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 JUL 1, 2010 , and ending JUN 30, 2011

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
THE WEIL FOUNDATION
C/O GAFFEY DEANE & TALLEY, PLC

A Employer identification number
31-1627660

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

B Telephone number
703-657-6040

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

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: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,998,663.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	27.	27.		STATEMENT 1
	4 Dividends and interest from securities	119,681.	119,681.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	162,430.			
	b Gross sales price for all assets on line 6a 3,945,971.				
	7 Capital gain net income (from Part IV, line 2)		162,430.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	282,138.	282,138.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	40,000.	20,000.		20,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	6,073.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	15,351.	15,351.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	61,424.	35,351.		20,000.
	25 Contributions, gifts, grants paid	360,138.			360,138.
	26 **Total expenses and disbursements.** Add lines 24 and 25	421,562.	35,351.		380,138.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<139,424.>			
	b **Net investment income** (if negative, enter -0-)		246,787.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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14570201 132024 WE14 2010.05042 THE WEIL FOUNDATION C/O GAF WE14___1 14

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	22,400.	2,705.	2,705.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	2,903,502.	2,917,424.	3,120,355.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	5,838,852.	5,705,201.	3,875,603.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	8,764,754.	8,625,330.	6,998,663.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	527,254.	527,254.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,237,500.	8,098,076.	
	30 **Total net assets or fund balances**	8,764,754.	8,625,330.	
	31 **Total liabilities and net assets/fund balances**	8,764,754.	8,625,330.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,764,754.
2	Enter amount from Part I, line 27a	2	<139,424.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,625,330.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,625,330.

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	3,945,971.		3,783,541.	162,430.

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				162,430.

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 } 2 162,430.

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	239,208.	6,656,707.	.035935
2008	237,527.	8,760,905.	.027112
2007	580,225.	11,393,602.	.050926
2006	300,826.	8,767,571.	.034311
2005	359,140.	6,785,726.	.052926

2	**Total** of line 1, column (d)	2	.201210
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	.040242
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,795,655.
5	Multiply line 4 by line 3	5	273,471.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,468.
7	Add lines 5 and 6	7	275,939.
8	Enter qualifying distributions from Part XII, line 4	8	380,138.

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	2,468.
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	2,468.
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	2,468.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,809.		
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	6,809.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	4,341.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 4,341. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶ KENNETH M. WEIL Telephone no. ▶ 203-656-3166
Located at ▶ 25 BUTLER'S ISLAND ROAD, DARIEN, CT ZIP+4 ▶ 06820-6203

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			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)?	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?		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 (No)

If "Yes" to 6b, file Form 8870

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

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

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	5,935,667.
b	Average of monthly cash balances			1b	45,113.
c	Fair market value of all other assets			1c	918,362.
d	**Total** (add lines 1a, b, and c)			1d	6,899,142.
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	6,899,142.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	103,487.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,795,655.
6	**Minimum investment return**. Enter 5% of line 5			6	339,783.

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	339,783.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,468.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,468.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	337,315.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	337,315.
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	337,315.

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	380,138.
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	380,138.
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	2,468.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	377,670.

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				337,315.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			328,990.	
b Total for prior years: 2008, ____, ____		20,243.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 380,138.				
a Applied to 2009, but not more than line 2a			328,990.	
b Applied to undistributed income of prior years (Election required - see instructions) *		20,243.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				30,905.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				306,410.
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	0.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

* SEE STATEMENT 7

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 (a) 2010	Prior 3 years (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).)

SEE STATEMENT 8

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 9				
Total			▶ 3a	360,138.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	27.	
4 Dividends and interest from securities			14	119,681.	
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	162,430.	
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.		282,138.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 282,138.

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

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

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

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

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?

		Yes	No
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

Henrietta Weil | 2/16/12 | Secty/Treas

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JON B. DEANE	Jon B. Deane, CPA	2/3/12		

Firm's name ▶ GAFFEY DEANE & TALLEY PLC — Firm's EIN ▶

Firm's address ▶ 12355 SUNRISE VALLEY DRIVE #305 RESTON, VA 20191 — Phone no. (703) 657-6040

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FIDELITY ACCOUNT 613424773 - SEE ATTACHED	P	VARIOUS	VARIOUS
b	FIDELITY ACCOUNT 613424773 - SEE ATTACHED	P	VARIOUS	VARIOUS
c	GOLDMAN SACHS ACCOUNT 030271936 - SEE ATTACHED	P	VARIOUS	VARIOUS
d	GOLDMAN SACHS PERRY OPPORTUNITIES FUND OFFSHORE,	P	VARIOUS	04/21/11
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,061,799.		3,070,231.	<8,432.>
b	582,652.		489,387.	93,265.
c	256,000.		223,923.	32,077.
d	28,884.			28,884.
e	16,636.			16,636.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<8,432.>
b				93,265.
c				32,077.
d				28,884.
e				16,636.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	162,430.
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

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

SOURCE	AMOUNT
FIDELITY MUTUAL FUNDS #424773	5.
GOLDMAN SACHS - 27193-6	22.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	27.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY MUTUAL FUNDS #424773	73,090.	16,010.	57,080.
GOLDMAN SACHS - 27193-6	60,076.	626.	59,450.
GOLDMAN SACHS PERRY OPPORTUNITIES FUND OFFSHORE, L.P.	3,151.	0.	3,151.
TOTAL TO FM 990-PF, PART I, LN 4	136,317.	16,636.	119,681.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	6,073.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,073.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	15,067.	15,067.		0.
MISCELLANEOUS	284.	284.		0.
TO FORM 990-PF, PG 1, LN 23	15,351.	15,351.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS	1,578,411.	1,686,645.
GOLDMAN SACHS	1,339,013.	1,433,710.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,917,424.	3,120,355.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS PERRY PRIVATE OPPORTUNITIES FUND OFFSHORE, LP	COST	677,959.	648,876.
GOLDMAN SACHS INVESTMENT PARTNERS OFFSHORE, LP	COST	2,000,000.	2,150,368.
TONTINE CAPITAL FUND II CLASS A	COST	2,197,925.	1,006,351.
TONTINE CAPITAL FUND II CLASS S	COST	829,317.	70,008.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,705,201.	3,875,603.

FORM 990-PF	ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO APPLY EXCESS QUALIFYING DISTRIBUTIONS TO PRIOR YEAR'S UNDISTRIBUTED INCOME	STATEMENT 7

THE WEIL FOUNDATION, EIN 31-1627660, ELECTS TO APPLY EXCESS QUALIFYING DISTRIBUTIONS FROM 2010 TO PRIOR YEARS UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2).

FORM 990-PF PART XV - LINE 1A STATEMENT 8
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

AUDREY YORK WEIL
KENNETH M. WEIL

FORM 990-PF GRANTS AND CONTRIBUTIONS STATEMENT 9
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A BETTER CHANCE IN DARIEN INC P.O. BOX 3204 DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	5,000.
AMERICAN RED CROSS 209 FARMINGTON AVENUE FARMINGTON, CT 06032	NONE OPERATING EXPENSES	501(C)(3)	1,000.
BLUE WAVE PRIDE CLUB 80 HIGH SCHOOL LANE DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	200.
BOYS SCOUTS OF AMERICA - OLD HICKOY COUNCIL 6600 SILAS CREEK PARKWAY WINSTON SALEM, NC 27106	NONE YOUTH PROGRAMS	501(C)(3)	1,000.
CANYON CREST ACADEMY FOUNDATION 3525 DEL MAR HEIGHTS RD. #434 SAN DIEGO, CA 92130	NONE OPERATING EXPENSES	501(C)(3)	1,000.
CONCORD CHRISTIAN CHURCH 3101 DAVIDSON HIGHWAY CONCORD, NC 28027	NONE OPERATING EXPENSES	501(C)(3)	1,000.

CRISIS CONTROL MINISTRY 200 E. 10TH STREET WINSTQNSALEM, NC 27101	NONE OPERATING EXPENSES	501(C)(3)	3,000.
DARIEN COMMUNITY ASSOCIATION 274 MIDDLESEX ROAD DARIEN, CT 06820	NONE SCHOLARSHIP AND OPERATING EXPENSES	501(C)(3)	1,250.
DARIEN EMS POST 53 INC PO BOX 2066 DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	10,160.
DARIEN HIGH SCHOOL FOOTBALL 80 HIGH SCHOOL LANE DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	7,618.
DARIEN HIGH SCHOOL 80 HIGH SCHOOL LANE DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	250.
DARIEN PUBLIC LIBRARY 1441 POST ROAD DARIEN, CT 06820	NONE OPERATING EXPENSES	501(C)(3)	1,410.
DOMUS FOUNDATION 417 SHIPPAN AVE STAMFORD, CT 06902-6010	NONE OPERATING EXPENSES	501(C)(3)	15,000.
DUKE GLOBAL HEALTH INSTITUTE P.O. BOX 90519 DURHAM, NC 27708	NONE OPERATING EXPENSES	501(C)(3)	5,000.
DUKE UNIVERSITY P.O. BOX 90581 DURHAM, NC 27708	NONE SCHOLARSHIP AND OPERATING EXPENSES	SCHOOL	105,000.
FORSYTH COUNTRY DAY SCHOOL 5501 SHALLOWFORD ROAD, P.O. BOX 549 LEWISVILLE, NC 27023-0549	NONE OPERATING EXPENSES	501(C)(3)	2,000.

FUND FOR WOMEN AND GIRLS - FAIRFIELD COUNTY COMM FOUNDATION 83 MAIN AVENUE NORWALK, CT 06851-1543	NONE OPERATING EXPENSES	501(C)(3)	1,250.
GILDA'S CLUB WESTCHESTER 80 MAPLE AVENUE WHITE PLAINS, NY 10601	NONE OPERATING EXPENSES	501(C)(3)	1,500.
GLOBE INTERNATIONAL P.O. BOX 3040 PENSACOLA, FL 32516	NONE OPERATING EXPENSES	501(C)(3)	5,000.
GRAND CHARITIES, INC 780 LAKEFIELD ROAD, SUITE G WESTLAKE, CA 91361	NONE COMMUNITY PROGRAMS	501(C)(3)	4,400.
GREENSBORO COLLEGE 815 W. MARKET STREET GREENSBORO, NC 27401	NONE OPERATING EXPENSES	501(C)(3)	1,000.
HARVARD BUSINESS SCHOOL FUND TEELE HALL, SOLDIERS FIELD BOSTON, MA 02163	NONE EDUCATIONAL PROGRAMS	501(C)(3)	500.
HBS CLUB OF CONNECTICUT COMMUNITY PARTNERS 47 SACHEM LANE GREENWICH, CT 06830	NONE COMMUNITY PROGRAMS	501(C)(3)	6,500.
KAREN BEASLEY SEA TURTLE HOSPITAL P.O. BOX 3012 TOPSAIL, NC 28445	NONE OPERATING EXPENSES	501(C)(3)	5,000.
L.E.A.D UGANDA 202 SAINT MARKS AVENUE #4 BROOKLYN, NY 11238	NONE OPERATING EXPENSES	501(C)(3)	10,000.
LEWISVILLE CIVIC CLUB PO BOX 293 LEWISVILLE, NC 27023-0293	NONE COMMUNITY PROGRAMS	501(C)(3)	1,000.

MARIST COLLEGE 3399 NORTH ROAD POUGHKEEPSIE, NY 12601	NONE SCHOLARSHIP AND OPERATING EXPENSES	501(C)(3)	50,000.
METHODIST ORPHANAGE/HOME FOR CHILDREN 1041 WASHINGTON STREET RALEIGH, NC 27605	NONE OPERATING EXPENSES	501(C)(3)	2,500.
NEVADA WOMEN'S FOUNDATION 770 SMITHRIDGE DR. #300 RENO, NV 89502-0708	NONE WOMEN SUPPORT ACTIVITIES	501(C)(3)	5,000.
NORTH CAROLINA SYMPHONY 3700 GLENWOOD AVENUE, SUITE 130 RALEIGH, NC 27612	NONE OPERATING EXPENSES	501(C)(3)	500.
NORWALK GRASSROOTS TENNIS 15 EASTWOOD ROAD NORWALK, CT 06851	NONE SCHOLARSHIP AND OPERATING EXPENSES	501(C)(3)	11,250.
ORPHAN HELPERS, INC. 813 FORREST DRIVE, SUITE A NEWPORT NEWS, VA 23606	NONE OPERATING EXPENSES	501(C)(3)	5,250.
PARTNERS IN HEALTH 641 HUNTINGTON AVENUE BOSTON, MA 02115	NONE OPERATING EXPENSES	501(C)(3)	10,000.
QUEEN OF THE VALLEY HOSPITAL 1000 TRANCAS, P.O. BOX 2069 NAPA, CA 94558	NONE OPERATING EXPENSES	501(C)(3)	10,000.
RIVER OAKS COMMUNITY CHURCH 1855 LEWISVILLE CLEMMONS ROAD CLEMMONS, NC 27012	NONE OPERATING EXPENSES	501(C)(3)	4,000.
SIERRA LEONE WAR TRUST - 7 THORNTON ROAD, LITTLE HEATH POTTERS BAR, HERTFORDSHIRE, UNITED KINGDOM EN6 1JJ	NONE OPERATING EXPENSES	UNITED KINGDOM CHARITY	10,000.

STAMFORD HIGH SCHOOL 55 STRAWBERRY HILL AVENUE STAMFORD, CT 06902	NONE OPERATING EXPENSES	501(C)(3)	400.
THE ALDRICH CONTEMPORARY ART MUSEUM 258 MAIN STREET RIDGEFIELD, CT 06877	NONE OPERATING EXPENSES	501(C)(3)	1,000.
THE COMMUNITY FUND OF DARIEN PO BOX 926 DARIEN, CT 06820-0926	NONE OPERATING EXPENSES	501(C)(3)	10,000.
THE DANISH HOME OF CHICAGO 5656 N. NEWCASTLE AVENUE CHICAGO, IL 60631	NONE OPERATING EXPENSES	501(C)(3)	500.
THE MARITIME AQUARIUM AT NORWALK INC. 10 N WATER ST SOUTH NORWALK, CT 06854-2228	NONE OPERATING EXPENSES	501(C)(3)	31,700.
TRINITY PRESBYTERIAN CHURCH 1416 BOLTON STREET WINSTONSALEM, NC 27103	NONE OPERATING EXPENSES	501(C)(3)	2,000.
UNITED CHURCH MINISTRIES 119 WEST WALNUT STREET GOLDSBORO, NC 27530-3650	NONE OPERATING EXPENSES	501(C)(3)	500.
UW MEDICINE ADVANCEMENT - WHITE LIGHTS FUND P.O. BOX 358045 SEATTLE, WA 98195-8045	NONE OPERATING EXPENSES	501(C)(3)	9,000.
WFDD PUBLIC RADIO 1834 WAKE FOREST RD. WINSTON SALEM, NC 27109	NONE PUBLIC RADIO BROADCASTING	501(C)(3)	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			360,138.

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2011

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
Fidelity Brokerage Account #613-424773								
Bear Pro Fund	5/18/2010	7/12/2010	1,276 828	30,873.71	32,903.86	(2,030.15)		
					(2,030.15)	2,030.15		Wash Sale Adjustment
	various	7/26/2010	2,805.315	65,448.00	73,358.99	(7,910.99)		
					(4,992.35)	4,992.35		Wash Sale Adjustment
	various	8/4/2010	2,632.453	60,625.39	71,525.43	(10,900.04)		
					(10,900.04)	10,900.04		Wash Sale Adjustment
	various	8/30/2010	7,189.763	177,011 97	189,861.79	(12,849.82)		
					(5,201.11)	5,201.11		Wash Sale Adjustment
	various	9/15/2010	1,143 560	26,153.22	28,848 86	(2,695.64)		
					(2,043.81)	2,043.81		Wash Sale Adjustment
	3/28/2011	4/1/2011	3,373.076	63,312.64	64,425.76	(1,113.12)		
	6/15/2011	6/21/2011	157.150	3,000.00	3,073 85	(73.85)		
	6/15/2011	6/24/2011	113.179	2,205.86	2,213.78	(7.92)		
Fairholme Fund	various	5/5/2011	485.095	16,431.06	11,175.65	5,255 41		
Fund*X Upgrader	1/4/2010	7/7/2010	12.402	343.04	302.57	40.47		
Nuveen Tradewinds	various	9/8/2010	349.428	11,167.73	10,598.15	569.58		
	1/4/2010	11/8/2010	49.033	1,750 00	1,487.17	262.83		
	1/4/2010	12/16/2010	28.694	1,000 00	874.31	125.69		
Pimco All Assets All Auth	2/7/2011	4/13/2011	184 843	2,000.00	1,931.61	68.39		
	2/7/2011	5/9/2011	504 125	5,500.00	5,268 11	231.89		
	2/7/2011	6/21/2011	557 103	6,000.00	5,821.73	178 27		

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2011

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
Pimco High Yield	3/5/2010	9/8/2010	2,485.970	22,621.19	22,224.57	396.62		
	3/5/2010	11/8/2010	529 101	4,974 00	4,730.16	243.84		
	various	11/29/2010	18,651.434	172,313.25	166,743.82	5,569.43		
	7/14/2010	2/7/2011	710.736	6,711 78	6,602.74	109.04		
	7/14/2010	4/13/2011	526.870	4,974.00	4,899.89	74.11		
	7/14/2010	5/9/2011	1,783.841	16,974.00	16,589.72	384.28		
	various	6/17/2011	16,753.431	156,283.51	155,806.91	476.60		
Pimco Short Term Institutional	various	7/14/2010	18,948.405	186,994.76	187,046.39	(51.63)		
	various	1/10/2011	17,464.436	172,347 98	173,440 24	(1,092.26)		
Pimco Total Return	2/8/2010	9/8/2010	456.384	5,217.85	4,983.71	234.14		
ProFunds Mid Cap Value	various	8/16/2010	5,316.524	192,670 83	202,035.17	(9,364.34)		
	various	9/27/2010	2,697.770	104,133.93	105,112.91	(978.98)		
	various	10/11/2010	1,088.175	43,178.78	43,170.20	8.58		
	various	3/7/2011	2,268.178	104,336.17	104,086.69	249.48		
	various	3/17/2011	2,264.416	102,125.17	102,510.11	(384.94)		
					(384.94)	384.94		Wash Sale Adjustment
	various	3/22/2011	2,296.325	105,699.85	104,253.16	1,446.69		
	3/16/2011	3/28/2011	871.680	40,463.39	39,564.41	898.98		
	4/1/2011	4/13/2011	97.959	4,560.00	4,590.36	(30.36)		
					(30.36)	30.36		Wash Sale Adjustment
	various	4/18/2011	2,177.296	100,591.07	102,049 86	(1,458.79)		
					(1,458.79)	1,458.79		Wash Sale Adjustment
	4/12/2011	5/9/2011	295 852	14,050.00	14,064.80	(14.80)		
					(14.80)	14.80		Wash Sale Adjustment
	various	5/10/2011	1,922.231	92,170 97	91,382.86	788 11		

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2011

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
	various	5/19/2011	1,937 034	91,369 91	91,428.00	(58.09)		
					(58.09)	58.09		Wash Sale Adjustment
	various	5/27/2011	1,979.824	92,754.76	92,022.22	732.54		
	5/25/2011	6/15/2011	715.172	31,553.39	33,252.10	(1,698.71)		
Small Cap Value	various	10/18/2010	2,767.983	110,331.82	107,619.18	2,712.64		
	10/11/2010	11/1/2010	866.925	33,740.72	33,706.06	34.66		
	12/1/2010	12/16/2010	16.756	720.00	688.00	32.00		
	12/1/2010	1/3/2011	851.755	37,920.13	34,973.05	2,947.08		
Small Cap Growth	11/1/2010	11/8/2010	76.261	3,100.00	2,943 67	156.33		
	various	11/19/2010	2,764.606	110,916.00	107,404.94	3,511.06		
	various	11/29/2010	2,664.354	108,732.28	103,536.80	5,195.48		
	11/16/2010	12/1/2010	879.434	36,408.57	34,164.04	2,244.53		
Ultra Bear Pro	8/30/2010	9/7/2010	11,054.164	102,693.18	111,868.14	(9,174.96)		
	8/30/2010	9/8/2010	4,636 641	42,518.00	46,922.81	(4,404.81)		
Ultra Short Small Cap	various	7/26/2010	17,317.687	75,851.47	88,666.56	(12,815 09)		
Van Eck Intl Inv Gold	6/1/2010	9/30/2010	550.214	13,903.90	11,488.47	2,415.43		
	6/1/2010	10/11/2010	409.925	10,555.56	8,563.33	1,992.23		
	6/1/2010	10/18/2010	328.600	8,514.03	6,864.45	1,649.58		
	6/1/2010	11/8/2010	35 386	1,000 00	738.86	261.14		
	6/1/2010	12/16/2010	25.344	700.00	529.18	170.82		
	6/1/2010	2/7/2011	57.367	1,324.60	1,227.65	96.95		
	6/1/2010	4/11/2011	350 522	8,801.60	7,578.29	1,223.31		
	6/1/2010	4/13/2011	36.750	900.00	794 54	105.46		
	6/1/2010	5/9/2011	130.152	3,000.00	2,813 89	186 11		

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2011

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)
Yacktman Focused Fund	1/4/2010	9/8/2010	335.598	5,523.95	5,470.25	53.70	
	1/4/2010	11/8/2010	99.038	1,750.00	1,614 32	135.68	
	1/4/2010	12/16/2010	55.586	1,000 00	906.05	93.95	
Fidelity Short-Term Totals				3,061,798.97	3,070,230.71	(8,431.74)	
Brown Capital Management	8/31/2009	9/8/2010	247.889	8,681.06	7,786.19		894.87
	8/31/2009	11/8/2010	42.673	1,750 00	1,340.36		409.64
	8/31/2009	12/16/2010	22.989	1,000.00	723.23		276.77
	8/31/2009	2/7/2011	419.731	18,761 98	13,204.74		5,557.24
	8/31/2009	4/13/2011	31 908	1,500 00	1,003.83		496.17
	8/31/2009	5/9/2011	217.886	10,720.00	6,981.07		3,738.93
	8/31/2009	6/21/2011	111.111	5,320.00	3,560.00		1,760.00
	8/31/2009	6/24/2011	81 756	3,875.23	2,619.46		1,255.77
Fairholme Fund	1/7/2009	11/8/2010	84.866	2,974.00	1,897.60		1,076.40
	1/7/2009	12/16/2010	108.108	3,654.00	2,487.57		1,166.43
	1/7/2009	2/7/2011	509.509	18,464 09	11,739.09		6,725.00
	1/7/2009	4/13/2011	227.937	7,774.00	5,251.67		2,522.33
	various	5/5/2011	2,721.484	92,181.84	62,697.93		29,483.91
FMI Common Stock	8/31/2009	9/8/2010	285.811	6,244.97	5,799.11		445.86
	8/31/2009	11/8/2010	73.746	1,750.00	1,502.94		247.06
	8/31/2009	12/16/2010	39.698	1,000.00	809.05		190.95
	8/31/2009	2/7/2011	569.482	14,897.64	11,611.74		3,285.90
	8/31/2009	4/13/2011	56.201	1,500.00	1,145.94		354.06
	8/31/2009	5/9/2011	394.698	10,720 00	8,249.19		2,470.81
	8/31/2009	6/21/2011	200.982	5,320.00	4,200.52		1,119 48
	8/31/2009	6/24/2011	149.034	3,903.21	3,114.81		788 40

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2011

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)
Fund*X Upgrader	various	7/7/2010	680.223	18,814.97	16,595.27		2,219.70
Hussman Strategic Growth	3/17/2006	11/8/2010	394.011	4,974.00	5,429.47		(455.47)
	3/17/2006	12/16/2010	301.587	3,774.00	4,099.85		(325.85)
	3/17/2006	2/7/2011	256.601	3,014.72	3,535.96		(521.24)
	3/17/2006	4/13/2011	541.427	6,574.00	7,460.86		(886.86)
	3/17/2006	5/9/2011	1,748.366	21,374.00	24,075.00		(2,701.00)
	3/17/2006	6/13/2011	885.467	10,944.93	12,201.74		(1,256.81)
	3/17/2006	6/21/2011	767.987	9,474.00	10,582.86		(1,108.86)
Hussman Strategic Total Return	10/6/2008	9/8/2010	105.689	1,309 91	1,237.62		72 29
	10/6/2008	12/16/2010	494.641	5,974.00	5,802.14		171.86
	10/6/2008	2/7/2011	550.944	6,618.39	6,462.57		155.82
	10/6/2008	4/13/2011	823.723	9,974.00	9,670.51		303.49
	10/6/2008	5/9/2011	2,042.484	24,974.00	23,978.76		995.24
	10/6/2008	6/21/2011	818.331	9,974.00	9,599 02		374.98
iShares Tr Dow Jones US Real	8/17/2009	9/8/2010	4.000	205.96	152.38		53.58
	8/17/2009	11/8/2010	17.000	967.50	647.60		319.90
	8/17/2009	12/16/2010	13.000	690.27	494.87		195.40
	8/17/2009	4/13/2011	23.000	1,344.55	872.16		472.39
	8/17/2009	5/9/2011	82 000	5,020.76	3,109.43		1,911 33
	8/17/2009	6/21/2011	33 000	1,994.48	1,251.36		743.12

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2011

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)
Leuthold Asset Allocation	1/7/2009	9/8/2010	1,911.833	18,410.95	14,568.17		3,842.78
	1/7/2009	11/8/2010	152.672	1,600.00	1,161.83		438.17
	1/7/2009	12/16/2010	115.385	1,200.00	878.08		321.92
	1/7/2009	2/7/2011	315.649	3,386.91	2,405.25		981.66
	1/7/2009	4/13/2011	200.182	2,200.00	1,525.39		674.61
	1/7/2009	5/9/2011	665.468	7,400.00	5,070 87		2,329.13
	1/7/2009	6/21/2011	296.846	3,200.00	2,261.97		938.03
Loomis Sayles Bond	12/17/2008	9/8/2010	1,576.174	21,945.86	20,111.98		1,833.88
	12/17/2008	11/8/2010	342.936	4,974.00	4,379.29		594.71
	various	12/16/2010	427.046	5,974.00	5,461.92		512.08
	3/19/2009	4/13/2011	339.213	4,974.00	4,358.89		615.11
	3/19/2009	5/9/2011	1,337.793	19,974.00	17,204.02		2,769.98
	3/19/2009	6/13/2011	753.231	11,144.42	9,694.08		1,450.34
	3/19/2009	6/21/2011	1,086.219	15,974.00	13,990.50		1,983.50
Nuveen Tradewinds	1/4/2010	2/7/2011	287.109	10,278.49	8,768.31		1,510.18
	1/4/2010	4/13/2011	41.725	1,500.00	1,274.28		225.72
	1/4/2010	5/9/2011	296.542	10,720.00	9,219.49		1,500.51
	1/4/2010	6/21/2011	151.653	5,320.00	4,714.89		605 11
	1/4/2010	6/24/2011	110 578	3,817.14	3,437.87		379 27
Pimco GNMA Instl	12/30/2008	9/8/2010	118.027	1,400.95	1,317.18		83.77
	12/30/2008	11/8/2010	492.207	5,974.00	5,493.03		480.97
	12/30/2008	2/7/2011	862.329	9,726.94	9,640.84		86.10
	12/30/2008	5/9/2011	1,030.928	11,974.00	11,525.78		448.22
Yacktman Focused Fund	1/4/2010	2/7/2011	444 749	8,196.72	7,258.30		938.42
	1/4/2010	4/13/2011	79 957	1,500.00	1,304.90		195.10
	1/4/2010	5/9/2011	558.043	10,720.00	9,230.03		1,489.97
	1/4/2010	6/21/2011	283.582	5,320.00	4,690 45		629 55

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2011

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)
	1/4/2010	6/24/2011	208.820	3,861.08	3,453.88		407.20
Fidelity Long-Term Totals				582,651.92	489,386.94		93,264.98
Goldman Sachs Brokerage Account #030-27193-6.							
Goldman Sachs High Yield Instl Mutual Fd Class I	8/30/2009	3/4/2011	8,053.690	60,000.00	45,422.82		14,577.18
Goldman Sachs Investment Grade Credit Fd - Inst	8/7/2009	3/4/2011	20,588.240	196,000.00	178,500.00		17,500 00
Goldman Sachs Long-Term Totals				256,000.00	223,922.82		32,077.18

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

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

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

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

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

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

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

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

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

Telephone No ▶ 203-656-3166 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2012 .

5 For calendar year ______ , or other tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

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

7 State in detail why you need the extension
INFORMATION NECESSARY TO PREPARE THE RETURN ON A TIMELY AND ACCURATE MANNER HAS NOT BEEN RECEIVED FROM THIRD PARTIES.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	2,468.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	6,809.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification

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

Signature ▶ Title ▶ Date ▶

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

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

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

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

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

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

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

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

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

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

4 I request an additional 3-month extension of time until MAY 15, 2012 .

5 For calendar year ______ , or other tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

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7 State in detail why you need the extension
INFORMATION NECESSARY TO PREPARE THE RETURN ON A TIMELY AND ACCURATE MANNER HAS NOT BEEN RECEIVED FROM THIRD PARTIES.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 2,468.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 6,809.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification

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

Signature ▶ Jon B. Deane Title ▶ CPA Date ▶ 2/1/12

023842
01-24-11

12370201 132024 WE14 2010.05042 THE WEIL FOUNDATION C/O GAF WE14___1