IR 2012-83 HURR.SANDY

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
2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation
THE SIDNEY J. WEINBERG, JR. FOUNDATION

A Employer identification number
13-2998603

Number and street (or P O box number if mail is not delivered to street address)
C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR

Room/suite

B Telephone number (see instructions)
(212) 440-0800

City or town, state, and ZIP code
NEW YORK, NY 10005

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 47,777,450.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)	20,000,000.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	52.	52.		ATCH 1
4	Dividends and interest from securities	569,192.	559,905.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,500,411.			
b	Gross sales price for all assets on line 6a 5,669,144.				
7	Capital gain net income (from Part IV, line 2)		1,524,927.		
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) (attach schedule)				
11	Other income (attach schedule)	49,086.	89,080.		ATCH 3
12	**Total.** Add lines 1 through 11	22,118,741.	2,173,964.	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	19,600.	9,800.		9,800.
c	Other professional fees (attach schedule) *	212,398.	212,398.		
17	Interest				
18	Taxes (attach schedule) (see instructions) **	250.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	58,836.	40,126.		12,348.
24	**Total operating and administrative expenses.** Add lines 13 through 23	291,084.	262,324.		22,148.
25	Contributions, gifts, grants paid	3,020,113.			3,020,100.
26	**Total expenses and disbursements** Add lines 24 and 25	3,311,197.	262,324.	0	3,042,248.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	18,807,544.			
b	**Net investment income** (if negative, enter -0-)		1,911,640.		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-11,454.	392,373.	392,373.
	2	Savings and temporary cash investments	8,741.	6,073.	6,073.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	19,016,489.	37,187,860.	37,330,787.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 9)	9,565,656.	9,800,673.	10,048,217.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	28,579,432.	47,386,979.	47,777,450.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	28,579,432.	47,386,979.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	28,579,432.	47,386,979.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	28,579,432.	47,386,979.	

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	28,579,432.
2	Enter amount from Part I, line 27a	2	18,807,544.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	3.
4	Add lines 1, 2, and 3	4	47,386,979.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,386,979.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,500,411.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	3,315,624.	31,549,459.	0.105093
2009	2,618,065.	30,953,749.	0.084580
2008	2,345,598.	20,567,678.	0.114043
2007	2,273,244.	42,454,363.	0.053546
2006	3,659,718.	40,900,311.	0.089479

2	**Total** of line 1, column (d)	2	0.446741
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.089348
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	43,997,064.
5	Multiply line 4 by line 3	5	3,931,050.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,116.
7	Add lines 5 and 6	7	3,950,166.
8	Enter qualifying distributions from Part XII, line 4	8	3,042,248.

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	38,233.
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	
3	Add lines 1 and 2			3	38,233.
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	38,233.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,016.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	35,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	43,016.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	4,783.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 4,783. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ BCRS ASSOCIATES, LLC Telephone no ▶ 212-440-0800

Located at ▶ 77 WATER STREET, 9TH FLOOR, NEW YORK, NY ZIP + 4 ▶ 10005

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, 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 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 instructions)?	1b		N/A
	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 2011?	1c		N/A
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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)	2b		N/A
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 2011 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 2011)*	3b		N/A
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 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. IT'S PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION	NONE
2 501(C)(3) OF THE INTERNAL REVENUE CODE.	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	NONE
2 N/A	
All other program-related investments See instructions 3 N/A	
Total. Add lines 1 through 3 ▶	

Form **990-PF** (2011)

JSA

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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	33,824,163.
b	Average of monthly cash balances		1b	550,750.
c	Fair market value of all other assets (see instructions)		1c	10,292,157.
d	**Total** (add lines 1a, b, and c)		1d	44,667,070.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	44,667,070.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)		4	670,006.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	43,997,064.
6	**Minimum investment return.** Enter 5% of line 5		6	2,199,853.

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	2,199,853.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	38,233.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	38,233.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,161,620.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,161,620.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,161,620.

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	3,042,248.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,042,248.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,042,248.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					2,161,620.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				NONE	
b Total for prior years 20____,20____,20____					
3 Excess distributions carryover, if any, to 2011					
a From 2006	1,732,216.				
b From 2007	197,489.				
c From 2008	1,753,378.				
d From 2009	1,081,400.				
e From 2010	1,747,705.				
f **Total** of lines 3a through e		6,512,188.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 3,042,248.					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2011 distributable amount					2,161,620.
e Remaining amount distributed out of corpus		880,628.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		7,392,816.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		1,732,216.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		5,660,600.			
10 Analysis of line 9					
a Excess from 2007	197,489.				
b Excess from 2008	1,753,378.				
c Excess from 2009	1,081,400.				
d Excess from 2010	1,747,705.				
e Excess from 2011	880,628.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

ELIZABETH W. SMITH; 121 E. 78TH ST., NEW YORK, NY 10075

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

NONE

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

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

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

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 LIST ATTACHED				3,020,113.
Total ▶ 3a				3,020,113.
b *Approved for future payment*				
NONE				
Total ▶ 3b				

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 (See instructions)
	(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	52.	
4 Dividends and interest from securities	523000	9,287.	14	559,905.	
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	523000	-24,516.	18	1,524,927.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 12		-39,994.		89,080.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-55,223.		2,173,964.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 2,118,741.

(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) (See instructions)
	NOT APPLICABLE

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		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		

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) is based on all information of which preparer has any knowledge

Sign Here ▶ Signature of officer or trustee | Date 1/3/13 | ▶ TRUSTEE Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN D. COOK		12/21/12		P01450182

Firm's name ▶ BCRS ASSOCIATES, LLC — Firm's EIN ▶ 13-4078147

Firm's address ▶ 77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005 — Phone no 212-440-0800

Form 990-PF (2011)

JSA
1E1493 2 000

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization
THE SIDNEY J. WEINBERG, JR. FOUNDATION

Employer identification number
13-2998603

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, total 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 total 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 Part I, 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)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization THE SIDNEY J. WEINBERG, JR. FOUNDATION

Employer identification number 13-2998603

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF SIDNEY J. WEINBERG, JR. C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 20,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization THE SIDNEY J. WEINBERG, JR. FOUNDATION

Employer identification number 13-2998603

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(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
		$	

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

Name of organization THE SIDNEY J. WEINBERG, JR. FOUNDATION

Employer identification number 13-2998603

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ $

Use duplicate copies of Part III if additional space is needed.

(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

THE SIDNEY J. WEINBERG, JR. FOUNDATION **13-2998603**

SUPPLEMENTARY STATEMENTS

PART: XV **LINE: 2** **SUPPLEMENTAL INFORMATION**

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES

ATTACHMENT 1

FORM 990PF, PART I - INTERFEST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON CREDIT BALANCE	52.	52.	
TOTAL	52.	52.	

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS THRU:			
-GOLDMAN SACHS BRKG	236,490.	236,490.	
-CHARLES SCHWAB BRKG	35,374.	35,374.	
-K-1'S	81,461.	81,461.	
INTEREST ON BONDS	187,728.	187,728.	
INTEREST THRU:			
-K-1'S	17,400.	17,400.	
-K-1'S - UBTI	9,287.		
SHORT-TERM INTEREST THRU GS VINTAGE V	1,452.	1,452.	
TOTAL	569,192.	559,905.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1'S	71,237.	71,237.	
ORDINARY INCOME THRU K-1'S - UBTI	-37,212.		
RENTAL REAL ESTATE THRU K-1'S	108.	108.	
RENTAL REAL ESTATE THRU K-1'S - UBTI	-26,335.		
SEC. 988 GAIN THRU K-1'S	4,681.	4,681.	
SEC. 988 GAIN THRU K-1'S - UBTI	-2.		
SEC. 987 GAIN THRU K-1'S	-859.	-859.	
CANCELLATION OF DEBT THRU K-1'S	5,742.	5,742.	
CANCELLATION OF DEBT THRU K-1'S - UBTI	23,555.		
PORT INCOME THRU GS VINTAGE V	8,171.	8,171.	
TOTALS	49,086.	89,080.	

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC	19,600.	9,800.		9,800.
TOTALS	19,600.	9,800.		9,800.

THE SIDNEY J. WEINBERG, JR. FOUNDATION

13-2998603

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	212,398.	212,398.		
TOTALS	212,398.	212,398.		

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ARTICLE 13 NYS CORPORATION TAX BAL DUE W/ EXT FYE 12/31/10	250.			
TOTALS	250.			

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NEW YORK STATE FILING FEE	750.			750.
PUBLICATION NOTICE FEE	125.			125.
MEAL/CATERING EXPENSES	1,625.			1,625.
TRAVEL/LODGING EXPENSES	9,658.			9,658.
BANK CHARGES	190.			190.
INTEREST EXPENSE THRU:				
-K-1'S	1,930.	1,930.		
-K-1'S - UBTI	4,009.			
PORTFOLIO DEDUCTIONS THRU:				
-K-1'S	33,545.	33,545.		
-K-1'S - UBTI	159.			
FOREIGN TAX THRU:				
-K-1'S	4,651.	4,651.		
-K-1'S - UBTI	907.			
NON-DEDUCTIBLE EXP THRU K-1'S	1,287.			
TOTALS	58,836.	40,126.		12,348.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION I ATTACHED	17,447,948.	35,122,844.	34,909,080.
SEE LONG POSITION II ATTACHED	162.	162.	162.
SEE LONG POSITION III ATTACHED		359,605.	613,568.
SEE LONG POSITION IV ATTACHED	1,568,379.	1,705,249.	1,807,977.
TOTALS	19,016,489.	37,187,860.	37,330,787.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ETON PARK OVERSEAS FUND LTD	1,400,000.	1,400,000.	2,159,309.
FARALLON CAPITAL INSTL PTRS LP	2,209,330.	2,274,508.	1,993,692.
GS CAPITAL PTRS VI PARALLEL	1,348,695.	1,374,774.	1,216,264.
OMEGA OVERSEAS PARTNERS CLA B	2,000,000.	2,000,000.	2,475,059.
ARTISAN ALPHA PLUS ADVISERS 2	906,276.	979,096.	1,054,263.
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP 2007	1,260,620.	1,097,809.	449,617.
GSCP VI PARALLEL AIV	89,142.	125,972.	72,306.
GS VINTAGE FD V OFFSHORE HLDGS	351,593.	548,514.	627,707.
TOTALS	9,565,656.	9,800,673.	10,048,217.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		3.
	TOTAL	3.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SYDNEY H. WEINBERG 1 WEST 72ND STREET NEW YORK, NY 10023	TRUSTEE/PART-TIME	0	0	0
ELIZABETH W. SMITH 1 WEST 72ND STREET NEW YORK, NY 10075	TRUSTEE/PART-TIME	0	0	0
PETER A. WEINBERG C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0	0	0
	GRAND TOTALS	0	0	0

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY INCOME THRU K-1'S	523000	-37,212.	01	71,237.	
RENTAL REAL ESTATE THRU K-1'S	523000	-26,335.	01	108.	
SEC. 988 THRU K-1'S	523000	-2.	01	4,681.	
SEC. 987 THRU K-1'S			01	-859.	
CANCELLATION OF DEBT INCOME	523000	23,555.	01	5,742.	
PORTFOLIO INCOME THRU GS VINTAGE V			01	8,171.	
TOTALS		-39,994.		89,080.	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEC 1250 25% G(L) THRU K-1'S - UBTI						
8.							8.	
TOTAL GAIN(LOSS)							1,500,411.	

THE SIDNEY J. WEINBERG, JR. FOUNDATION 13-2998603

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE REALIZED G(L) REPORT I ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
4,338,367.		2,901,820.					1,436,547.	
		SEE REALIZED G(L) REPORT II ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
639,078.		584,861.					54,217.	
		SEE REALIZED G(L) REPORT II ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
627,960.		568,526.					59,434.	
		LTCG THRU GS VINTAGE V						
53,085.							53,085.	
		STCG THRU GS VINTAGE V						
5,764.							5,764.	
		LTCG(L) THRU K-1'S						
		24,691.					-24,691.	
		LTCG(L) THRU K-1'S - UBTI						
4,881.							4,881.	
		STCG(L) THRU K-1'S						
		13,112.					-13,112.	
		STCG(L) THRU K-1'S - UBTI						
		385.					-385.	
		SEC 1231 15% G(L) THRU K-1'S						
		46,318.					-46,318.	
		SEC 1231 15% G(L) THRU K-1'S - UBTI						
		29,020.					-29,020.	
		SEC 1250 25% G(L) THRU K-1'S						
1.							1.	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶**Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust
THE SIDNEY J. WEINBERG, JR. FOUNDATION

Employer identification number
13-2998603

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	46,484.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	(567.)
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	45,917.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,453,927.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	(181,434.)
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	1,272,493.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II** **Caution:** *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			45,917.
14 **Net long-term gain or (loss):**				
a Total for year	14a			1,272,493.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,318,410.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

Schedule D (Form 1041) 2011

JSA
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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: THE SIDNEY J. WEINBERG, JR. FOUNDATION

Employer identification number: 13-2998603

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE REALIZED G(L) REPORT II ATTACHED			639,078.	584,861.	54,217.
STCG THRU GS VINTAGE V			5,764.		5,764.
STCG(L) THRU K-1'S				13,112.	-13,112.
STCG(L) THRU K-1'S - UBTI				385.	-385.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 46,484.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
1F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SEE REALIZED G(L) REPORT I ATTACHED			4,338,367.	2,901,820.	1,436,547.
	SEE REALIZED G(L) REPORT II ATTACHED			627,960.	568,526.	59,434.
	LTCG THRU GS VINTAGE V			53,085.		53,085.
	LTCG(L) THRU K-1'S				24,691.	-24,691.
	LTCG(L) THRU K-1'S - UBTI			4,881.		4,881.
	SEC 1231 15% G(L) THRU K-1'S				46,318.	-46,318.
	SEC 1231 15% G(L) THRU K-1'S - UBTI				29,020.	-29,020.
	SEC 1250 25% G(L) THRU K-1'S			1.		1.
	SEC 1250 25% G(L) THRU K-1'S - UBTI			8.		8.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 1,453,927.

Schedule D-1 (Form 1041) 2011

THE SIDNEY J. WEINBERG, JR. FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 12/31/2011
EIN: 13-2998603

Date	Organization	City, State	Amount
1/11/2011	Sharon Green Preservation Association	Sharon, CT	$10,000
1/4/2011	The ACTEC Foundation	Washington, DC	$5,000
1/7/2011	City Parks Foundation	New York, NY	$10,000
1/3/2011	National Resources Defense Council	New York, NY	$5,000
7/8/2011	Keck Graduate Institute	Claremont, CA	$416,000
7/13/2011	Woods Hole Oceanographic Institution	Woods Hole, MA	$50,000
7/7/2011	New Bedford Whaling Museum	New Bedford, MA	$25,000
7/12/2011	The Coalition For Buzzards Bay	New Bedford, MA	$1,000
7/21/2011	The Concord Coalition	Concord, NH	$3,000
7/11/2011	City Parks Foundation (Historic House Trust)	New York, NY	$12,000
7/14/2011	New York-Presbyterian Hospital	New York, NY	$100,000
7/13/2011	City Parks Foundation (Ft. Tyron Park)	New York, NY	$5,000
7/6/2011	World Monuments Fund	New York, NY	$25,000
7/19/2011	New York Public Library	New York, NY	$25,000
7/25/2011	Columbia University	New York, NY	$10,000
7/6/2011	Professional Children's School	New York, NY	$5,000
7/7/2011	Lighthouse International	New York, NY	$5,000
7/6/2011	Greater NY Councils, Boy Scouts of America	New York, NY	$2,100
12/22/2011	Carnegie Institution of Washington	Washington, DC	$25,000
12/22/2011	Deerfield Academy	Deerfield, MA	$5,000
12/15/2011	Huntington Library	San Marino, CA	$50,000
12/23/2011	Keck Graduate Institute - Jt. Science	Claremont, CA	$20,000
12/23/2011	Keck Graduate Institute - Pioneer Fund	Claremont, CA	$25,000
12/28/2011	New York-Presbyterian Hospital	New York, NY	$10,000
12/15/2011	Princeton University	Princeton, NJ	$1,000
12/14/2011	Public Agenda	New York, NY	$5,000
12/23/2011	Scripps College	Claremont, CA	$50,000
12/28/2011	Kings Academy	New York, NY	$200,000
12/19/2011	Columbia University Medical Center	New York, NY	$200,000
12/23/2011	Scripps College - Keck Science Dept.	Claremont, CA	$600,000
12/15/2011	Huntington Library	San Marino, CA	$100,000
12/16/2011	YMCA Southcoast	New Bedford, MA	$10,000
12/15/2011	Historic Deerfield	Deerfield, MA	$40,000
12/15/2011	New York Public Library	New York, NY	$25,000
12/16/2011	Claremont McKenna College - Keck Science Department	Claremont, CA	$400,000
12/15/2011	Central Park Conservancy	New York, NY	$75,000
12/20/2011	Peer Health Exchange	New York, NY	$5,000
12/29/2011	Young Audiences - Arts for Learning	New York, NY	$25,000
12/15/2011	Chamber Music Society	New York, NY	$50,000
12/15/2011	East Harlem School	New York, NY	$5,000
12/16/2011	Library of America	New York, NY	$50,000
12/27/2011	Sippican Land Trust	Marion, MA	$5,000
12/20/2011	Tabor Academy	Marion, MA	$10,000
12/22/2011	The Coalition for Buzzards Bay	New Bedford, MA	$25,000

THE SIDNEY J. WEINBERG, JR. FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 12/31/2011
EIN: 13-2998603

Date	Organization	City, State	Amount
12/21/2011	St. Gabriel's Episcopal Church	Marion, MA	$30,000
12/19/2011	Tobey Hospital	Wareham, MA	$25,000
12/19/2011	Sippican Historical & Preservation Society	Marion, MA	$2,000
12/15/2011	Community Nurse & Hospice Care	New Bedford, MA	$30,000
12/19/2011	Museum of Fine Arts	Boston, MA	$20,000
12/16/2011	New Bedford Whaling Museum	New Bedford, MA	$25,000
12/20/2011	The Trustees of Reservations	Beverly, MA	$5,000
12/15/2011	United Way Greater New Bedford	New Bedford, MA	$3,000
12/20/2011	Woods Hole Oceanographic Institution	Woods Hole, MA	$50,000
12/16/2011	Library of America	New York, NY	$100,000
	Plus charitable contribution paid through.		
	Whitehall Parallel Global Real Estate LP 2007 (EIN. 20-8025906)		$13
	Total Contributions Paid (990-PF, Part I, Line 25, Column A)*		$3,020,113
	Less UBTI attributable to.		
	Whitehall Parallel Global Real Estate LP 2007 (EIN. 20-8025906)		-$13
	Total Contributions Paid (990-PF, Part I, Line 25, Column D)*		**$3,020,100**

** ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS EXEMPT UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE*

WEINBERG SIDNEY J JR FDN
From 01-Jan-2011 To 31-Dec-2011

Base Currency :USD

Realized Gains/Losses

Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
CORNING INCORPORATED CMN	1-Jan-41	5-Apr-11	18,947	389,796.71	1,311.83	388,484.88	Long-Term
CORNING INCORPORATED CMN	1-Jan-41	5-Apr-11	18,780	386,361.01	1,300.27	385,060.74	Long-Term
EXXON MOBIL CORPORATION CMN	5-Nov-91	5-Apr-11	400	33,852.59	6,133.22	27,719.37	Long-Term
EXXON MOBIL CORPORATION CMN	5-Nov-91	5-Apr-11	4,000	338,525.90	60,832.30	277,693 60	Long-Term
EXXON MOBIL CORPORATION CMN	6-Dec-91	5-Apr-11	4,000	338,525.90	58,145.25	280,380.65	Long-Term
EXXON MOBIL CORPORATION CMN	22-Apr-98	5-Apr-11	4,600	389,304.78	169,570.11	219,734.67	Long-Term
U.S. TREASURY NOTE 4.500000% 11/30/2011 MN ON THE RUN	21-May-08	30-Nov-11	2,462,000	2,462,000.00	2,604,526.72	(142,526.72)	Long-Term
TOTAL				**4,338,366.89**	**2,901,819.70**	**1,436,547.19**	

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2011

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
3M COMPANY	10/7/2010	2/25/2011	(100)	9,330 15	8,896 37	433 78	Short-Term
3M COMPANY	VARIOUS	3/11/2011	(100)	9,359 70	8,883 05	476 65	Short-Term
3M COMPANY	10/11/2010	4/27/2011	(100)	9,392 04	8,843 09	548 95	Short-Term
ADOBE SYSTEMS INC	VARIOUS	2/24/2011	(200)	7,073 76	7,042 63	31 13	Short-Term
AMAZON COM INC	VARIOUS	1/6/2011	(15)	2,757 93	1,895 91	862 02	Short-Term
AMAZON COM INC	VARIOUS	1/7/2011	(25)	4,666 32	3,069 79	1,596 53	Short-Term
AMAZON COM INC	6/8/2010	2/15/2011	(25)	4,638 76	2,958 30	1,680 46	Short-Term
AMAZON COM INC	6/8/2010	2/24/2011	(25)	4,661 33	2,958 30	1,703 03	Short-Term
AMAZON COM INC	VARIOUS	5/2/2011	(100)	19,216 07	12,321 63	6,894 44	Short-Term
AMAZON COM INC	VARIOUS	5/5/2011	(50)	10,013 12	8,323 49	1,689 63	Short-Term
AMAZON COM INC	3/11/2011	8/1/2011	(25)	5,613 65	4,137 78	1,475 87	Short-Term
AMAZON COM INC	VARIOUS	8/9/2011	(65)	13,274 89	10,605 90	2,668 99	Short-Term
DANONE ORD	8/11/2011	9/2/2011	(100)	6,837 24	6,419 35	417 89	Short-Term
DISCOVERY COMMUN SER A	4/12/2011	11/25/2011	(100)	3,992 32	4,030 62	(38 30)	Short-Term
DISCOVERY COMMUN SER A	4/14/2011	11/28/2011	(200)	8,084 26	8,028 53	55 73	Short-Term
DISNEY WALT CO	9/14/2010	1/10/2011	(150)	5,955 75	5,115 04	840 71	Short-Term
DISNEY WALT CO	9/14/2010	2/15/2011	(100)	4,307 75	3,410 03	897 72	Short-Term
DISNEY WALT CO	9/14/2010	11/16/2011	(100)	3,710 33	3,410 02	300 31	Short-Term
HANESBRANDS INC	6/30/2010	2/10/2011	(400)	10,289 96	9,715 24	574 72	Short-Term
HANESBRANDS INC	VARIOUS	3/1/2011	(1,000)	25,103 51	24,391 45	712 06	Short-Term
HANESBRANDS INC	VARIOUS	3/14/2011	(700)	18,024 21	17,749 97	274 24	Short-Term
HANESBRANDS INC	VARIOUS	3/15/2011	(1,200)	30,681 12	30,306 90	374 22	Short-Term
HANESBRANDS INC	VARIOUS	3/16/2011	(150)	3,814 96	3,470 04	344 92	Short-Term
HEINZ H J CO	10/5/2010	5/27/2011	(125)	6,659 06	5,980 36	678 70	Short-Term
HEINZ H J CO	10/5/2010	6/1/2011	(100)	5,361 19	4,784 29	576 90	Short-Term
HEINZ H J CO	10/5/2010	6/2/2011	(100)	5,448 81	4,784 29	664 52	Short-Term
HEINZ H J CO	10/5/2010	6/8/2011	(100)	5,306 86	4,784 29	522 57	Short-Term
HEINZ H J CO	VARIOUS	6/10/2011	(300)	15,932 09	14,411 04	1,521 05	Short-Term
HEINZ H J CO	11/5/2010	7/20/2011	(100)	5,292 99	4,952 43	340 56	Short-Term
HEINZ H J CO	11/5/2010	8/1/2011	(100)	5,310 16	4,952 42	357 74	Short-Term
HEINZ H J CO	VARIOUS	8/10/2011	(400)	20,363 40	19,207 76	1,155 64	Short-Term
INTL FLAVORS & FRAGRANCES	1/12/2011	3/22/2011	(100)	5,793 63	5,599 03	194 60	Short-Term
INTL FLAVORS & FRAGRANCES	1/12/2011	5/13/2011	(100)	6,493 40	5,599 02	894 38	Short-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2011

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
INTL FLAVORS & FRAGRANCES	VARIOUS	6/15/2011	(100)	6,153 66	5,602 80	550 86	Short-Term
INTL FLAVORS & FRAGRANCES	VARIOUS	6/22/2011	(125)	7,698 18	7,007 18	691 00	Short-Term
INTL FLAVORS & FRAGRANCES	VARIOUS	6/27/2011	(100)	6,311 48	5,743 70	567 78	Short-Term
INTL FLAVORS & FRAGRANCES	2/8/2011	7/13/2011	(100)	6,474 92	5,894 19	580 73	Short-Term
MICROSOFT CORP	3/9/2011	9/13/2011	(500)	13,210 14	12,919 46	290 68	Short-Term
MICROSOFT CORP	3/9/2011	9/19/2011	(100)	2,613 07	2,583 89	29 18	Short-Term
MICROSOFT CORP	3/9/2011	12/16/2011	(125)	3,202 84	3,229 86	(27 02)	Short-Term
PEPSICO INCORPORATED	2/18/2011	9/26/2011	(400)	24,582 48	25,459 87	(877 39)	Short-Term
PEPSICO INCORPORATED	VARIOUS	9/27/2011	(500)	30,211 76	31,649 05	(1,437 29)	Short-Term
PEPSICO INCORPORATED	2/24/2011	9/30/2011	(100)	6,277 62	6,301 24	(23 62)	Short-Term
PEPSICO INCORPORATED	VARIOUS	10/4/2011	(250)	15,598 25	16,401 05	(802 80)	Short-Term
SCOTTS MIRACLE GRO CO	4/27/2010	1/14/2011	(100)	5,055 61	4,883 63	171 98	Short-Term
SCOTTS MIRACLE GRO CO	VARIOUS	1/18/2011	(325)	16,769 82	15,878 64	891 18	Short-Term
SCOTTS MIRACLE GRO CO	VARIOUS	1/19/2011	(500)	25,772 36	23,327 91	2,444 45	Short-Term
STAPLES INC	VARIOUS	8/19/2011	(1,300)	18,273 43	20,596 25	(2,322 82)	Short-Term
STAPLES INC	VARIOUS	11/18/2011	(675)	10,008 41	10,381 65	(373 24)	Short-Term
STAPLES INC	6/3/2011	11/21/2011	(100)	1,477 01	1,518 33	(41 32)	Short-Term
STAPLES INC	VARIOUS	11/23/2011	(200)	2,810 30	3,026 28	(215 98)	Short-Term
STAPLES INC	VARIOUS	11/25/2011	(500)	6,989 41	7,848 75	(859 34)	Short-Term
WALGREEN COMPANY	11/12/2010	2/4/2011	(225)	9,379 96	7,833 27	1,546 69	Short-Term
WALGREEN COMPANY	11/12/2010	3/4/2011	(100)	4,354 27	3,481 46	872 81	Short-Term
WALGREEN COMPANY	11/12/2010	4/20/2011	(200)	8,371 45	6,962 91	1,408 54	Short-Term
WALGREEN COMPANY	VARIOUS	5/16/2011	(300)	13,190 65	10,437 04	2,753 61	Short-Term
WALGREEN COMPANY	VARIOUS	5/17/2011	(200)	8,851 80	6,882 39	1,969 41	Short-Term
WALGREEN COMPANY	11/17/2010	6/22/2011	(100)	4,461 65	3,401 70	1,059 95	Short-Term
WALGREEN COMPANY	11/17/2010	7/12/2011	(100)	4,393 11	3,401 69	991 42	Short-Term
WALGREEN COMPANY	VARIOUS	8/2/2011	(600)	23,757 80	20,394.40	3,363 40	Short-Term
WESTERN UNION COMPANY	VARIOUS	2/24/2011	(775)	16,680 26	14,149 63	2,530 63	Short-Term
WESTERN UNION COMPANY	11/11/2010	3/11/2011	(300)	6,492 83	5,539 99	952 84	Short-Term
WESTERN UNION COMPANY	11/11/2010	3/22/2011	(400)	8,197 64	7,386 65	810 99	Short-Term
WILLIAMS SONOMA	8/19/2011	10/27/2011	(100)	3,881 27	2,884 97	996 30	Short-Term
WILLIAMS SONOMA	8/19/2011	11/1/2011	(175)	6,925 90	5,048 69	1,877 21	Short-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2011

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
WILLIAMS SONOMA	VARIOUS	12/7/2011	(200)	7,888 50	5,764 61	2,123 89	Short-Term
TOTAL SHORT-TERM				639,078 56	584,861 49	54,217 07	
3M COMPANY	VARIOUS	11/1/2011	(100)	8,035 18	8,779 52	(744 34)	Long-Term
3M COMPANY	VARIOUS	11/16/2011	(100)	8,036 21	8,701 44	(665 23)	Long-Term
3M COMPANY	10/28/2010	11/21/2011	(100)	8,217 94	8,551 73	(333 79)	Long-Term
3M COMPANY	10/28/2010	12/9/2011	(100)	8,201 45	8,551 73	(350 28)	Long-Term
ADOBE SYSTEMS INC	1/12/2010	1/24/2011	(325)	10,945 83	11,598 02	(652 19)	Long-Term
ADOBE SYSTEMS INC	VARIOUS	1/26/2011	(300)	9,958 87	10,733 95	(775 08)	Long-Term
ADOBE SYSTEMS INC	VARIOUS	1/31/2011	(300)	10,052 95	10,721 63	(668 68)	Long-Term
ADOBE SYSTEMS INC	VARIOUS	9/20/2011	(550)	14,270 97	19,492 86	(5,221 89)	Long-Term
ADOBE SYSTEMS INC	VARIOUS	10/27/2011	(400)	11,132 14	13,854 92	(2,722 78)	Long-Term
ADOBE SYSTEMS INC	VARIOUS	11/3/2011	(100)	2,896 68	3,122 92	(226 24)	Long-Term
ADOBE SYSTEMS INC	4/29/2010	11/7/2011	(125)	3,660 50	3,903 65	(243 15)	Long-Term
ADOBE SYSTEMS INC	VARIOUS	11/8/2011	(325)	9,703 29	8,767 58	935 71	Long-Term
ADOBE SYSTEMS INC	VARIOUS	12/21/2011	(175)	4,915 56	4,541 47	374 09	Long-Term
ANHEUSER-BUSCH	3/19/2010	8/26/2011	(100)	5,494 15	5,145 85	348 30	Long-Term
ANHEUSER-BUSCH	VARIOUS	11/29/2011	(125)	7,141 72	6,376 20	765 52	Long-Term
ANHEUSER-BUSCH	VARIOUS	12/12/2011	(125)	7,491 74	6,291 74	1,200 00	Long-Term
ANHEUSER-BUSCH	4/13/2010	12/20/2011	(100)	5,793 82	5,142 09	651 73	Long-Term
COCA COLA COMPANY	1/15/2010	4/11/2011	(200)	13,517 91	11,275 90	2,242 01	Long-Term
COCA COLA COMPANY	VARIOUS	4/18/2011	(100)	6,705 07	5,633 10	1,071 96	Long-Term
COCA COLA COMPANY	1/19/2010	5/9/2011	(125)	8,422 53	7,023 27	1,399 26	Long-Term
COCA COLA COMPANY	1/19/2010	7/11/2011	(100)	6,850 91	5,618 62	1,232 29	Long-Term
COCA COLA COMPANY	1/19/2010	7/15/2011	(100)	6,769 91	5,568 68	1,201 23	Long-Term
COCA COLA COMPANY	VARIOUS	7/20/2011	(100)	6,737 20	5,506 45	1,230 75	Long-Term
COCA COLA COMPANY	VARIOUS	8/1/2011	(100)	6,879 26	5,438 70	1,440 56	Long-Term
COCA COLA COMPANY	VARIOUS	9/15/2011	(150)	10,334 02	8,045 49	2,288 53	Long-Term
COSTCO WHSL CORP NEW	1/12/2010	1/27/2011	(125)	9,069 74	7,374 74	1,695 00	Long-Term
COSTCO WHSL CORP NEW	1/12/2010	2/3/2011	(125)	8,966 96	7,374 74	1,592 22	Long-Term
COSTCO WHSL CORP NEW	VARIOUS	2/11/2011	(225)	16,738 65	13,147 34	3,591 31	Long-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2011

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
DIAGEO PLC NEW ADR	1/12/2010	4/20/2011	(50)	3,936 77	3,403 93	532 84	Long-Term
DIAGEO PLC NEW ADR	1/12/2010	5/16/2011	(75)	6,264 95	5,105 89	1,159 06	Long-Term
DIAGEO PLC NEW ADR	1/12/2010	6/9/2011	(100)	8,399 99	6,807 86	1,592 13	Long-Term
DISNEY WALT CO	VARIOUS	12/6/2011	(150)	5,383 64	5,110 03	273 61	Long-Term
DISNEY WALT CO	9/16/2010	12/7/2011	(175)	6,390 76	5,960 52	430 24	Long-Term
EBAY INC	1/15/2010	7/6/2011	(150)	4,792 84	3,357 35	1,435 49	Long-Term
EBAY INC	1/15/2010	7/29/2011	(125)	4,295 27	2,797 79	1,497 48	Long-Term
EBAY INC	VARIOUS	8/17/2011	(300)	9,100 35	6,806 22	2,294 13	Long-Term
GOOGLE INC CLASS A	1/12/2010	2/24/2011	(10)	6,280 82	5,922 58	358 24	Long-Term
GOOGLE INC CLASS A	1/12/2010	7/18/2011	(10)	5,387 71	5,922 59	(534 88)	Long-Term
GOOGLE INC CLASS A	1/12/2010	8/3/2011	(10)	6,087 05	5,922 58	164 47	Long-Term
GOOGLE INC CLASS A	1/12/2010	8/8/2011	(10)	5,951 00	5,805 69	145 31	Long-Term
GOOGLE INC CLASS A	VARIOUS	9/20/2011	(20)	10,838 11	11,619 44	(781 33)	Long-Term
GOOGLE INC CLASS A	VARIOUS	9/21/2011	(20)	10,883 09	11,321 16	(438 07)	Long-Term
GOOGLE INC CLASS A	VARIOUS	11/29/2011	(10)	5,701 58	5,459 84	241 74	Long-Term
GOOGLE INC CLASS A	1/22/2010	12/7/2011	(10)	6,200 87	5,467 02	733 85	Long-Term
HASBRO INC	1/12/2010	12/8/2011	(200)	7,306 85	6,247 67	1,059 18	Long-Term
HASBRO INC	1/12/2010	12/14/2011	(100)	3,675 36	3,123 83	551 53	Long-Term
KELLOGG COMPANY	1/14/2010	3/9/2011	(100)	5,415 58	5,373 49	42 09	Long-Term
KELLOGG COMPANY	1/14/2010	3/15/2011	(125)	6,837 71	6,716 86	120 85	Long-Term
KELLOGG COMPANY	1/14/2010	3/18/2011	(100)	5,386 33	5,373 49	12 84	Long-Term
KELLOGG COMPANY	VARIOUS	4/19/2011	(150)	8,236 49	8,063 70	172 79	Long-Term
KELLOGG COMPANY	1/20/2010	5/4/2011	(100)	5,714 56	5,376 26	338 30	Long-Term
KELLOGG COMPANY	VARIOUS	5/10/2011	(100)	5,667 26	5,376 78	290 48	Long-Term
KELLOGG COMPANY	VARIOUS	6/13/2011	(100)	5,491 47	5,314 49	176 98	Long-Term
MC DONALDS CORP	1/14/2010	4/18/2011	(100)	7,704 95	6,227 21	1,477 74	Long-Term
MC DONALDS CORP	1/14/2010	5/26/2011	(125)	10,279 05	7,784 02	2,495 03	Long-Term
MC DONALDS CORP	1/14/2010	6/20/2011	(150)	12,179 31	9,340.82	2,838 49	Long-Term
MC DONALDS CORP	1/14/2010	6/22/2011	(100)	8,228 73	6,227 21	2,001 52	Long-Term
MC DONALDS CORP	1/14/2010	6/28/2011	(50)	4,079 64	3,113 61	966 03	Long-Term
MC DONALDS CORP	1/14/2010	7/8/2011	(50)	4,265 70	3,113 61	1,152 09	Long-Term
MC DONALDS CORP	1/14/2010	7/15/2011	(100)	8,535 20	6,227 21	2,307 99	Long-Term
MC DONALDS CORP	1/14/2010	7/21/2011	(150)	12,830 71	9,340 81	3,489 90	Long-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2011

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
MC DONALDS CORP	1/14/2010	8/17/2011	(25)	2,152 98	1,556 80	596 18	Long-Term
MC DONALDS CORP	1/14/2010	8/23/2011	(50)	4,307 54	3,113 61	1,193 93	Long-Term
MC DONALDS CORP	1/14/2010	9/22/2011	(100)	8,753 87	6,227 21	2,526 66	Long-Term
NESTLE S A REG B ADR	1/12/2010	4/19/2011	(150)	8,948 12	7,178 62	1,769 50	Long-Term
NESTLE S A REG B ADR	1/12/2010	5/31/2011	(100)	6,201 35	4,785 74	1,415 61	Long-Term
NESTLE S A REG B ADR	1/12/2010	6/17/2011	(100)	6,298 28	4,785 74	1,512 54	Long-Term
NESTLE S A REG B ADR	1/12/2010	8/16/2011	(100)	6,192 79	4,785 75	1,407 04	Long-Term
SCRIPPS NTWK INTERACTIV CLASS A	VARIOUS	3/22/2011	(100)	4,944 60	4,392 28	552 32	Long-Term
TARGET CORPORATION	VARIOUS	8/23/2011	(300)	15,142 32	15,646 58	(504 26)	Long-Term
TARGET CORPORATION	VARIOUS	9/14/2011	(325)	16,321 29	17,075 79	(754 50)	Long-Term
TIME WARNER INC	1/12/2010	2/8/2011	(200)	7,189 98	5,762 89	1,427 09	Long-Term
TIME WARNER INC	1/12/2010	2/14/2011	(125)	4,580 10	3,601 81	978 29	Long-Term
TIME WARNER INC	1/12/2010	2/24/2011	(300)	11,355 53	8,644 34	2,711 19	Long-Term
TIME WARNER INC	1/12/2010	3/1/2011	(250)	9,260 65	7,203 61	2,057 04	Long-Term
TIME WARNER INC	1/12/2010	11/30/2011	(175)	5,675 84	5,042 53	633 31	Long-Term
TIME WARNER INC	1/12/2010	12/1/2011	(150)	4,988 03	4,322 17	665 86	Long-Term
TIME WARNER INC	1/12/2010	12/28/2011	(125)	4,383 49	3,601 81	781 68	Long-Term
UNILEVER N V NY SHS	1/15/2010	5/5/2011	(200)	6,671 41	6,428 88	242 53	Long-Term
UNILEVER N V NY SHS	1/15/2010	5/6/2011	(100)	3,294 94	3,214 44	80 50	Long-Term
UNILEVER N V NY SHS	1/15/2010	5/11/2011	(200)	6,593 27	6,428 87	164 40	Long-Term
UNILEVER N V NY SHS	1/15/2010	6/8/2011	(100)	3,245 98	3,214 44	31 54	Long-Term
UNILEVER N V NY SHS	1/15/2010	6/10/2011	(100)	3,270 90	3,214 44	56 46	Long-Term
UNILEVER N V NY SHS	VARIOUS	8/22/2011	(200)	6,801 16	6,443 68	357 48	Long-Term
UNILEVER N V NY SHS	VARIOUS	8/26/2011	(200)	6,715 33	6,438 43	276 90	Long-Term
TOTAL LONG-TERM				627,960 61	568,526 35	59,434 25	
GRAND TOTAL				1,267,039 17	1,153,387 84	113,651 32	

Statement Detail

WEINBERG SIDNEY J JR FDN

Holdings

Period Ended December 31, 2011

The alternative investment(s) described below may not be owned by the account holder(s) for this brokerage account Instead the investments may be owned by one of the account holders or a related party to the account holder(s)

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS & MONEY MARKET FUNDS								
MONEY MARKET FUNDS								
GS FINANCIAL SQUARE FEDERAL FUND - FST SHARES Moody's Aaa	21,882,559 730	1 0000	21,882,559 73	1 0000	21,882,559 73	0 00	0 0100	2,188 26
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			21,882,559 73		21,882,559 73			**2,188.26**

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS ENHANCED INCOME FUND								
GS ENHANCED INCOME FUND INSTITUTIONAL SHARES	425,357 630	9 4300	4,011,122 45	9 6232	4,093,300 02	(82,177 57) 2,912 45		56,572 56

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
GOVERNMENT AND GOVERNMENT AGENCY BONDS								
U S TREASURY NOTE 3 125000% 04/30/2013 AO ON THE RUN Moody's Aaa	2,462,000 00	103 8550	2,556,910 10 12,822 92	100 0937 100 33	2,464,306 50 2,470,078.44	92,603 60 86,831 66 [11]	3 0527	76,937 50

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
TOTAL INVESTMENT GRADE FIXED INCOME			**6,568,032.55** **12,822.92**		**6,557,606.52** **6,563,378.46**	**10,426.03** **4,654.09**	**3.0527**	**133,510.06**

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST (SPY)	28,142 00	125 5000	3,531,821 00 21,672 99	104 0970	2,929,497 03	602,323 97	2 0526	72,493 79
NON-US EQUITY								
MSCI EAFE INDEX FUND (ISHARES)								
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (EFA)	44,550 00	49 5300	2,206,561 50	67 5199	3,008,013 45	(801,451 95)	3 4529	76,189 41
MSCI EMERGING MARKETS INDEX FUND (VANGUARD)								
VANGUARD MSCI EMERGING MKTS ETF (VWO)	18,846 00	38 2100	720,105 66	39 2335	739,395 04	(19,289 38)	2 3711	17,074 48
TOTAL NON-US EQUITY			**2,926,667.16**		**3,747,408.49**	**(820,741.33)**	**3.1867**	**93,263.89**
TOTAL PUBLIC EQUITY			**6,458,488.16** **21,672.99**		**6,676,905.52**	**(218,417.36)**	**2.5665**	**165,757.68**
TOTAL PORTFOLIO			34,909,080.44		35,122,843.71	(213,763.27)		

Goldman Sachs

Statement Detail

GMS ALPHA+ ADVISERS 2-ARTISAN

Holdings

Period Ended December 31, 2011

The alternative investment(s) described below may not be owned by the account holder(s) for this brokerage account Instead the investments may be owned by one of the account holders or a related party to the account holder(s)

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
NON-US EQUITY								
ARTISAN DYNAMIC EQUITY (NON-US EQUITY) [SERIES]								
GS FINANCIAL SQUARE FEDERAL FUND - FST SHARES (FEDXX)	162 240	1 0000	162 24	1 0000	162 24		0 0100	0 02
TOTAL PORTFOLIO			162.24		162 24	0 00		

Goldman Sachs

Statement Detail

SIDNEY J. WEINBERG FDN EXTERNAL MANAGERS

Holdings

Period Ended December 31, 2011

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
GOLDMAN SACHS GROUP, INC (THE) CMN (GS)	6,785 00	90 4300	613,567 55	53 0000	359,605 00 ✓	253,962 55	1 5482	9,499 00
TOTAL PORTFOLIO			613,567 55		359,605 00	253,962 55		

LONG POSITION III

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
3M COMPANY	11/2/2010	100		8,551 72	
	11/3/2010	150		12,679 53	
	11/10/2010	75		6,498 47	
	11/29/2010	75		6,267 81	
	12/10/2010	100		8,492 61	
	12/13/2010	50		4,210 98	
	8/1/2011	175		15,484 95	
	8/2/2011	100		8,821 13	
	8/19/2011	50		4,096 36	
	8/23/2011	75		5,828 51	
		950	77,643.50	80,932 07	(3,288 57)
ADOBE SYSTEMS INC	10/12/2010	175		4,505 43	
	11/29/2010	325		8,990 46	
	12/16/2010	100		2,835 63	
	12/28/2010	100		3,063 39	
	5/10/2011	125		4,158 00	
	6/22/2011	100		3,079 83	
	6/27/2011	250		7,559 45	
	7/15/2011	200		6,111 58	
	7/20/2011	200		5,866 34	
	8/1/2011	225		6,505 51	
	8/2/2011	525		14,948 99	
	8/9/2011	100		2,687 65	
	8/10/2011	100		2,610 00	
	8/19/2011	100		2,465 42	
	8/23/2011	200		4,657 20	
		2,825	79,862 75	80,044.88	(182 13)

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
ANHEUSER-BUSCH	4/16/2010	100		5,142 09	
	4/20/2010	125		6,353 40	
	4/21/2010	100		5,003 86	
	4/26/2010	175		8,707 18	
	5/12/2010	75		3,464 61	
	11/29/2010	100		5,899 86	
	12/3/2010	125		6,900 77	
	12/14/2010	50		2,854 61	
	2/14/2011	125		7,040 38	
	5/16/2011	100		5,848 45	
	7/15/2011	150		8,228 84	
	9/27/2011	100		4,984 00	
		1,325	80,811.75	70,428 05	10,383 70
CHARLES SCHWAB CORP	12/13/2011	1,100		12,919 87	
	12/15/2011	500		5,835 45	
	12/16/2011	250		2,896 05	
	12/19/2011	600		6,600 12	
	12/20/2011	375		4,118 66	
	12/21/2011	450		4,889 07	
	12/22/2011	100		1,091 21	
		3,375	38,002 50	38,350 43	(347 93)
CHEESECAKE FACTORY INC	11/25/2011	250		6,610 93	
	11/28/2011	100		2,663 64	
	11/29/2011	625		16,478 06	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
		975	28,616.25	25,752 63	2,863.62
COCA COLA COMPANY	3/3/2010	125		6,626.83	
	4/30/2010	125		6,679 66	
	2/10/2011	100		6,271.03	
	11/18/2011	100		6,779 54	
	12/12/2011	100		6,673 91	
		550	38,483.50	33,030 97	5,452 53
DANONE ORD	9/9/2011	800		10,337 16	
	9/13/2011	350		4,450 34	
	9/14/2011	1,300		16,065 06	
	9/15/2011	950		11,420 04	
	9/16/2011	125		1,498 18	
	9/21/2011	100		1,243 87	
	9/22/2011	1,325		15,978 65	
	9/26/2011	900		10,864 86	
	9/27/2011	300		3,474 99	
	11/21/2011	225		2,894 26	
	12/28/2011	150		1,861 50	
		6,525	82,281 56	80,088 91	2,192 65
DIAGEO PLC NEW ADR	1/15/2010	150		10,211 78	
	1/25/2010	100		7,006 95	
	1/26/2010	125		8,742 81	
	5/10/2010	100		6,596 07	
	5/19/2010	75		4,822 63	
	12/6/2010	50		3,587 81	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
	12/17/2010	125		9,223 25	
	12/20/2010	100		7,327 76	
	1/4/2011	100		7,403 03	
		925	**80,863 50**	**64,922 09**	**15,941 41**
DISCOVERY COMMUN SER A	4/19/2011	325		13,046 37	
	4/20/2011	125		5,007 96	
	6/15/2011	150		6,073 20	
	6/20/2011	425		17,024 10	
		1,025	**41,994.25**	**41,151 63**	**842 62**
DISNEY WALT CO	9/21/2010	150		5,109 02	
	9/24/2010	600		20,868 84	
	9/27/2010	550		18,761 36	
	9/28/2010	300		10,066 17	
	10/4/2010	150		4,957 71	
	5/9/2011	100		4,257 83	
	5/16/2011	100		4,189 27	
	5/18/2011	100		4,138 85	
	8/10/2011	225		7,939 37	
	9/13/2011	275		8,881 91	
	9/27/2011	100		2,968 38	
	9/28/2011	125		3,675 10	
		2,775	**104,062 50**	**95,813 81**	**8,248.69**
EBAY INC	2/16/2010	225		4,982 48	
	4/27/2010	400		9,729 16	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
	5/7/2010	250		5,708 48	
	5/25/2010	125		2,647 94	
	12/29/2010	200		5,698 18	
	1/26/2011	400		12,105 48	
	3/9/2011	100		3,217 04	
	4/12/2011	275		8,663 89	
	4/18/2011	100		3,078 79	
	5/3/2011	150		5,020 58	
	5/5/2011	150		5,078 12	
	5/9/2011	100		3,299 17	
	5/16/2011	125		4,173 46	
	5/18/2011	125		4,182 86	
	5/27/2011	325		10,198 36	
	5/31/2011	125		3,830 16	
	6/20/2011	100		2,924 11	
	11/18/2011	200		6,216 38	
	11/22/2011	200		5,979 80	
	11/30/2011	125		3,555 94	
	12/12/2011	200		6,164 75	
	12/20/2011	100		2,981 81	
		4,100	124,353.00	119,436.94	4,916 06
GOOGLE INC CLASS A	4/30/2010	15		7,985 60	
	5/4/2010	10		5,308 23	
	5/14/2010	10		5,165 82	
	11/29/2010	10		5,818 51	
	1/27/2011	10		6,086 60	
	4/20/2011	15		8,120 06	
	5/5/2011	15		8,114 03	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
	5/6/2011	5		2,687 38	
	5/26/2011	10		5,181 39	
	6/22/2011	35		17,247 16	
	6/28//11	5		2,389 85	
	8/19/2011	5		2,686 65	
	8/22/2011	15		8,033 01	
	8/23/2011	5		2,552 43	
		165	**106,573 50**	**87,376 72**	**19,196 78**
HASBRO INC	1/15/2010	375		11,714 38	
	1/25/2010	300		9,605 65	
	1/27/2010	150		4,748 59	
	1/18/2011	225		10,246 70	
	5/6/2011	250		11,729 53	
	6/10/2011	125		5,503 38	
	7/13/2011	100		4,469 93	
	7/18/2011	100		4,328 86	
	7/19/2011	100		4,214 34	
	7/21/2011	175		7,025 76	
	8/3/2011	125		4,958 29	
	9/20/2011	400		14,564 96	
	9/21/2011	175		6,320 81	
	10/4/2011	100		3,388 03	
		2,700	**86,103 00**	**102,819 21**	**(16,716 21)**
INTL FLAVORS & FRAGRANCES	2/15/2011	225		12,509 09	
	3/1/2011	150		8,336 75	
	11/15/2011	150		8,062 18	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
		525	27,520.50	28,908.02	(1,387 52)
KELLOGG COMPANY	4/13/2010	300		15,756 04	
	7/27/2010	100		5,097 91	
	8/3/2010	100		4,850 74	
	2/3/2011	175		8,811 60	
	11/15/2011	100		4,943 26	
	12/1/2011	100		4,910 02	
	12/2/2011	100		4,829 99	
	12/13/2011	125		6,200 14	
		1,100	55,627 00	55,399 70	227 30
MC DONALDS CORP	1/21/2010	100		6,253 05	
	1/27/2011	150		11,286 00	
		250	25,082.50	17,539 05	7,543 45
MICROSOFT CORP	3/14/2011	675		17,441 27	
	3/15/2011	700		17,906 72	
	3/17/2011	400		10,204 16	
	3/18/2011	200		5,062 90	
	3/21/2011	125		3,135 25	
	3/22/2011	400		10,036 64	
	4/18/2011	100		2,583 63	
	4/19/2011	200		5,055 20	
	4/27/2011	100		2,551 03	
	5/4/2011	125		3,213 29	
	5/5/2011	125		3,215 19	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
	5/13/2011	200		5,104 02	
	5/16/2011	100		2,560 87	
	5/17/2011	225		5,681 96	
	11/7/2011	175		4,558 44	
	11/21/2011	100		2,644 09	
	11/22/2011	125		3,251 96	
	11/23/2011	100		2,541 94	
	11/28/2011	100		2,504.12	
	12/6/2011	100		2,549 13	
	12/7/2011	100		2,542 62	
		4,475	116,171.00	114,344.43	1,826 57
NESTLE S A REG B ADR	1/15/2010	450		21,535 85	
	1/21/2010	350		16,752 46	
	1/27/2010	150		7,246 93	
	1/19/2011	150		8,149 86	
	2/14/2011	100		5,305 29	
	9/26/2011	100		5,516 90	
	12/7/2011	125		6,936 80	
		1,425	82,290 62	71,444 09	10,846 53
SCRIPPS NTWK INTERACTIV CLASS A	1/28/2010	300		13,149 15	
	2/17/2010	300		11,547 55	
	2/18/2010	100		3,864 74	
	8/24/2010	150		6,281 81	
	8/25/2010	100		4,081 48	
	1/19/2011	125		5,961 36	
	1/31/2011	100		4,663 37	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
	6/10/2011	250		11,554 13	
	7/21/2011	150		6,981 03	
	8/9/2011	225		9,308 56	
	8/10/2011	100		4,005 26	
	8/31/2011	100		3,916 38	
	9/30/2011	225		9,199 61	
	10/4/2011	200		7,722 74	
	11/21/2011	125		5,006 36	
	11/29/2011	125		4,711 88	
		2,675	113,473 50	111,955 41	1,518 09
STAPLES INC	7/13/2011	275		4,310 14	
	7/20/2011	400		6,031 20	
	8/10/2011	225		3,279 86	
	11/1/2011	800		11,699 80	
	11/4/2011	600		8,660 46	
		2,300	31,947.00	33,981.46	(2,034 46)
TARGET CORPORATION	6/24/2010	25		1,324 20	
	6/29/2010	275		14,129 92	
	6/30/2010	100		5,098 88	
	7/13/2010	200		9,976 64	
	7/19/2010	100		4,975 17	
	8/19/2010	100		5,107 37	
	8/23/2010	100		4,969 39	
	10/18/2010	100		5,466 71	
	11/3/2010	100		5,189 52	
	1/24/2011	100		5,422 59	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
	2/24/2011	150		7,872 02	
	2/25/2011	100		5,142 79	
	5/4/2011	100		4,945 24	
	5/23/2011	100		4,946 31	
		1,650	84,513.00	84,566 75	(53 75)
TIME WARNER INC	1/15/2010	875		25,212 64	
	1/21/2010	150		4,303 60	
	1/27/2010	100		2,784 23	
	1/28/2010	100		2,700 56	
	2/9/2010	200		5,448 56	
	10/8/2010	350		10,616 61	
	10/12/2010	200		6,058 28	
	11/29/2010	350		10,505 90	
	1/21/2011	75		2,468 95	
	8/8/2011	225		7,365 91	
	8/10/2011	100		3,210 51	
	8/23/2011	200		5,818 86	
	11/7/2011	300		9,965 22	
		3,225	116,551 50	96,459 83	20,091 67
UNILEVER N V NY SHS	1/26/2010	300		9,567 29	
	1/27/2010	150		4,716 61	
	4/20/2010	300		9,302 27	
	5/3/2010	150		4,498 10	
	5/10/2010	75		2,197 31	
	5/17/2010	100		2,894 14	
	5/19/2010	100		2,821 28	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
	10/22/2010	200		5,819 00	
	11/29/2010	350		10,375 07	
	12/3/2010	150		4,276 94	
	1/31/2011	100		3,048 73	
	2/8/2011	100		3,011 95	
	2/10/2011	125		3,729 11	
		2,200	75,614 00	66,257.80	9,356 20
WESTERN UNION COMPANY	11/17/2010	625		11,434 19	
	11/19/2010	350		6,235 38	
	11/22/2010	400		7,042 44	
	11/26/2010	100		1,826 00	
	11/29/2010	500		9,002 45	
	12/21/2010	300		5,528 91	
	12/28/2010	100		1,840 25	
	12/29/2010	100		1,843 96	
	5/26/2011	350		7,115 38	
	6/1/2011	200		4,075 92	
	6/2/2011	70		1,430 37	
	7/8/2011	375		7,347 86	
	8/19/2011	300		5,111 79	
	8/22/2011	200		3,410 94	
	8/23/2011	100		1,633 19	
	8/31/2011	100		1,621 50	
	9/20/2011	100		1,652 27	
	9/28/2011	200		3,035 00	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2011

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS	UNREALIZED GAIN/LOSS
		4,470	81,622.20	81,187 80	434 40
WILLIAMS SONOMA	9/26/2011	400		13,025 36	
	9/27/2011	100		3,146 19	
	10/4/2011	100		3,206 55	
	10/6/2011	125		3,678 39	
		725	27,912 50	23,056 49	4,856 01
TOTAL LONG POSITION AS OF 12/31/2011			1,807,976 88	1,705,249 17	102,727 71

Form **8868**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions. SIDNEY J. WEINBERG, JR. FOUNDATION	Employer identification number (EIN) or ☒ 13-2998603
	Number, street, and room or suite no. If a P O. box, see instructions. c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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	01	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 ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0811 FAX No. ▶ N/A

- 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 AUGUST 15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 20 11 or

▶ ☐ tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

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	$ 43,016.00
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	$ 8,016.00
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	$ 35,000.00

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.

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

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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. SIDNEY J. WEINBERG, JR. FOUNDATION	Employer identification number (EIN) or ☒ 13-2998603
	Number, street, and room or suite no. If a P.O. box, see instructions. c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 ▶ BCRS ASSOCIATES, LLC

  Telephone No. ▶ 212-440-0800 FAX No. ▶ N/A
- 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 NOVEMBER 15 , 20 12 .

5 For calendar year 2011 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

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 ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

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	$ 43,016.00
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	$ 43,016.00
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	$ 0.00

Signature and Verification must be completed for Part II only.

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 ▶ CPA Date ▶ 08/15/2012