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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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

WEISSMAN FAMILY FOUNDATION, INC

Number and street (or P O box number if mail is not delivered to street address)

81 MANURSING WAY

A Employer identification number

13-3688122

City or town, state, and ZIP code

RYE, NY 10580-4311

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

J Accounting method.

 Cash Accrual

(from Part II, col. (c), line 16)

 Other (specify) _____

► \$ 23,743,219.

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	9,496,857.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments	69.	69.		STATEMENT 1
3		398,256.	398,256.		STATEMENT 2
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	294,363.			
b	Gross sales price for all assets on line 6a	2,180,243.			
7	Capital gain net income (from Part IV, line 2)		294,363.		
8	Net short-term capital gain				
9	Income modifications				
	Gross sales less returns and allowances				
10a	b Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total—Add lines 1 through 11	10,189,545.	692,688.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans/employee benefits				
16a	Legal fees				
b	Accounting fees	5,750.	2,875.		2,875.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 4	<26,378.0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5	38,921.	37,433.	1,488.
24	Total operating and administrative expenses. Add lines 13 through 23		18,293.	40,308.	4,363.
25	Contributions, gifts, grants paid		378,000.		378,000.
26	Total expenses and disbursements. Add lines 24 and 25		396,293.	40,308.	382,363.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		9,793,252.		
b	Net investment income (if negative, enter -0-)		652,380.		
c	Adjusted net income (if negative, enter -0-)			N/A	

123501
12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		403,519.	892,676.	892,676.
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations		STMT. 8		
	b Investments - corporate stock		6,367,127.	12,955,870.	22,850,543.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		6,770,646.	13,848,546.	23,743,219.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		48,368.	48,368.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		12,898.	12,898.	
	29 Retained earnings, accumulated income, endowment, or other funds		6,709,380.	13,787,280.	
	30 Total net assets or fund balances		6,770,646.	13,848,546.	
	31 Total liabilities and net assets/fund balances		6,770,646.	13,848,546.	

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 6,770,646.
2 Enter amount from Part I, line 27a	2 9,793,252.
3 Other increases not included in line 2 (itemize) ►	3 131,065.
4 Add lines 1, 2, and 3	4 16,694,963.
5 Decreases not included in line 2 (itemize) ►	5 2,846,417.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 13,848,546.

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 STATEMENT ATTACHED			P	VARIOUS	VARIOUS
b SEE STATEMENT ATTACHED			P	VARIOUS	VARIOUS
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	304,489.		302,756.		1,733.
b	1,875,754.		1,583,124.		292,630.
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
a					1,733.
b					292,630.
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	294,363.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	412,842.	10,666,613.	.038704
2009	383,827.	9,292,598.	.041305
2008	767,075.	11,368,636.	.067473
2007	908,071.	12,706,163.	.071467
2006	814,029.	11,675,159.	.069723

2 Total of line 1, column (d) ..

2 .288672

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 .057734

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 16,922,739.

5 Multiply line 4 by line 3

5 977,017.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 6,524.

7 Add lines 5 and 6

7 983,541.

8 Enter qualifying distributions from Part XII, line 4

8 382,363.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	13,048.
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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2 0.
3 Add lines 1 and 2	3 13,048.
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 13,048.
6 Credits/Payments	
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 16,407.
b Exempt foreign organizations - tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c 15,000.
d Backup withholding erroneously withheld	6d
7 Total credits and payments. Add lines 6a through 6d	7 31,407.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 18,359.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11 0.

Part VII-A Statements Regarding Activities

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?	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1a	X
<i>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.</i>		
1c Did the foundation file Form 1120-POL for this year?	1b	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.		
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		
<i>If "Yes," attach a detailed description of the activities.</i>		
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		
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
<i>If "Yes," attach the statement required by General Instruction T.</i>		
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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year?		
<i>If "Yes," complete Part II, col. (c), and Part XV.</i>		
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		
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		
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	WITHUMSMITH+BROWN, PC Located at 1411 BROADWAY, 9TH FLOOR, NEW YORK, NY	Telephone no. 212-751-9100 ZIP+4 10018
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	
16	15	N/A
	Yes	No
	X	

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes	
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?	X	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	
	X	
	4b	
	X	

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

 Yes No

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MILDRED WEISSMAN 81 MANURSING WAY RYE, NY 10580	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
ELLEN WEISSMAN 4985 SHERIDAN DRIVE WILLIAMSVILLE, NY 14221	SECRETARY & DIRECTOR 0.00	0.	0.	0.
PAUL WEISSMAN 3260 PACIFIC HEIGHTS ROAD HONOLULU, HI 96813	TREASURER & DIRECTOR 0.00	0.	0.	0.
DANIEL WEISSMAN 110 RIVERSIDE DRIVE, APT. 11F NEW YORK, NY 10024	VICE PRESIDENT & DIRECTOR 0.00	0.	0.	0.

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

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

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

►

0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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


0

Part IX-A **Summary of Direct Charitable Activities**

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

1	N/A	Expenses
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		0.

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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	16,637,877.
b	Average of monthly cash balances	1b	542,569.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,180,446.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,180,446.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	257,707.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,922,739.
6	Minimum investment return. Enter 5% of line 5	6	846,137.

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	846,137.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,048.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,048.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	833,089.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	833,089.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	833,089.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	382,363.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	382,363.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	382,363.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				833,089.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	239,619.			
b From 2007	289,163.			
c From 2008	253,489.			
d From 2009				
e From 2010				
f Total of lines 3a through e	782,271.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 382,363.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				382,363.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	450,726.			450,726.
6 Enter the net total of each column as indicated below:	331,545.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instr				0.
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	331,545.			
10 Analysis of line 9:				
a Excess from 2007	78,056.			
b Excess from 2008	253,489.			
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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))

NONE

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

NONE

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

Check here ► 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.

6 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	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE		SEE ATTACHED SCHEDULE	378,000.
Total			► 3a	378,000.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		692,688.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 692,688.
(See worksheet in line 13 instructions to verify calculations)					

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

123621
12-02-11

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****WEISSMAN FAMILY FOUNDATION, INC****Employer identification number****13-3688122****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 organizationForm 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).

LHA 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

WEISSMAN FAMILY FOUNDATION, INC

Employer identification number

13-3688122

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	MILDRED WEISSMAN 81 MANURSING WAY RYE, NY 10580	\$ 1,869,665.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MILDRED WEISSMAN 81 MANURSING WAY RYE, NY 10580	\$ 1,882,549.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MILDRED WEISSMAN 81 MANURSING WAY RYE, NY 10580	\$ 5,744,643.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WEISSMAN FAMILY FOUNDATION, INC

13-3688122

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
1	52,950 SHS OF KRAFT FOODS INC. CL A (AT COST BASIS)	\$ 1,869,665.	07/15/11
2	70,600 SHS OF ALTRIA GROUP INC COM (AT COST BASIS)	\$ 1,882,549.	07/15/11
3	86,230 SHS PHILIP MORRIS INTL INC COM (AT COST BASIS)	\$ 5,744,643.	07/15/11
		\$	
		\$	
		\$	

123453 01-23-12

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

WEISSMAN FAMILY FOUNDATION, INC

13-3688122

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.) ► \$ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
			<p data-bbox="793 502 977 527">(e) Transfer of gift</p> <p data-bbox="329 567 758 593">Transferee's name, address, and ZIP + 4</p> <p data-bbox="1022 567 1426 593">Relationship of transferor to transferee</p>
			<p data-bbox="793 918 977 943">(e) Transfer of gift</p> <p data-bbox="329 983 758 1009">Transferee's name, address, and ZIP + 4</p> <p data-bbox="1022 983 1426 1009">Relationship of transferor to transferee</p>
			<p data-bbox="793 1334 977 1357">(e) Transfer of gift</p> <p data-bbox="329 1399 758 1424">Transferee's name, address, and ZIP + 4</p> <p data-bbox="1022 1399 1426 1424">Relationship of transferor to transferee</p>
			<p data-bbox="793 1747 977 1773">(e) Transfer of gift</p> <p data-bbox="329 1815 758 1840">Transferee's name, address, and ZIP + 4</p> <p data-bbox="1022 1815 1426 1840">Relationship of transferor to transferee</p>

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

SOURCE	AMOUNT
JP MORGAN CHASE NOW ACCOUNT	69.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	69.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN CHASE INVESTMENT ACCOUNT	398,256.	0.	398,256.
TOTAL TO FM 990-PF, PART I, LN 4	398,256.	0.	398,256.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,750.	2,875.		2,875.
TO FORM 990-PF, PG 1, LN 16B	5,750.	2,875.		2,875.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2009 FEDERAL EXCISE TAX REFUND	<26,378.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<26,378.>	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPT. OF LAW FILING FEE PUBLICATION OF ANNUAL RETURN NOTICE	750.	0.		750.
INVESTMENT ADVISORY FEES	695.	0.		695.
POSTAGE	37,433.	37,433.		0.
TO FORM 990-PF, PG 1, LN 23	43.	0.		43.
	<u>38,921.</u>	<u>37,433.</u>		<u>1,488.</u>

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 6

DESCRIPTION	AMOUNT
UNREALIZED INCOME RECORDED ON BOOKS AND NOT TAX UNREALIZED GAIN (LOSS)	115,154. 15,911.
TOTAL TO FORM 990-PF, PART III, LINE 3	<u>131,065.</u>

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
COST BASIS TO FMV ADJUSTMENT ON STOCKS CONTRIBUTED TO FOUNDATION	2,846,417.
TOTAL TO FORM 990-PF, PART III, LINE 5	<u>2,846,417.</u>

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	12,955,870.	22,850,543.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>12,955,870.</u>	<u>22,850,543.</u>

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PORTFOLIO APPRAISAL
WEISSMAN FAMILY FOUNDATION INC.
2023-0145
December 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
COMMON STOCK							
Energy							
1,500 00	DEVON ENERGY CORP NEW COM	73.87	110,803.95	62.00	93,000.00	1.3	1.3
1,500 00	DEVON ENERGY CORP NEW COM	61.63	92,452.05	62.00	93,000.00	1.3	1.3
5,331 00	KINDER MORGAN MANAGEMENT LLC SHS	48.88	260,602.26	78.52	418,590.09	5.8	5.4
9,300 00	MARATHON OIL CORP COM	23.00	213,876.75	29.27	272,211.00	3.8	2.3
5,700 00	WILLIAMS COS INC DEL COM	27.76	158,257.08	33.02	188,214.00	2.6	3.1
4,500 00	WILLIAMS COS INC DEL COM	31.34	141,026.40	33.02	148,590.00	2.1	3.1
			977,018.49		1,213,605.09	16.9	3.5
Industrials							
2,760 00	COOPER INDUSTRIES PLC SHS	42.23	116,556.18	54.15	149,454.00	2.1	2.3
3,000 00	UNITED PARCEL SERVICE INC CL B	71.84	215,533.20	73.19	219,570.00	3.1	3.1
			332,089.38		369,024.00	5.1	2.8
Consumer Discretionary							
3,150 00	COMCAST CORP NEW CL A	19.96	62,863.50	23.71	74,686.50	1.0	2.7
6,600 00	COMCAST CORP NEW CL A	20.00	131,979.32	23.71	156,486.00	2.2	2.7
5,800 00	COMCAST CORP NEW CL A	24.25	140,664.50	23.71	137,518.00	1.9	2.7
630 00	DIGITAL GENERATION INC COM	29.54	18,608.81	11.92	7,509.60	0.1	0.0
510 00	DIGITAL GENERATION INC COM	29.61	15,101.97	11.92	6,079.20	0.1	0.0
430 00	DIGITAL GENERATION INC COM	29.51	12,687.92	11.92	5,125.60	0.1	0.0
930 00	DIGITAL GENERATION INC COM	29.54	27,470.81	11.92	11,085.60	0.2	0.0

PORTFOLIO APPRAISAL
WEISSMAN FAMILY FOUNDATION INC.
2023-0145
December 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
1,580 00	DIGITAL GENERATION INC COM	27.24	43,037.62	11.92	18,833.60	0.3	0.0
420 00	DIGITAL GENERATION INC COM	27.08	11,373.60	11.92	5,006.40	0.1	0.0
320 00	DIGITAL GENERATION INC COM	27.04	8,652.42	11.92	3,814.40	0.1	0.0
210 00	DIGITAL GENERATION INC COM	27.19	5,709.90	11.92	2,503.20	0.0	0.0
50 00	DIGITAL GENERATION INC COM	27.12	1,356.22	11.92	596.00	0.0	0.0
150 00	DIGITAL GENERATION INC COM	27.43	4,114.34	11.92	1,788.00	0.0	0.0
170 00	DIGITAL GENERATION INC COM	27.03	4,595.10	11.92	2,026.40	0.0	0.0
1,960 00	DIGITAL GENERATION INC COM	32.61	63,920.89	11.92	23,363.20	0.3	0.0
740 00	DIGITAL GENERATION INC COM	32.07	23,728.25	11.92	8,820.80	0.1	0.0
2,600 00	IMAX CORP COM	27.27	70,910.84	18.33	47,658.00	0.7	0.0
1,310 00	IMAX CORP COM	26.83	35,153.20	18.33	24,012.30	0.3	0.0
260 00	IMAX CORP COM	26.84	6,978.19	18.33	4,765.80	0.1	0.0
1,330 00	IMAX CORP COM	26.73	35,552.10	18.33	24,378.90	0.3	0.0
			724,459.50		566,057.50	7.9	1.8
Consumer Staples							
5,400 00	CVS CAREMARK CORPORATION COM	26.64	143,867.34	40.78	220,212.00	3.1	0.9
1,600 00	CVS CAREMARK CORPORATION COM	30.39	48,629.60	40.78	65,248.00	0.9	0.9
			192,496.94		285,460.00	4.0	0.9
Health Care							
2,441 00	BAXTER INTL INC COM	52.97	129,291.46	49.48	120,780.68	1.7	2.7
959 00	BAXTER INTL INC COM	52.87	50,702.55	49.48	47,451.32	0.7	2.7
3,920 00	HOLOGIC INC COM	23.39	91,672.34	17.51	68,639.20	1.0	0.0
3,180 00	HOLOGIC INC COM	22.52	71,611.52	17.51	55,681.80	0.8	0.0
8,400 00	HOLOGIC INC COM	18.72	157,234.48	17.51	147,084.00	2.0	0.0
1,215 00	LIFE TECHNOLOGIES CORP COM	47.95	58,257.91	38.91	47,275.65	0.7	0.0
2,685 00	LIFE TECHNOLOGIES CORP COM	48.38	129,891.98	38.91	104,473.35	1.5	0.0

PORTFOLIO APPRAISAL
WEISSMAN FAMILY FOUNDATION INC.
2023-0145
December 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
2,000 00	LIFE TECHNOLOGIES CORP COM	44.41	88,818.80	38.91	77,820.00	11	0.0
2,000 00	LIFE TECHNOLOGIES CORP COM	38.33	76,657.20	38.91	77,820.00	11	0.0
5,100 00	ST JUDE MED INC COM	38.46	196,132.74	34.30	174,930.00	24	2.7
2,400 00	THERMO FISHER SCIENTIFIC INC COM	34.69	83,261.52	44.97	107,928.00	15	1.2
2,700 00	THERMO FISHER SCIENTIFIC INC COM	32.84	88,664.76	44.97	121,419.00	17	1.2
			1,222,197.26		1,151,303.00	160	1.0
Financials							
800 00	ACE LTD SHS	28.01	22,409.20	70.12	56,096.00	0.8	2.7
2,400 00	ACE LTD SHS	33.77	81,046.80	70.12	168,288.00	23	2.7
1,000 00	ACE LTD SHS	32.31	32,310.00	70.12	70,120.00	10	2.7
6,900 00	AON PLC SHS CL A	37.61	259,511.07	46.80	322,920.00	45	1.3
720 00	CIT GROUP INC COM NEW	41.37	29,788.42	34.87	25,106.40	0.3	0.0
1,790 00	CIT GROUP INC COM NEW	42.07	75,298.86	34.87	62,417.30	0.9	0.0
1,390 00	CIT GROUP INC COM NEW	42.97	59,732.75	34.87	48,469.30	0.7	0.0
4,500 00	STATE STR CORP COM	46.70	210,165.30	40.31	181,395.00	2.5	2.4
			770,262.40		934,812.00	130	1.8
Information							
3,710 00	BROADRIDGE FINL SOLUTIONS INC COM	23.01	85,377.86	22.55	83,660.50	12	2.8
1,330 00	BROADRIDGE FINL SOLUTIONS INC COM	22.95	30,528.69	22.55	29,991.50	0.4	2.8
440 00	BROADRIDGE FINL SOLUTIONS INC COM	22.66	9,970.40	22.55	9,922.00	0.1	2.8
890 00	BROADRIDGE FINL SOLUTIONS INC COM	22.79	20,283.10	22.55	20,069.50	0.3	2.8
2,430 00	BROADRIDGE FINL SOLUTIONS INC COM	22.72	55,204.98	22.55	54,796.50	0.8	2.8
1,190 00	BROADRIDGE FINL SOLUTIONS INC COM	22.51	26,784.76	22.55	26,834.50	0.4	2.8
530 00	BROADRIDGE FINL SOLUTIONS INC COM	22.71	12,035.93	22.55	11,951.50	0.2	2.8
1,020 00	BROADRIDGE FINL SOLUTIONS INC COM	22.66	23,109.22	22.55	23,001.00	0.3	2.8

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PORTFOLIO APPRAISAL
WEISSMAN FAMILY FOUNDATION INC.
2023-0145
December 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
1,020 00	BROADRIDGE FINL SOLUTIONS INC COM	22.66	23,114.93	22.55	23,001.00	0.3	2.8
1,000 00	BROADRIDGE FINL SOLUTIONS INC COM	22.63	22,629.90	22.55	22,550.00	0.3	2.8
240 00	BROADRIDGE FINL SOLUTIONS INC COM	22.63	5,432.38	22.55	5,412.00	0.1	2.8
5,500 00	CHECK POINT SOFTWARE TECH LTD ORD	29.77	163,742.15	52.54	288,970.00	4.0	0.0
240 00	GOOGLE INC CL A	543.26	130,381.78	645.90	155,016.00	2.2	0.0
300 00	GOOGLE INC CL A	470.26	141,078.18	645.90	193,770.00	2.7	0.0
2,900 00	MICROSOFT CORP COM	27.86	80,794.00	25.96	75,284.00	1.0	3.1
3,700 00	MICROSOFT CORP COM	24.13	89,281.00	25.96	96,052.00	1.3	3.1
4,100 00	MICROSOFT CORP COM	25.42	104,224.46	25.96	106,436.00	1.5	3.1
8,800 00	ORACLE CORP COM	21.39	188,217.04	25.65	225,720.00	3.1	0.9
8,200 00	ORACLE CORP COM	26.16	214,519.38	25.65	210,330.00	2.9	0.9
6,900 00	WESTERN UN CO COM	18.99	131,057.22	18.26	125,994.00	1.8	2.2
3,000 00	WESTERN UN CO COM	18.51	55,539.00	18.26	54,780.00	0.8	2.2
			1,613,306.36		1,843,542.00	25.6	1.4
	COMMON STOCK Total		5,831,830.33		6,363,803.59	88.5	1.9

MISC ASSETS-UNSUPERVISED

Consumer Staples						
25,400 00	ALTRIA GROUP INC COM	0.00	0.00	29.65	753,110.00	5.5
70,600 00	ALTRIA GROUP INC COM	17.34	1,224,204.00	29.65	2,093,290.00	5.5
10,000 00	ALTRIA GROUP INC COM	10.78	107,759.27	29.65	296,500.00	5.5
41,798 00	KRAFT FOODS INC CL A	0.00	0.00	37.36	1,561,573.27	3.1
6,920 00	KRAFT FOODS INC CL A	17.09	118,277.81	37.36	258,531.20	3.1
52,950 00	KRAFT FOODS INC CL A	26.69	1,413,235.50	37.36	1,978,212.00	3.1
25,400 00	PHILIP MORRIS INTL INC COM	0.00	0.00	78.48	1,993,392.00	3.9
84,720 00	PHILIP MORRIS INTL INC COM	46.49	3,938,632.80	78.48	6,648,825.60	3.9
10,000 00	PHILIP MORRIS INTL INC COM	24.76	247,562.92	78.48	784,800.00	3.9



PORTFOLIO APPRAISAL
WEISSMAN FAMILY FOUNDATION INC.
2023-0145
December 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
1,510 00	PHILIP MORRIS INTL INC COM	49.25	74,367.50	78.48	118,504.80		3.9
			7,124,039.80		16,486,738.87		4.0
	MISC ASSETS-UNSUPERVIS	Total	7,124,039.80		16,486,738.87		4.0
GRAND TOTAL <i>12,955.870.13</i> <i>22850542.46</i> 3.3							

Category Detail Report
1/1/11 through 12/31/11

Date	Num	Payee	Memo	Amount
Expenses				
<u>Contribution:</u>				
<u>Cultural</u>				
4/28/11	1656	Triple Shadow Theater	Ed Herbst	-12,500.00
6/9/11	1658	The Film Society of Lincoln Center	2nd towards \$400K	-100,000.00
6/9/11	1659	New York City Opera		-25,000.00
9/19/11	1660	Lincoln Center for the Performing Arts	Great Perf Circle	-25,000.00
12/6/11	1663	Albright-Knox Art Gallery		-5,000.00
12/6/11	1665	Irish Classical Theater Co.		-2,500.00
12/6/11	1671	The Shaw Festival Foundation		-1,500.00
12/6/11	1672	Shakespeare in Delaware Park		-10,000.00
12/6/11	1680	Buffalo Chamber Music Society		-1,000.00
12/11/11	1694	Franklin Furnace Archive Inc		-500.00
12/13/11	1698	Honolulu Academy of Art		-5,000.00
12/13/11	1699	Hawaii Arts Alliance		-2,500.00
12/13/11	1709	Ars Antiqua		-1,000.00
12/13/11	1710	The Wooster Group		-500.00
12/13/11	1711	Jacob's Pillow Dance		-5,000.00
Total Cultural				-197,000.00
<u>Education</u>				
12/6/11	1664	Western NY Public Broadcasting Ass.		-2,500.00
12/6/11	1666	Library Foundation of Buffalo/Erie Co.		-5,000.00
12/6/11	1667	Theatre of Youth		-2,500.00
12/6/11	1668	Read To Succeed		-2,500.00
12/6/11	1674	Community Music School		-1,000.00
12/6/11	1675	Swarthmore College		-10,000.00
12/6/11	1676	Just Buffalo Literary Center, Inc.		-2,500.00
12/6/11	1678	Literacy Volunteers of Buffalo & Erie Co		-2,500.00
12/6/11	1679	Locust St Neighborhood Art Classes		-1,000.00
12/10/11	1681	Taktse International School		-5,000.00
12/10/11	1683	The Planetary Society		-5,000.00
12/11/11	1692	Winston Preparatory School		-10,000.00
12/11/11	1695	National Center for Science Education		-1,000.00
12/11/11	1697	National Art Education Foundation		-1,000.00
12/13/11	1700	Waikiki Aquarium		-5,000.00
12/13/11	1712	Chess-In-The-Schools		-1,000.00
12/13/11	1713	New York Public Library		-1,000.00
12/13/11	1714	THIRTEEN (WNET)		-5,000.00
12/14/11	1726	Hawaii Public Radio		-2,500.00

Category Detail Report
1/1/11 through 12/31/11

Date	Num	Payee	Memo	Amount
		Total Education		<u>-66,000.00</u>
		<u>Environmental</u>		
12/6/11	1669	Re-Tree WNY		-2,500.00
12/6/11	1670	Buffalo Olmsted Parks Conservancy		-2,500.00
12/6/11	1673	Riverside Park Fund		-1,000.00
12/10/11	1688	Galapagos Conservancy		-500.00
12/13/11	1701	Central Park Conservancy		-5,000.00
12/13/11	1702	Sierra Club		-1,000.00
12/13/11	1703	The Nature Conservancy		-5,000.00
12/13/11	1715	World Wildlife Fund		-5,000.00
		Total Environmental		<u>-27,500.00</u>
		<u>Humanitarian</u>		
12/10/11	1682	The League Treatment Center		-7,000.00
12/10/11	1687	Union of Concerned Scientists		-2,000.00
12/10/11	1689	Food Bank for New York City		-2,000.00
12/11/11	1690	Coalition For The Homeless		-3,000.00
12/11/11	1691	Jericho Project		-2,000.00
12/13/11	1704	Freedom For Hunger		-5,000.00
12/13/11	1705	Project Hope		-5,000.00
12/13/11	1706	Lighthouse International		-2,500.00
12/13/11	1707	Hawaii FoodBank		-2,500.00
12/13/11	1717	The Breast Cancer Research Foundation		-1,000.00
12/13/11	1718	Council of Community Services		-1,000.00
12/13/11	1719	Planned Parenthood (National)		-1,000.00
12/13/11	1720	The Fresh Air Fund of NYC		-5,000.00
12/13/11	1721	Habitat For Humanity International		-5,000.00
12/13/11	1723	Heifer International		-5,000.00
12/13/11	1724	HealthRight		-7,500.00
12/13/11	1725	Doctors Without Borders		-5,000.00
		Total Humanitarian		<u>-61,500.00</u>
		<u>Social</u>		
12/6/11	1661	National Coalition Against Censorship		-5,000.00
12/6/11	1662	NYCLU Foundation		-5,000.00

Category Detail Report
1/1/11 through 12/31/11

Date	Num	Payee	Memo	Amount
12/6/11	1677	NYCLU Lower Hudson Valley Chapter		-4,000.00
12/10/11	1684	New Leaders for New Schools		-1,000.00
12/10/11	1685	GlobalGivingFoundation -Girl Effect Fund		-3,000.00
12/10/11	1686	American Social Health Association		-3,000.00
12/11/11	1693	AmericanFoundation for SuicidePrevention		-1,000.00
12/11/11	1696	Homes for the Homeless		-3,000.00
12/13/11	1708	Amnesty International		-5,000.00
Total Social				<hr/> -31,000.00
Total Contribution				<hr/> -383,000.00
To write off check written 9/24/09 to Environmental Defense Fund				<hr/> 5000.00 <hr/> -378,000.00

REALIZED GAINS AND LOSSES
WEISSMAN FAMILY FOUNDATION INC.
2023-0145
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-06-07	01-05-11	1,450 00	NESTLE S A SPONSORED ADR	55,948 42	81,517 62		25,569 20
07-06-07	01-19-11	1,400 00	NESTLE S A SPONSORED ADR	54,019 17	77,105 62		23,086 45
07-06-07	02-01-11	2,400 00	NESTLE S A SPONSORED ADR	92,604 29	132,448 66		39,844 37
03-11-05	02-01-11	2,799 33	TIME WARNER INC COM NEW	103,656 17	89,810 71		(13,845 46)
05-30-08	02-01-11	2,266 67	TIME WARNER INC COM NEW	76,060 28	72,721 18		(3,339 10)
12-22-08	02-16-11	1,400 00	CVS CAREMARK CORPORATION COM	37,298 94	45,721 44		8,422 50
04-27-09	03-03-11	100,000	HOLOGIC INC 2 000% Due 12-15-37	5714.33	97,000 00		9838.67
09-30-08	03-03-11	705 00	UNILEVER PLC SPON ADR NEW	18,990 87	20,983 43		1,992 56
10-02-08	03-03-11	9,161 00	UNILEVER PLC SPON ADR NEW	247,223 33	272,665.51		25,442 18
10-06-08	03-03-11	1,434 00	UNILEVER PLC SPON ADR NEW	38,299 56	42,681 18		4,381 62
05-26-10	03-08-11	0 53	KINDER MORGAN MANAGEMENT LLC SHS	27 29	34 45	7 16	
09-15-04	03-10-11	3,200 00	DISNEY WALT CO COM DISNEY	73,492 91	135,819.14		62,326 23
05-26-10	06-14-11	0 55	KINDER MORGAN MANAGEMENT LLC SHS	28 05	35 38		7 33
06-08-10	07-06-11	2,900 00	CHECK POINT SOFTWARE TECH LTD ORD	86,336 77	167,544 57		81,207 80
03-23-09	08-11-11	5,400 00	AXIS CAPITAL HOLDINGS INV SHS	128,115 54	152,997 41		24,881 87
05-26-10	08-23-11	0 10	KINDER MORGAN MANAGEMENT LLC SHS	5 22	6 73		1 51
12-05-05	08-25-11	4,100 00	MICROSOFT CORP COM	114,226 00	100,953 58		(13,272 42)
02-25-10	10-06-11	2,300 00	APACHE CORP COM	235,920 43	193,882 36		(42,038 07)
01-19-11	10-18-11	1,600 00	FEDEX CORP COM	150,630 40	120,369 37	(30,261 03)	
02-07-11	10-18-11	800 00	FEDEX CORP COM	73,723 36	60,184 68	(13,538 68)	
02-02-11	11-08-11	4,490 00	CALIPER LIFE SCIENCES INC COM	28,906 62	47,145 00	18,238 38	
02-15-11	11-08-11	190 00	CALIPER LIFE SCIENCES INC COM	1,244 50	1,995 00	750 50	
02-22-11	11-08-11	370 00	CALIPER LIFE SCIENCES INC COM	2,508 60	3,885 00	1,376 40	
02-23-11	11-08-11	747 00	CALIPER LIFE SCIENCES INC COM	5,014 54	7,843 50	2,828 96	
04-05-11	11-08-11	6,003 00	CALIPER LIFE SCIENCES INC COM	40,700 34	63,031 50	22,331 16	
05-26-10	11-28-11	0 10	KINDER MORGAN MANAGEMENT LLC SHS	4 74	6 88		2 14

REALIZED GAINS AND LOSSES
WEISSMAN FAMILY FOUNDATION INC.

2023-0145

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-30-09	11-29-11	2,400 00	F M C CORP COM NEW	133,732.08	191,852.31	58,120.23	
TOTAL GAINS					45,532.56	365,124.65	
TOTAL LOSSES					(43,799.71)	(72,495.04)	
TOTAL REALIZED GAIN/LOSS				1,885,879.75	2,180,242.21	1,732.85	294,362.46
310,273.79							

	Cost	Proceeds	Gain (Loss)
Short-Term	302,755.65	304,488.50	1,732.85
Long-Term	1,583,124.10	1,875,753.71	292,629.61
Total	1,885,879.75	2,180,242.21	294,362.46

- 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 WEISSMAN FAMILY FOUNDATION, INC	Employer identification number (EIN) or X 13-3688122
	Number, street, and room or suite no. If a P.O. box, see instructions. 81 MANURSING WAY	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RYE, NY 10580-4311	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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.

WITHUMSMITH+BROWN, PC

- The books are in the care of ► **1411 BROADWAY, 9TH FLOOR - NEW YORK, NY 10018**

Telephone No. ► **212-751-9100**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box

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

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

5 For calendar year **2011**, or other tax year beginning , and ending .

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

ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

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	\$ 31,407.
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	\$ 31,407.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification 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 ► **DIRECTOR**

Date ►

Form 8868 (Rev. 1-2012)

123842
01-06-12