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 [X] Address change [ ] Name change

Name of foundation
A. JAMES WEITZENFELD MEMORIAL FOUNDATION
C/O BURTON Y WEITZENFELD

A Employer identification number: 36-6160899

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
THE PARK,145 N MILWAUKEE AVE #~~5003~~ 408

B Telephone number: 847-432-7675

City or town, state, and ZIP code
VERNON HILLS, IL 60061

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: [X] 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) ▶$ 814,445.

J Accounting method: [X] 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))

		(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	6,201.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	122.	122.		STATEMENT 1
	4 Dividends and interest from securities	31,861.	31,861.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	135,932.			
	b Gross sales price for all assets on line 6a 666,523.				
	7 Capital gain net income (from Part IV, line 2)		135,932.		
	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	174,116.	167,915.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	5,600.	5,040.		560.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,278.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	729.	678.		51.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,607.	5,718.		611.
	25 Contributions, gifts, grants paid	24,300.			24,300.
	26 **Total expenses and disbursements.** Add lines 24 and 25	31,907.	5,718.		24,911.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	142,209.			
	b **Net investment income** (if negative, enter -0-)		162,197.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

14 G18

023501
12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2010)

14110109 758396 00900950000 2010.05040 A. JAMES WEITZENFELD MEMORI 00900951

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	29,423.	104,653.	104,653.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	642,585.	708,664.	708,892.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	0.	900.	900.
	16 **Total assets** (to be completed by all filers)	672,008.	814,217.	814,445.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	672,008.	814,217.	
	30 **Total net assets or fund balances**	672,008.	814,217.	
	31 **Total liabilities and net assets/fund balances**	672,008.	814,217.	

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	672,008.
2	Enter amount from Part I, line 27a	2	142,209.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	814,217.
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	814,217.

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	SHORT TERM/SEE SCHEDULE	P	VARIOUS	VARIOUS
b	LONG TERM/SEE SCHEDULE	P	VARIOUS	VARIOUS
c	LONG TERM/SEE SCHEDULE	P	VARIOUS	VARIOUS
d	RETURN OF CAPITAL/SEE SCHEDULE	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	10,289.		10,249.	40.
b	549,053.		416,202.	132,851.
c	29,672.		28,689.	983.
d	77,444.		75,451.	1,993.
e	65.			65.

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				40.
b				132,851.
c				983.
d				1,993.
e				65.

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** 135,932.

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	37,710.	714,067.	.052810
2008	36,513.	637,000.	.057320
2007	42,584.	786,940.	.054113
2006	43,055.	802,237.	.053669
2005	39,415.	759,538.	.051893

2	**Total** of line 1, column (d)	2	.269805
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	.053961
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	789,634.
5	Multiply line 4 by line 3	5	42,609.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,622.
7	Add lines 5 and 6	7	44,231.
8	Enter qualifying distributions from Part XII, line 4	8	24,911.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,244.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,244.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,244.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 640.		
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	640.
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** SEE STATEMENT 9 ▶	9	2,604.
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 instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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) ▶ IL			
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)*

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

Website address ▶ N/A

14 The books are in care of ▶ BURTON Y WEITZENFELD Telephone no. ▶ 847/432-7675
Located at ▶ THE PARK, 145 N. MILWAUKEE AVE, APT#5003, VERNON ZIP+4 ▶ 60061

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

		Line	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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	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 NONE	0.
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 NONE	0.
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	690,815.
b	Average of monthly cash balances	1b	110,844.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	801,659.
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	801,659.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,025.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	789,634.
6	**Minimum investment return** Enter 5% of line 5	6	39,482.

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	39,482.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 3,244.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3,244.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,238.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	36,238.
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	36,238.

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	24,911.
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	24,911.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	24,911.

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					36,238.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: ____, ____, ____			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	2,064.				
b From 2006	3,641.				
c From 2007	3,909.				
d From 2008	5,307.				
e From 2009	2,638.				
f **Total** of lines 3a through e		17,559.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $	24,911.				
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2010 distributable amount					24,911.
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).)		11,327.			11,327.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		6,232.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		6,232.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008	3,594.				
d Excess from 2009	2,638.				
e Excess from 2010					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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 13				
Total			▶ 3a	24,300.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	122.	
4 Dividends and interest from securities			14	31,861.	
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	135,932.	
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.		167,915.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 167,915.

(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).

023621
12-07-10

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 1/20/12 | Title President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARRY EDELSTEIN		1/13/11		P00193702

Firm's name ▶ WARADY & DAVIS LLP | Firm's EIN ▶ 36-2170602

Firm's address ▶ 1717 DEERFIELD RD SUITE 300S DEERFIELD, IL 60015 | Phone no. (847)267-9600

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization	Employer identification number
A. JAMES WEITZENFELD MEMORIAL FOUNDATION C/O BURTON Y WEITZENFELD	36-6160899

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
A. JAMES WEITZENFELD MEMORIAL FOUNDATION
C/O BURTON Y WEITZENFELD

Employer identification number
36-6160899

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID WEITZENFELD 11632 E. LAKE AVENUE ENGLEWOOD, CO 80111	$ 6,201.	Person [X] Payroll [ ] Noncash [X] (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)

Name of organization	Employer identification number
A. JAMES WEITZENFELD MEMORIAL FOUNDATION C/O BURTON Y WEITZENFELD	36-6160899

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	100 SHARES OF ABBOTT LABS	$ 4,201.	04/12/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

A. JAMES WEITZENFELD MEMORIAL FOUNDATION
C/O BURTON Y WEITZENFELD

Employer identification number

36-6160899

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RBC WLTH MGMT INVESTMENT ACCOUNT	COST	0.	0.
OPPENHEIMER & CO INC. INVESTMENT ACCOUNT	COST	708,664.	708,892.
TOTAL TO FORM 990-PF, PART II, LINE 13		708,664.	708,892.

FORM 990-PF	OTHER ASSETS		STATEMENT 8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PAID	0.	900.	900.
TO FORM 990-PF, PART II, LINE 15	0.	900.	900.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 9
TAX DUE FROM FORM 990-PF, PART VI		2,604.
		20.
		39.
TOTAL AMOUNT DUE		2,663.

FORM 990-PF	LATE PAYMENT PENALTY				STATEMENT 10
DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	11/15/11	2,604.	2,604.	3	39.
DATE FILED	02/15/12		2,604.		
TOTAL LATE PAYMENT PENALTY					39.

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 ▶ [X]
- 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: A. JAMES WEITZENFELD MEMORIAL FOUNDATION C/O BURTON Y WEITZENFELD

Employer identification number: 36-6160899

Number, street, and room or suite no. If a P.O. box, see instructions.: THE PARK,145 N MILWAUKEE AVE #5003

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: VERNON HILLS, IL 60061

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-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 ▶ BURTON Y WEITZENFELD - THE PARK, 145 N. MILWAUKEE AVE, APT#5003 - VERNON HILLS, IL 60061

Telephone No. ▶ 847/432-7675 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 FEBRUARY 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ____ or

▶ [X] tax year beginning JUL 1, 2010 , and ending JUN 30, 2011 .

2 If the 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	$ 0.
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	$ 640.
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	$ 0.

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.

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

SOURCE	AMOUNT
FIFTH THIRD BANK	122.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	122.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OPPENHEIMER (3 AC)	5,109.	0.	5,109.
RBC WEALTH MANAGEMENT	26,817.	65.	26,752.
TOTAL TO FM 990-PF, PART I, LN 4	31,926.	65.	31,861.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,600.	5,040.		560.
TO FORM 990-PF, PG 1, LN 16B	5,600.	5,040.		560.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,278.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,278.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	51.	0.		51.
INVESTMENT & BANKING CHARGES	678.	678.		0.
TO FORM 990-PF, PG 1, LN 23	729.	678.		51.

FOOTNOTES STATEMENT 6

ALL OF THE GRANTS AND CONTRIBUTIONS LISTED IN PART XV OF FORM 990-PF WERE MADE FOR THE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSE OF EACH OF THE DONEE ORGANIZATIONS.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID WEITZENFELD 11632 E. LAKE AVENUE ENGLEWOOD, CO 80111	PRESIDENT 1.00	0.	0.	0.
STACIE SHANKS 430 CAREN DRIVE BUFFALO GROVE, IL 60089	SECRETARY 1.00	0.	0.	0.
BURTON Y WEITZENFELD 145 N MILWAUKEE AVE, APT 5003 VERNON HILLS, IL 60061	TREASURER 1.00	0.	0.	0.
MICHAEL SOBEL 2105 STIRLING ROAD BANNOCKBURN, IL 60015	BOARD MEMBER 1.00	0.	0.	0.
JOE JOHNSON 483 FRANCISCO STREET #D SAN FRANCISCO, CA 94133	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
THE LEUKEMIA & LYMPHOMIA SOCIETY 651 W WASHINGTON BLVD, #400 CHICAGO, IL 60661	N/A SEE FOOTNOTE	OTHER PUBLIC CHARITY	250.
KOMEN FOUNDATION - BREAST CANCER 5005 LBJ FREEWAY, #250 DALLAS , TX 75244	N/A SEE FOOTNOTE	OTHER PUBLIC CHARITY	250.
CROHN'S & COLITIS FOUNDATION OF AMERICA (CCFA) 386 PARK AVENUE SOUTH NEW YORK, NY 10016	N/A SEE FOOTNOTE	OTHER PUBLIC CHARITY	3,000.
HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA, IL 60093	N/A SEE FOOTNOTE	OTHER PUBLIC CHARITY	200.
REED ACADEMY 85 SUMMIT AVE. GARFIELD, NJ 07026	N/A SEE FOOTNOTE	OTHER PUBLIC CHARITY	100.
RUSH UNIVERSITY 1653 WEST CONGRESS PARKWAY CHICAGO, IL 60612	N/A SEE FOOTNOTE	OTHER PUBLIC CHARITY	15,000.
THE ALLIED JEWISH FEDERATION OF DENVER 300 SOUTH DAHLIA ST., STE 300 DENVER, CO 80246	N/A SEE FOOTNOTE	OTHER PUBLIC CHARITY	5,000.
THE SKIN CANCER FOUNDATION 149 MADISON AVENUE, #901 NEW YORK, NY 10016	N/A SEE FOOTNOTE	OTHER PUBLIC CHARITY	250.

CONNECT US 1730 PENNSYLVANIA NW, 7TH FL WASHINGTON, DC 20006	N/A SEE FOOTNOTE	OTHER PUBLIC CHARITY	250.

TOTAL TO FORM 990-PF, PART XV, LINE 3A	24,300.

A JAMES WEITZENFELD FDN -07 PORTFOLIO - As of 6/30/2011 5
As of 6/30/2011

Security	Shares	Cost Basis	Market Value Balance
Corporate Bonds			
Abbott Labs 5.6% 11/30/17	3,000.000	3,498 12	3,476 70
ALLSTATE CORP 6 2% 5 16/14	3,000 000	3,418 35	3,395 19
Cisco Sys 5 5% 2/22/16	3,000 000	3,430 71	3,411 03
Coca Cola 4 875% 3/15/19	3,000 000	3,347 25	3,321 12
Conocophillips 4 6% 1/15/15	3,000 000	3,323 70	3,313 65
Du Pont El De Nemours 3 25% 1/15/15	3,000 000	3,160 05	3,143 58
GE 4 8% 5/1/13	3,000 000	3,203 07	3,185 64
Goldman Sachs Gp 5 125% 1/15/15	3,000.000	3,232 32	3,219 30
JP MORGAN CHASE 3 7 1/20/15	3,000.000	3,144 90	3,119 43
Lilly Eli & Co 4.2% 3/6/14	3,000 000	3,254 79	3,238 89
Pepsico Inc 4 65% 2/15/13	3,000 000	3,203 10	3,187 95
US Bancorp 4 2 2/15/14	3,000 000	3,239 31	3,231 09
Walgreen Co 5.25% 1/15/19	3,000 000	3,381 72	3,343 86
TOTAL Corporate Bonds		**42,837.39**	**42,587.43**
GovtAgencyBonds			
COUNTRYWIDE HM LN 2004-2CB 3/25/34	25,000.000	24,628 31	25,202 28
CWMBSCHL MTG 2006-9	20,000 000	10,945 28	7,719 16
CWMBSCHL Mtg 2007-8	55,000 000	2,706 12	1,980 77
FHLMC 4 375 3/15/13	4,000 000	4,277 05	4,266 00
FHLMC 4 5% 7/15/13	3,000 000	3,246 33	3,243 66
FHLMC 4 625 10/15/14	4,000 000	4,461 26	4,451 04
FHLMC 4 75 11/17/15	3,000 000	3,402 61	3,376 47
Govt Natl Mtg Assn Ser 2009-47 MC	35,000.000	28,418 36	27,777 54
PAINEWEBBER CMO TR SER K	19,000.000	2,875 98	69.92
Washington Mutual Mort 2005-11 1/25/36	100,000 000	33,802 64	35,585 80
Wells Fargo MBS 6% 2007-A7 7/25/37	35,000 000	11,855 94	13,592.15
TOTAL GovtAgencyBonds		**130,619.88**	**127,264.78**
Stock&Mutual Fd			
Adobe Sys	90 000	2,789 09	2,830 50
AllianceBerstein Gl	7,054.071	59,606 90	59,254 20
AMER New World Fd	363 744	19,938 94	20,093 22
American TowerCorp	57 000	2,955 45	2,982 81
Amgen Inc	52 000	3,050 84	3,034 20
AT & T Inc	97.000	2,948 56	3,046 77
AutoDesk Inc	63 000	2,541 42	2,431 80
Bed Bath & Beyond Inc	39 000	2,017 08	2,276 43
Best Buy Inc	92 000	2,757 15	2,889 72
BlackRock Global Alloc	3,005 919	59,926 56	60,388 91
Celegene Corp	51 000	2,973 81	3,076 32
Coach Inc	41 000	2,475 58	2,621 13
Costco Whsl Corp	38 000	2,959 82	3,087 12
Davis NY Venture Fd	719 018	24,775 81	25,295 05
Eaton Vance Large Cap	1,635 387	29,659 30	30,434 55
EMC Corp	87.000	2,329 86	2,396 85
Growth Fund America Inc	968 117	29,805 46	30,621 54
Henderson Intl Oppty	2,235 697	50,047 98	50,303 18
IBM	17 000	2,798 20	2,916 35
Intel Corp	136 000	2,968 51	3,013 76
Johnson Controls Inc	67 000	2,506 47	2,791 22
Looms Strategic Inc	3,542.915	54,799 31	54,490 03
Lowes Cos Inc	102.000	2,341 82	2,377 62
Nike Inc	36 000	2,881 09	3,239 28
Oracle Corp	86 000	2,772 64	2,830 26
Pimco Total Return Fd	4,949 098	54,715 65	54,390 59
QualComm Inc	52 000	2,945 80	2,953 08

As of 6/30/2011

Security	Shares	Cost Basis	Market Value Balance
Target Corp	55 000	2,603 70	2,580 05
Thornberg Invest Inc Bldr	3,058 626	59,698 64	59,826 72
Verizon Communications	75 000	2,642 25	2,792 25
TOTAL Stock&Mutual Fd		**497,233.69**	**501,265.52**
US Govt Oblig			
US Treas 2.625 11/15/20	3,000 000	2,933 33	2,889 39
US Treas 2 625 4/30/16	4,000 000	4,210 64	4,179 68
US Treas 4% 11/15/12	8,000 000	8,428 15	8,401 84
US Treas 4 25% 11/15/17	2,000 000	2,268 52	2,241 88
US Treas 4 25% 8/15/14	7,000 000	7,770 57	7,736 61
US Treas 5% 8/15/11	7,000.000	7,064 28	7,043 19
US TREAS NOTES 3 875/15/13	5,000 000	5,297 48	5,281 85
TOTAL US Govt Oblig		**37,972.97**	**37,774.44**
TOTAL Investments		**708,663.93**	**708,892.17**

A JAMES WEITZENFELDCapital Gains Report - Jun 2011
6/1/2011 through 6/30/2011

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/
SHORT TERM						
Abbott Labs	100 000	4/12/2011	6/9/2011	5,099 80	4,201 48	898 32
Research In Motion Ltd	43 000	6/9/2011	6/23/2011	1,123 56	1,674 85	-551 29
Bed Bath & Beyond Inc	19 000	6/9/2011	6/30/2011	1,073 48	982 68	90 80
Coach Inc	13 000	6/9/2011	6/30/2011	771 48	784 94	-13 46
Nvida Corp	144 000	6/9/2011	6/30/2011	2,220 53	2,604 57	-384 04
				10,288.85	**10,248.52**	**40.33**
LONG TERM						
EATON VANCE FLOATING RATE	9,743 611	12/26/2000	6/2/2011	86,620 70	96,364.31	-9,743 61
EATON VANCE FLOATING RATE	53 917	12/26/2000	6/2/2011	479 32	533 24	-53 92
EATON VANCE FLOATING RATE	14 158	1/2/2001	6/2/2011	125 86	140 02	-14 16
EATON VANCE FLOATING RATE	1,770 546	3/22/2001	6/2/2011	15,740 15	17,510 70	-1,770 55
ALLIANT ENERGY CORP	500 000	7/1/1996	6/9/2011	19,910 11	14,368 04	5,542 07
ALLIANT ENERGY CORP	500 000	1/31/2001	6/9/2011	19,910 11	15,501 27	4,408 84
AMER ELECTRIC PWR INC	500 000	2/18/2003	6/9/2011	18,754 63	10,656 61	8,098 02
BUCKEYE PARTNERS L P	500 000	4/12/2001	6/9/2011	30,770 40	604 44	30,165 96
DOMINION RESOURCES	600 000	4/20/2006	6/9/2011	28,080 06	22,492 00	5,588 06
EASTGROUP PPPTYS INC	1,500 000	12/17/1996	6/9/2011	66,053 63	26,996 09	39,057 54
EATON VANCE GLOBAL DIV	1,725 000	4/20/2006	6/9/2011	25,843 45	36,630 25	-10,786 80
ENBRIDGE ENERGY PARTNERS LTD	1,000 000	7/17/1998	6/9/2011	29,489 43	1,850 18	27,639 25
ENBRIDGE ENERGY PARTNERS LTD	1,000 000	1/31/2001	6/9/2011	29,489 43	3,686 54	25,802 89
ENTERPRISE PRODS PARTNS	400 000	4/21/2006	6/9/2011	16,424 08	5,880 22	10,543 86
FIRST TRUST ABERDEEN GLOBAL	2,250 000	4/20/2006	6/9/2011	38,860 13	39,877 10	-1,016 97
FRANKLIN FLOAT DAILY FD CL A	1,802 044	3/23/2000	6/9/2011	16,560 78	20,000 00	-3,439 22
JP MORGAN CHASE @ CO	100 000	12/29/2008	6/9/2011	4,049 02	2,980.00	1,069 02
MFS Intermarket inc	2,250 000	11/25/1997	6/9/2011	18,608 49	25,074.10	-6,465 61
NATL WESTMINSTER BNK SER C	950 000	12/11/2001	6/9/2011	23,306 47	25,093 04	-1,786 57
PIMCO FUNDS	2,204 586	1/21/1999	6/9/2011	20,877 43	25,000.00	-4,122 57
PLUM CREEK TIMBER INC	600 000	7/1/1996	6/9/2011	23,429 54	12,384 52	11,045 02
PLUM CREEK TIMBER INC	400 000	7/13/1998	6/9/2011	15,619 70	12,306 68	3,313 02
PROGRESS ENERGY CVO	500 000	12/6/2000	6/9/2011	49 99	272 50	-222 51
				549,052.91	**416,201.85**	**132,851.06**
				559,341.76	**426,450.37**	**132,891.39**

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L .
LONG TERM						
FHLMC REMIC 3093-AA	2,000 000	12/12/2006	7/16/2010	2,000 00	2,004 28	-4 28
FHLMC REMIC 2864-BB	1,000.000	9/29/2004	7/16/2010	1,000 00	1,000 00	0.00
FHLMC REMIC 3093-AA	2,000 000	12/12/2006	8/16/2010	2,000 00	2,004 28	-4.28
FHLMC REMIC 2864-BB	1,000 000	9/29/2004	8/16/2010	1,000 00	1,000 00	0 00
FHLMC REMIC 2903-AA	1,000 000	12/28/2004	8/16/2010	1,000 00	1,000.00	0 00
FHLMC REMIC 2892-KG	25,000 000	11/24/2004	9/15/2010	1,473 32	1,473 32	0 00
FHLMC REMIC 2925- MM	1,000.000	1/20/2005	9/15/2010	1,000 00	1,000 00	0 00
FHLMC REMIC 2903-AA	2,000 000	12/28/2004	9/15/2010	2,000 00	2,000 00	0 00
FHLMC REMIC 2864-BB	2,000 000	9/29/2004	9/16/2010	2,000 00	2,000 00	0.00
FHLMC REMIC 3093-AA	2,000 000	12/12/2006	9/16/2010	2,000 00	2,004 28	-4 28
FHLMC REMIC 2925- MM	1,000.000	1/20/2005	10/15/2010	1,000 00	1,000 00	0 00
FHLMC REMIC 2903-AA	1,000 000	12/28/2004	10/15/2010	1,000 00	1,000.00	0 00
FHLMC REMIC 2903-AA	2,000 000	12/28/2004	11/15/2010	2,000 00	2,000 00	0 00
Banc Amer Fdg TR Ser 2006-2 CL 2A1	55,000 000	8/24/2009	11/26/2010	2,729 34	2,304 83	424 51
Wells Fargo Mtg 6% 06-12-A11	40,000 000	9/22/2006	11/26/2010	3,370 41	3,370 45	-0 04
FHLMC REMIC 2903-AA	1,000.000	12/28/2004	12/20/2010	1,000 00	1,000 00	0 00
FHLMC REMIC 2903-AA	1,000 000	12/28/2004	2/15/2011	1,000 00	1,000 00	0 00
First Horizon MTG PT TR 2005-FA7 10/.	130,000 000	11/24/2009	3/1/2011	1,099 09	527 28	571 81
FHLMC REMIC 2903-AA	1,000 000	12/28/2004	3/15/2011	1,000 00	1,000.00	0 00
				29,672.16	**28,688.72**	**983.44**
				29,672.16	**28,688.72**	**983.44**

A JAMES WEITZENFELD MEMORIAL FOUNDATION
Return of Capital - Schedule D Attachment
7/1/2010 through 6/30/2011

Date	Security	Gross Proceeds	Basis	Gain (Loss)
Oppenheimer Accounts				
5/20/2011	Govt Natl Mtg Assn Ser 2009-47 MC	891 64	891 64	-
5/25/2011	CWMBSCHL Mtg 2007-8	27 19	27 19	-
5/25/2011	Washington Mutual Mort 2005-11 1/25/36	265 79	265 79	-
5/25/2011	Wells Fargo MBS 6% 2007-A7 7/25/37	465 81	465 81	-
6/1/2011	PAINEWEBBER CMO TR SER K	4 24	4 24	-
6/20/2011	Govt Natl Mtg Assn Ser 2009-47 MC	331 50	331 50	-
6/27/2011	CWMBSCHL Mtg 2007-8	38 15	38 15	-
6/27/2011	COUNTRYWIDE HM LN 2004-2CB 3/25/34	199 99	199 99	-
6/27/2011	Washington Mutual Mort 2005-11 1/25/36	568 13	568 13	-
6/27/2011	Wells Fargo MBS 6% 2007-A7 7/25/37	458 64	458 64	-
TOTAL Oppenheimer Accounts		3,251 08	3,251 08	-
RBC Wealth Management Account				
7/1/2010	PAINEWEBBER CMO TR SER K	4 55	4 55	-
7/15/2010	FHLMC REMIC 2892-KG	729 99	729 99	-
7/26/2010	CWMBSCHL Mtg 2007-8	0 01	0 01	-
7/26/2010	Wells Fargo MBS 6% 2007-A7 7/25/37	541 50	541 50	-
7/26/2010	First Horizon MTG PT TR 2005-FA7 10/25/35	2,077 95	2,077 95	-
7/26/2010	Washington Mutual Mort 2005-11 1/25/36	153 36	153 36	-
7/26/2010	Banc Amer Fdg TR Ser 2006-2 CL 2A1	850 97	850 97	-
7/26/2010	Wells Fargo Mtg 6% 06-12-A11	2,096 90	2,096 90	-
8/2/2010	PAINEWEBBER CMO TR SER K	11 99	11 99	-
8/16/2010	FHLMC REMIC 2892-KG	868 78	868 78	-
8/25/2010	Wells Fargo MBS 6% 2007-A7 7/25/37	533 59	533 59	-
8/25/2010	First Horizon MTG PT TR 2005-FA7 10/25/35	1,697 96	1,697 96	-
8/25/2010	Washington Mutual Mort 2005-11 1/25/36	1,065 25	1,065 25	-
8/25/2010	Banc Amer Fdg TR Ser 2006-2 CL 2A1	2,300 27	2,300 27	-
8/25/2010	Wells Fargo Mtg 6% 06-12-A11	5,625 14	5,625 14	-
8/25/2010	CWMBSCHL Mtg 2007-8	0 01	0 01	-
9/1/2010	PAINEWEBBER CMO TR SER K	4 73	4 78	(0 05)
9/27/2010	CWMBSCHL Mtg 2007-8	0 01	0 01	-
9/27/2010	Wells Fargo MBS 6% 2007-A7 7/25/37	525 76	467 93	57 83
9/27/2010	First Horizon MTG PT TR 2005-FA7 10/25/35	2,077 95	1,998 25	79 70
9/27/2010	Washington Mutual Mort 2005-11 1/25/36	1,065 25	884 16	181 09
9/27/2010	Banc Amer Fdg TR Ser 2006-2 CL 2A1	2,739 87	2,657 68	82 19
9/27/2010	Wells Fargo Mtg 6% 06-12-A11	6,958 26	6,958 26	-
10/1/2010	PAINEWEBBER CMO TR SER K	5 94	6 00	(0 06)
10/25/2010	Wells Fargo Mtg 6% 06-12-A11	4,069 32	4,069 32	-
10/25/2010	CWMBSCHL Mtg 2007-8	0 01	0 01	-
10/25/2010	Wells Fargo MBS 6% 2007-A7 7/25/37	518 01	461 03	56 98
10/25/2010	First Horizon MTG PT TR 2005-FA7 10/25/35	2,077 95	1,998 25	79 70
10/25/2010	Washington Mutual Mort 2005-11 1/25/36	1,065 25	884 16	181 09
10/25/2010	Banc Amer Fdg TR Ser 2006-2 CL 2A1	3,153 91	3,059 29	94 62
11/1/2010	PAINEWEBBER CMO TR SER K	6 87	6 94	(0 07)
11/26/2010	CWMBSCHL Mtg 2007-8	0 01	0 01	-
11/26/2010	Wells Fargo MBS 6% 2007-A7 7/25/37	510 33	454 19	56 14
11/26/2010	First Horizon MTG PT TR 2005-FA7 10/25/35	2,077 95	1,998 25	79 70
11/26/2010	Washington Mutual Mort 2005-11 1/25/36	1,065 25	884 16	181 09
12/1/2010	PAINEWEBBER CMO TR SER K	5 36	5 41	(0 05)
12/27/2010	CWMBSCHL Mtg 2007-8	1,941 41	1,941 41	-
12/27/2010	First Horizon MTG PT TR 2005-FA7 10/25/35	2,077 95	1,998 25	79 70
12/27/2010	Washington Mutual Mort 2005-11 1/25/36	1,065 25	884 16	181 09
12/28/2010	Wells Fargo MBS 6% 2007-A7 7/25/37	502 72	447 42	55 30
	Sub total (7/1/10-12/31/10)	52,073 54	50,627 55	1,445 99
1/3/2011	PAINEWEBBER CMO TR SER K	4 49	4 53	(0 04)
1/25/2011	Washington Mutual Mort 2005-11 1/25/36	1,048 08	1,048 08	-
1/25/2011	First Horizon MTG PT TR 2005-FA7 10/25/35	2,077 95	1,998 25	79 70
1/25/2011	Wells Fargo MBS 6% 2007-A7 7/25/37	495 19	495 19	-
1/25/2011	CWMBSCHL Mtg 2007-8	3,213 82	3,213 82	-
2/1/2011	PAINEWEBBER CMO TR SER K	4 56	4 61	(0 05)
2/22/2011	Govt Natl Mtg Assn Ser 2009-47 MC	2,101 68	2,101 68	-
2/25/2011	Washington Mutual Mort 2005-11 1/25/36	1,065 25	1,065 25	-
2/25/2011	Wells Fargo MBS 6% 2007-A7 7/25/37	487 74	487 74	-
2/25/2011	CWMBSCHL Mtg 2007-8	2,462 56	2,462 56	-
3/1/2011	PAINEWEBBER CMO TR SER K	13 21	13 34	(0 13)
3/21/2011	Govt Natl Mtg Assn Ser 2009-47 MC	2,337 64	2,337 64	-
3/25/2011	CWMBSCHL Mtg 2007-8	2,794 88	2,794 88	-
3/25/2011	Wells Fargo MBS 6% 2007-A7 7/25/37	480 35	427 51	52 84
3/25/2011	Washington Mutual Mort 2005-11 1/25/36	1,065 25	884 16	181 09
4/1/2011	PAINEWEBBER CMO TR SER K	4 24	4 24	-
4/13/2011	Govt Natl Mtg Assn Ser 2009-47 MC	919 18	919 18	-
4/13/2011	CWMBSCHL Mtg 2007-8	0 01	0 01	-
4/13/2011	Wells Fargo MBS 6% 2007-A7 7/25/37	473 04	421 01	52 03
4/13/2011	Washington Mutual Mort 2005-11 1/25/36	1,065 25	884 16	181 09
5/2/2011	PAINEWEBBER CMO TR SER K	5 16	5 16	-
	Sub total (1/1/11-6/30/11)	22,119 53	21,573 00	546 53
TOTAL RBC Wealth Management Account		74,193 07	72,200 55	1,992 52
TOTALS - SCHEDULE D ATTACHMENT		77,444 15	75,451 63	1,992 52