, 2 or 3) is a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next twelve months) and a Risk Rating. The Risk Rating (L M, H or S) represents the stock's expected risk, taking into account price volatility and fundamental criteria In addition CIRA may place covered stocks "Under Review" in response to exceptional circumstances (e.g lack of information critical to the analyst's thesis) affecting the company and/or trading in the company's securities (e.g. trading suspension) Stocks placed "Under Review" by CIRA will be monitored daily by CIRA management As soon as practically possible, CIRA will publish a note re-establishing a rating and investment thesis Please refer to the end of this statement for a guide describing CIRA ratings. Morgan Stanley and Standard & Poor's research ratings have been normalized by these providers to a 1 (Buy) 2 (Hold), and 3 (Sell) Morgan Stanley Smith Barney is not the author of, does not take responsibility for and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
200	QIAGEN-EUR Exchange rate: 1.3363000 Shares traded in: EURO Monetary Unit	OGEN	10/21/10	$ 3,755.40	$ 18.747	$ 19.55	$ 3,910.00	$ 154 60 ST		
5 976	AOL INC	AOL	02/11/05	178.34	30 143	23.71	141 69	(36 65) LT		
8.964	**Rating:** Citigroup : 2S		07/09/08	206.77	23.299	23.71	212.54	5.77 LT		
3.06			09/09/09	63.33	20.905	23.71	72 55	9.22 LT		
82			10/21/10	2,101.92	25.56	23.71	1,944.22	(157 70) ST		
100				**2,550 36**	**25 504**		**2,371 00**	**(179.36)**		
100	ABBOTT LABORATORIES	ABT	09/09/09	4,635.84	46.298	47.91	4,791 00	155.16 LT		
50	**Rating:** Citigroup : 2M		10/21/10	2,665.00	52.98	47.91	2,395.50	(259.50) ST		
150	Morgan Stanley : 1 S&P . 1			**7,290 84**	**48 606**		**7,186 50**	**(104 34)**	**3 673**	**264.00**
100	ALCOA INC	AA	02/11/05	3,061 00	29.96	15 39	1,539 00	(1,512 00) LT		
100	**Rating:** Citigroup : 1H		06/20/05	2,859.00	28 04	15 39	1,539 00	(1 320 00) LT		
100	Morgan Stanley : 1 S&P . 2		11/28/05	2,835 00	27.80	15 39	1,539 00	(1,296.00) LT		
300			09/09/09	3,857.52	12.838	15.39	4,617.00	759 48 LT		
600				**12,602.52**	**21.004**		**9,234 00**	**(3,368 52)**	**779**	**72 00**
200	ALLSCRIPTS HEALTHCARE SOLUTIONS INC **Rating:** S&P Quantitative · 2	MDRX	10/21/10	3,760 00	18.77	19.27	3,854.00	94.00 ST		
25	AMERICAN INTL GROUP INC	AIG	12/20/04	32,525 00	1,301 00	57.62	1,440 50	(31,084.50)* LT		
75			12/03/09	2,301.00	30.60	57.62	4,321.50	2,020.50 LT		
100				**34,826.00**	**348.26**		**5,762.00**	**(29,064.00)**		
50	AMGEN INC	AMGN	09/09/09	2,951.00	58.90	54.90	2,745.00	(206.00) LT		
50	**Rating:** Citigroup : 1M		12/03/09	2,835 00	56 58	54 90	2,745.00	(90 00) LT		
100	S&P · 1			**5,786.00**	**57.86**		**5,490.00**	**(296 00)**		

Ref: 00009480 00080611

MorganStanley SmithBarney

Reserved
Client Statement
December 1 - December 31, 2010

BARTON & SHIRLEY WEISMAN FOUNDATION
20-2825536
SCHEDULE 1 PAGE 2 OF 7

BARTON AND SHIRLEY WEISMAN FOU Account number 600-48706-11 938

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
300	APPLIED MATERIALS INC DELAWARE	AMAT	06/20/05	$ 5,077 00	$ 16.74	$ 14 05	$ 4,215 00	($ 862.00) LT		
200	Rating: Citigroup : 2M		11/28/05	3,677 00	18 11	14 05	2,810 00	(867 00) LT		
200	Morgan Stanley . 1		10/21/10	2,403 40	11 987	14 05	2,810.00	406.60 ST		
700	S&P : 1			11,157 40	15 939		9,835.00	(1,322 40)	1.992	196 00
200	BANCO SANTANDER S.A	STD	10/21/10	2,697 40	13.457	10.65	2,130.00	(567.40) ST	6.046	128.80
	Rating: Citigroup : 2M									
	S&P · 1									
300	BOSTON SCIENTIFIC CORP	BSX	01/05/07	5,219.00	17.13	7 57	2,271.00	(2,948.00) LT		
500	Rating: Citigroup : 2H		12/24/07	5,759.00	11.508	7 57	3,785.00	(1,974 00) LT		
800	Morgan Stanley : 2			10,978.00	13.723		6,056.00	(4,922.00)		
	S&P · 2									
100	BRISTOL MYERS SQUIBB CO	BMY	02/11/05	2,442.00	23.87	26 48	2,648.00	206.00 LT		
100	Rating: Citigroup · 1M		04/14/05	2,661.00	26.06	26.48	2,648.00	(13 00) LT		
100	Morgan Stanley · 2		06/20/05	2,618.00	25.63	26 48	2,648.00	30 00 LT		
300	S&P · 2			7,721.00	25 737		7,944.00	223.00	4.984	396.00
25	CERNER CORP	CERN	10/21/10	2,167.50	86.46	94.74	2,368.50	201.00 ST		
100	CISCO SYS INC	CSCO	04/14/05	1,821.50	17.94	20.23	2,023.00	201.50 LT		
300	Rating: Citigroup : 1M		11/28/05	5,261 03	17.52	20.23	6,069.00	807 97 LT		
400	Morgan Stanley . 2			7,082 53	17.706		8,092 00	1,009.47		
	S&P . 1									
1,000	CITIGROUP INC	C	10/21/10	4,154.00	4.148	4.73	4,730.00	576.00 ST		
100	COCA-COLA CO	KO	02/11/05	4,340.00	42.85	65.77	6,577.00	2 237.00 LT		
100	Rating: Citigroup . 1L		06/20/05	4,440 00	43.85	65.77	6,577 00	2,137 00 LT		
200	S&P : 1			8,780.00	43.90		13,154 00	4,374 00	2 676	352 00
50	COLGATE PALMOLIVE CO	CL	02/11/05	2,766.50	54.73	80.37	4,018.50	1,252.00 LT	2.637	106.00
	Rating: Citigroup · 1L									
	Morgan Stanley : 2									
	S&P 2									
400	COMCAST CORP CL A - SPL	CMCSK	12/24/07	7,300 12	18 237	20.81	8,324 00	1,023 88 LT	1 816	151 20
	Rating: S&P 2									
200	COSTCO WHOLESALE CORP NEW	COST	12/20/04	9,550.00	47 75	72.21	14,442 00	4,892 00 LT	1 135	164.00
	Rating: Citigroup 2M									
	Morgan Stanley : 1									
	S&P : 2									
200	DENTSPLY INTL INC	XRAY	12/27/05	5,472.01	27.335	34 17	6,834.00	1,361 99 LT		
100	Rating. S&P · 2		10/21/10	3,251.00	32 45	34 17	3,417 00	166 00 ST		
300				8,723.01	29 077		10,251 00	1,527 99	.585	60 00

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
100	WALT DISNEY CO	DIS	04/14/05	$ 2,791.71	$ 27.917	$ 37 51	$ 3,751 00	$ 959.29 LT		
200	Rating: Citigroup : 2M		11/28/05	4,937.08	24 685	37 51	7,502 00	2 564 92 LT		
300	Morgan Stanley : 1 S&P . 1			7,728 79	25.763		11,253 00	3,524 21	1 066	120 00
300	ECOLAB INC Rating: Citigroup 2L S&P : 1	ECL	12/20/04	10,368.00	34 56	50.42	15,126.00	4,758.00* LT	1.388	210.00
100	EXPEDITORS INTL OF WASH INC	EXPD	06/06/07	4,299 00	42.94	54.60	5,460.00	1 161.00 LT		
100	Rating: Morgan Stanley . 3		09/15/06	3,649.00	36 44	54 60	5,460.00	1,811.00 LT		
200	S&P . 1			7,948 00	39 74		10,920 00	2,972.00	732	80 00
100	GANNETT CO INC	GCI	07/09/08	1,957 23	19.555	15 09	1,509.00	(448 23) LT		
200	Rating: Citigroup · 1H		09/15/06	3,534.12	17.145	15.09	3,018.00	(516.12) LT		
500	S&P . 2		09/09/09	4 079 50	8.147	15.09	7,545 00	3,465.50 LT		
800				9,570.85	11 964		12,072 00	2,501 15	1 06	128.00
200	GENERAL ELECTRIC CO	GE	01/05/07	7,606.00	37.63	18.29	3,658.00	(3,948.00) LT		
50	Rating: Citigroup 1M		06/06/07	1,871.50	37.33	18.29	914.50	(957 00) LT		
100	Morgan Stanley : 1		07/09/06	2,764.78	27.597	18.29	1,829.00	(935.78) LT		
250	S&P . 1		12/03/09	4,058 48	16.209	18 29	4,572 50	514 02 LT		
600				16,300 76	27.168		10,974.00	(5,326 76)	3 061	338.00
200	GENERAL MILLS INC Rating: Citigroup : 1M Morgan Stanley · 1 S&P · 1	GIS	11/28/05	4,855 00	24.00	35 59	7,118 00	2,263 00 LT	3 146	224.00
75	HSBC HLDG PLC SP ADR NEW	HBC	12/03/09	4,528.50	60.30	51.04	3,828.00	(700 50) LT		
75	Rating: Citigroup : 2M		10/21/10	3,981.00	53.00	51 04	3,828.00	(153 00) ST		
150	S&P . 2			8,509.50	56 73		7,656 00	(853.50)	3.33	255 00
100	HARMAN INTL INDS INC NEW Rating: S&P · 2	HAR	10/21/10	3,573.65	35 676	46 30	4,630.00	1,056.35 ST		
200	H J HEINZ CO Rating: Citigroup : 1M Morgan Stanley : 1 S&P · 2	HNZ	06/20/05	7,297.00	36 21	49.46	9,892.00	2,595 00 LT	3 639	380.00
300	INTEL CORP	INTC	09/15/08	5,989.34	19 947	21.03	6,309.00	319 66 LT		
200	Rating: Citigroup 1M		10/21/10	3,955 40	19 747	21.03	4,206.00	250 60 ST		
500	Morgan Stanley · 1 S&P 1			9,944.74	19.889		10,515.00	570 26	2.995	315.00

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
25	INTL BUSINESS MACHINES CORP **Rating:** Citigroup : 1M Morgan Stanley . 2 S&P : 1	IBM	10/21/10	$ 3,513.50	$ 140.30	$ 146.76	$ 3,669 00	$ 155 50 ST	1 771%	$ 65 00
80	ITRON INC **Rating:** S&P : 1	ITRI	09/09/09	4,787 60	59.77	55 45	4,436.00	(351.60) LT		
100	JOHNSON & JOHNSON **Rating:** Citigroup . 1L	JNJ	12/03/09	6,437.70	64.317	61.85	6.185.00	(252 70) LT		
50			10/21/10	3.214 50	64 17	61 85	3,092.50	(122 00) ST		
150	Morgan Stanley : 2 S&P · 2			9,652.20	64 348		9,277.50	(374.70)	3 492	324.00
100	JOHNSON CONTROLS INC **Rating:** Citigroup · 2H Morgan Stanley : 1 S&P · 1	JCI	10/21/10	3,399.70	33 937	38.20	3,820.00	420.30 ST	1 675	64.00
50	KIMBERLY CLARK CORP **Rating:** Citigroup : 1L S&P · 2	KMB	09/09/09	2,898 00	57.84	63 04	3,152.00	254 00 LT	4.187	132 00
200	KRAFT FOODS INC CLASS A **Rating:** Citigroup : 1M Morgan Stanley · 1 S&P · 2	KFT	07/09/08	5,842 56	29 187	31 51	6,302 00	459 44 LT	3 681	232 00
100	LAMAR ADVERTISING CO CLASS A **Rating:** Citigroup : 3S	LAMR	11/28/05	4,644.00	45 89	39.84	3,984.00	(660 00) LT		
50			09/15/08	1,837 00	36.64	39.84	1,992.00	155.00 LT		
150	Morgan Stanley : 2 S&P 2			6,481.00	43 207		5,976.00	(505.00)		
100	LINEAR TECHNOLOGY CORPORATION **Rating:** Citigroup · 2M	LLTC	06/06/07	3,609 00	36.04	34 59	3,459 00	(150 00) LT		
200			12/24/07	6,536.56	32.157	34 59	6,918.00	381.44 LT		
300	Morgan Stanley · 1 S&P . 2			10,145 56	33.819		10,377 00	231 44	2 659	276 00
100	LUXOTTICA GROUP SPA SP ADR	LUX	10/21/10	2,945.80	29.398	30 62	3,062 00	116.20 ST	1 799	55 10
200	MARSH & MCLENNAN COS INC **Rating:** Citigroup · 1M	MMC	01/05/07	6.227 20	31.11	27.34	5,468.00	(759 20) LT		
200			12/24/07	5.229.00	26.12	27.34	5.468 00	239 00 LT		
400	S&P . 2			11,456.20	28 641		10,936.00	(520.20)	3 072	338 00
20	MASTERCARD INC **Rating:** Citigroup : 2M	MA	12/03/09	4,842.80	241 84	224 11	4.482 20	(360 60) LT		
10			10/21/10	2,466.10	246 01	224.11	2,241.10	(225.00) ST		
30	Morgan Stanley : 1 S&P · 1			7,308.90	243.63		6,723.30	(585 60)	.267	18 00
75	MEDCO HEALTH SOLUTIONS INC **Rating:** Citigroup . 1M Morgan Stanley · 1 S&P 1	MHS	10/21/10	3,853 50	51 30	61 27	4,595 25	741 75 ST		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
50	MEDTRONIC INC	MDT	02/11/05	$ 2,708 50	$ 53.57	$ 37 09	$ 1,854.50	($ 854 00) LT		
100	Rating: Citigroup 1M		05/20/05	5,354.00	52.99	37 09	3,709 00	(1 645.00) LT		
50	Morgan Stanley . 2		12/03/09	2,185 00	43.58	37 09	1,854.50	(330 50) LT		
100	S&P · 2		10/21/10	3,558.70	35.527	37.09	3,709.00	150 30 ST		
300				13,806.20	46.021		11,127 00	(2,879 20)	2 426	270.00
86	MERCK & CO INC NEW	MRK	04/14/05	1,774.98	20.675	36.04	3,099.44	1,324.46 LT		
200	Rating: Citigroup : 1M		09/15/08	6,744.65	33.782	36.04	7,208.00	463 35 LT		
286	Morgan Stanley : 3			8,519 63	29.789		10,307.44	1,787.81	4.217	434.72
300	MICROCHIP TECHNOLOGY INC Rating: Citigroup : 2M Morgan Stanley : 2 S&P : 2	MCHP	12/24/07	9,812 00	32.69	34 21	10,263 00	451 00 LT	4.033	414 00
100	NESTLE S A SPONSORED ADR Rating: Citigroup : 2L	NSRGY	09/09/09	4,176.00	41.69	58.82	5,882 00	1,707 00 LT	1 524	89.70
200	NEWS CORP CLASS A NEW	NWSA	02/11/05	3,457.00	17 01	14.56	2,912.00	(545.00) LT		
300	Rating: Citigroup . 1M		11/28/05	4,544 03	15 13	14 56	4,368 00	(176.03) LT		
100	Morgan Stanley . 2 S&P : 1		09/15/08	1,385.78	13 807	14 56	1,456 00	70 22 LT		
600				9,386 81	15.645		8,736.00	(660.81)	1.03	90 00
100	NOVARTIS AG ADR Rating: Citigroup : 1L Morgan Stanley · 1 S&P 2	NVS	03/10/06	5,548 00	54.93	56.95	5,896 00	347.00 LT	2 804	165.30
200	PAYCHEX INC Rating: Citigroup : 2M Morgan Stanley · 3 S&P . 3	PAYX	10/21/10	5,661 40	28 277	30.91	6,182 00	520 60 ST	4 011	248.00
50	PEPSICO INC	PEP	09/09/09	2,903 00	57.94	65.33	3,266 50	363 50 LT		
50	Rating: Citigroup : 2L		10/21/10	3,266.50	65.21	65 33	3,266.50	0 00		
100	S&P . 1			6,169.50	61.695		6,533 00	363 50	2 938	192 00
50	PROCTER & GAMBLE CO Rating: Citigroup : 1L Morgan Stanley : 2 S&P · 1	PG	09/09/09	2,698.50	53 65	64.33	3,216 50	518.00 LT	2 995	96.35
50	QUALCOMM INC	QCOM	02/11/05	1,812.00	35 64	49.49	2,474.50	662 50 LT		
50	Rating: Citigroup · 1M		04/14/05	1,647.26	32.845	49.49	2,474 50	827 24 LT		
100	Morgan Stanley · 1 S&P 1			3,459.26	34 593		4,949 00	1,489 74	1 535	76 00

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
100	SCHLUMBERGER LTD **Rating:** Citigroup : 1M Morgan Stanley . 1 S&P : 2	SLB	02/11/05	$ 3,712 50	$ 36.825	$ 83 50	$ 8,350 00	$ 4,637 50 LT	1 005 %	$ 84 00
100	SONOCO PRODUCTS CO **Rating:** S&P : 1	SON	02/11/05	2,933.00	28 78	33.67	3,367.00	434.00 LT		
100			06/20/05	2,797 00	27.42	33.67	3,367.00	570.00 LT		
200				5,730 00	28.65		6,734 00	1,004 00	3 326	224.00
300	SOUTHWEST AIRLINES CO	LUV	06/06/07	4,251.00	14.16	12.98	3,894.00	(357.00) LT		
300			12/24/07	3,915 00	12.70	12.98	3,894.00	(21 00) LT		
200			09/09/09	1,757.68	8.758	12 98	2,596.00	838.32 LT		
800				9,923.68	12.405		10,384.00	460.32	.138	14.40
50	STERICYCLE INC **Rating:** S&P . 1	SRCL	12/03/09	2,817.50	56.23	80.92	4,046.00	1,228.50 LT		
50	3M COMPANY **Rating:** Citigroup : 2M Morgan Stanley . 1 S&P · 2	MMM	03/10/06	3,639.51	72 69	86.30	4,315.00	675.49 LT	2 433	105.00
66.4	TIME WARNER INC **Rating:** Citigroup : 1M Morgan Stanley · 2 S&P · 1	TWX	02/11/05	2,565.54	38 637	32.17	2,136.09	(429 45) LT		
99 6			07/09/08	2,974.59	29.865	32.17	3,204.13	229 54 LT		
34			09/09/09	911 03	26.795	32.17	1,093.78	182 75 LT		
200				6,451.16	32.256		6,434 00	(17 16)	2 642	170 00
200	US BANCORP DEL NEW **Rating:** Citigroup · 1M Morgan Stanley . 2 S&P . 1	USB	12/03/09	4,761.40	23.777	26 97	5,394 00	632 60 LT	.741	40 00
100	UNITED CONTINENTAL HOLDINGS INC **Rating:** Citigroup : 1H Morgan Stanley . 1 S&P . 1	UAL	10/21/10	2,843.00	28.37	23.82	2,382.00	(461.00) ST		
100	VERIZON COMMUNICATIONS **Rating:** Citigroup : 1M Morgan Stanley : 2 S&P · 2	VZ	02/11/05	3,330.49	33.304	35.78	3,578.00	247 51 LT		
100			11/28/05	2,942.74	29.427	35.78	3,578 00	635.26 LT		
100			10/21/10	3,263.70	32.577	35.78	3,578.00	314.30 ST		
300				9,536.93	31.79		10,734 00	1,197 07	5 449	585 00
50	VISA INC COM CL A **Rating:** Citigroup · 2M Morgan Stanley 1 S&P . 1	V	09/09/09	3,639.50	70 67	70 38	3,519 00	(120 50) LT		
50			10/21/10	4,029.50	80.47	70.38	3,519 00	(510.50) ST		
100				7,669.00	76 69		7,038 00	(631.00)	852	60 00

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
25	VODAFONE GROUP PLC SPONS	VOD	06/20/05	$ 724.86	$ 28 994	$ 26 44	$ 661.00	($ 63 86) LT		
175	ADR NEW		11/28/05	4,363 02	24.931	26 44	4,627 00	263.98 LT		
100	Rating: Citigroup : 1L Morgan Stanley . 1		09/15/06	2,340.78	23.357	26.44	2,644 00	303 22 LT		
300	S&P . 2			7,428 66	24 762		7,832.00	503 34	4 931	391.20
300	XEROX CORP	XRX	11/28/05	4,235.03	14.10	11.52	3,456.00	(779 03) LT		
200	Rating: Citigroup 1H		09/15/06	2,740.56	13.177	11.52	2,304.00	(436.56) LT		
600	S&P . 1			6,975.59	13 951		5,760 00	(1,215 59)	1 475	85 00
Total common stocks and options				**$ 462,754.62**			**$ 464,228.49**	**$ 2,868.00 ST** **($ 1,394.13) LT**	**2.03**	**$ 9,264.77**
Total portfolio value				**$ 476,110.44**			**$ 477,584.31**	**$ 2,868.00 ST** **($ 1,394.13) LT**	**1.94**	**$ 9,268.78**

**Based on information supplied by client or other financial institution, not verified by us.*

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PORTFOLIO DETAILS

IMPORTANT NOTE: *According to our records it appears that your account contains a concentrated position. Academic studies and real-world experience have shown that asset allocation is the key factor in long-term investment performance. By choosing a diversified mix of stocks, bonds and other asset classes, investors may create the portfolios that best match their financial goals and tolerance for risk. Concentrated positions entail greater risks than a diversified portfolio. Morgan Stanley Smith Barney can provide you with strategies to reduce your exposure to a concentrated position. To discuss your asset allocations and potential strategies to reduce the risk and/or volatility of a concentrated position please contact your Financial Advisor.* **Please note, to the extent the concentrated position involves Citigroup or Morgan Stanley stock, we are providing this notice for informational purposes only. Under regulatory rules, Morgan Stanley Smith Barney cannot solicit the purchase or sale of stock or investments/hedges derived from an affiliate's stock.**

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/10, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold.
Please Note: *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.*

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
7,014.1903	HEALTH CARE SERVICES GROUP INC	HCSG	10/15/97	$ 12,931.44	$ 1.843	$ 16.27	$ 114,120.88	$ 101,189.44* LT		
34,855.8096			09/15/96	65,408.09	1.876	16.27	567,104.02	501,695.93# LT		
15,000			03/15/99	27,407.26	1.827	16.27	244,050.00	216,642.74* LT		
50,342.8162			12/08/04	311,900.53	6.195	16.27	819,077.62	507,177.09* LT		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
19,022.413	HEALTH CARE SERVICES GROUP INC	HCSG	12/08/04	$ 117,853.97	$ 6.195	$ 16.27	$ 309,494.66	$ 191,640.69* LT		
9,000.0342			12/08/04	55,760.00	6.195	16.27	146,430.56	90,670.56* LT		
2,250.0085			12/08/04	13,940.00	6.195	16.27	36,607.64	22,667.64* LT		
2,250.0085			12/08/04	13,940.00	6.195	16.27	36,607.64	22,667.64* LT		
2,250.0085			12/08/04	13,940.00	6.195	16.27	36,607.64	22,667.64* LT		
2,250.0085			12/08/04	13,940.00	6.195	16.27	36,607.64	22,667.64* LT		
2,250.0085			12/08/04	13,940.00	6.195	16.27	36,607.64	22,667.64* LT		
282.376			12/08/04	1,749.47	6.195	16.27	4,594.26	2,844.79* LT		
4,414.351			06/07/05	38,394.90	8.697	16.27	71,821.49	33,426.59* LT		
2,335.6744			06/07/05	20,315.10	8.697	16.27	38,001.42	17,686.32* LT		
12,179.2962			10/31/05	100,898.32	8.284	16.27	198,157.15	97,258.83* LT		
11,250.0427			11/18/05	101,150.00	8.991	16.27	183,038.19	81,888.19* LT		
20,925.0795			03/14/06	180,420.00	8.622	16.27	340,451.04	160,031.04* LT		
8,997.784			03/14/06	77,580.60	8.622	16.27	146,393.95	68,813.35* LT		
22,500.0904			10/20/06	277,900.00	12.351	16.27	366,076.47	88,176.47* LT		
229,370				1,459,369.68	6.363		3,731,849.91	2,272,480.23	3.81	142,209.40
Total common stocks and options				$ 1,459,369.68			$ 3,731,849.91	$ 0.00 ST	3.81	
								$ 2,272,480.23 LT		$ 142,209.40
Total portfolio value				$ 1,489,635.83			$ 3,762,116.08	$ 0.00 ST	3.78	$ 142,227.65
								$ 2,272,480.23 LT		

**Based on information supplied by client or other financial institution, not verified by us.*

#Based on information supplied by your Financial Advisor

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
BARTON WEISMAN	$ 314,750
TOTAL	$ 314,750

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ANTI DEFAMAITON LEAGUE NEW YORK NY 10158	605 THIRD AVE N/A	PUBLIC	GENERAL	25,000
BROWARD CENTER FOR PERFOR FORT LAUDERDALE FL 33312	201 SW 5TH AVE N/A	PUBLIC	GENERAL	2,500
CONGREGATION B'NAI ISRAEL BOCA RATON FL 33431	2200 YAMATO RD N/A	PUBLIC	GENERAL	5,436
HADASSAH NEW YORK NY 10019	50 WEST 58TH ST N/A	PUBLIC	GENERAL	1,000
JAFCO SUNRISE FL 33351	4200 NORTH UNIVERISTY DR N/A	PUBLIC	GENERAL	2,700
JEWISH FEDERATION S. PBC BOCA RATON FL 33428	9901 DONNA KLEIN BLVD N/A	PUBLIC	GENERAL	125,000
JEWISH FEDERATON OF ATLAN ATLANTA GA 30309	1440 SPRING STREET, NW N/A	PUBLIC	GENERAL	750
LEHIGH UNIVERSITY BETHLEHEM PA 18015	27 MEMORIAL DRIVE WEST N/A	PUBLIC	GENERAL	2,000
NEW JERSEY PPC TF VOORHEES NJ 08043	1304 LAUREL OAK ROAD N/A	PUBLIC	GENERAL	5,500
OTHER BOCA RATON FL 33428	NONE N/A	PUBLIC	GENERAL	6,000
RUTH RALES JEWISH FAMILY BOCA RATON FL 33428	21300 RUTH & BARON COLEMA N/A	PUBLIC	GENERAL	220,000
TEMPLE BAT YAM OF EAST FO FORT LAUDERDALE FL 33334	5151 NE 14TH TERRACE N/A	PUBLIC	GENERAL	19,095
THE SOREF JEWISH COMMUNIT PLANTATION FL 33313	6501 WEST SUNRISE BLVD N/A	PUBLIC	GENERAL	2,500
SO PALM BEACH CHAPTER BOCA RATON FL 33428	NONE N/A	PUBLIC	GENERAL	5,000
AFDMA BOCA RATON FL 33428	NONE N/A	PUBLIC	GENERAL	100,000
CROHN'S & COLITIS FOUNDAT NEW YORK NY 10016	386 PARK AVENUE SOUTH N/A	PUBLIC	GENERAL	250
SIMON WIESENTHAL CENTER LOS ANGELES CA 90035	1399 SOUTH ROXBURY N/A	PUBLIC	GENERAL	250
FLORENCE FULLER CHILD DEV BOCA RATON FL 33432	200 NE 14TH ST N/A	PUBLIC	GENERAL	1,500
ADOPH & ROSE LEVIS JCC BOCA RATON FL 33428	9801 DONNA KLEIN BLVD N/A	PUBLIC	GENERAL	1,000

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
PLAY FOR PINK NEW YORK NY 10022	60 EAST 56TH ST N/A	PUBLIC	GENERAL	500
BOCA RATON COMM HOSPITAL BOCA RATON FL 33486	800 MEADOWS RD N/A	PUBLIC	GENERAL	15,890
PROM FUND BOCA RATON FL 33496	NONE N/A	PUBLIC	GENERAL	1,000
HANDS ON TZEDAKAH BOCA RATON FL 33496	2901 CLINT MOORE ROAD N/A	PUBLIC	GENERAL	10,000
TOTAL				552,871

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
MONEY MARKET FUNDS	$ 420		14		
TOTAL	$ 420				

Tax-Exempt Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni ($ or %)
MUNICIPAL BOND INTEREST	$ 80		14		
TOTAL	$ 80				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
DIVIDEND INCOME	$ 141,225		14		
TOTAL	$ 141,225				

Form **8868** (Rev January 2011)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return See instructions	Name of exempt organization BARTON AND SHIRLEY WEISMAN FOUNDATION, INC.	Employer identification number 58-2684069
	Number, street, and room or suite no If a P O box, see instructions 17603 LAKE ESTATES DRIVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions BOCA RATON FL 33496	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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

- The books are in the care of ▶
  Telephone No ▶ 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☐ calendar year or
▶ ☐ tax year beginning , and ending

2 If this tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	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	3a	$
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	3b	$
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions