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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 RICHARD L. & LOIS S. WERNER FAMILY FOUNDATION		A Employer identification number 23-7911213
Number and street (or P.O. box number if mail is not delivered to street address) 3500 NW CLUBSIDE CIRCLE		B Telephone number (561) 994-8890
City or town, state, and ZIP code BOCA RATON, FL 33496		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,701,286.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	41,408.	41,408.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-107,387.			
	b Gross sales price for all assets on line 6a	178,569.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	61.	61.		STATEMENT 2	
12 Total. Add lines 1 through 11	-65,918.	41,469.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	2,500.	0.	500.
	c Other professional fees	STMT 4	5,376.	5,376.	0.
	17 Interest				
	18 Taxes	STMT 5	700.	700.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	34.	0.	34.
	24 Total operating and administrative expenses. Add lines 13 through 23		8,610.	6,076.	2,534.
	25 Contributions, gifts, grants paid		139,800.		139,800.
26 Total expenses and disbursements. Add lines 24 and 25		148,410.	6,076.	142,334.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-214,328.			
b Net investment income (if negative, enter -0-)			35,393.		
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		16,770.	13,897.	13,897.
	2	Savings and temporary cash investments		55,492.	59,278.	59,278.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 9	101,598.	74,426.	74,426.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 10	1,738,243.	1,553,685.	1,553,685.	
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	1,912,103.	1,701,286.	1,701,286.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	1,912,103.	1,701,286.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
	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	1,912,103.	1,701,286.			
31	Total liabilities and net assets/fund balances	1,912,103.	1,701,286.			

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	1,912,103.
2	Enter amount from Part I, line 27a	2	-214,328.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	77,356.
4	Add lines 1, 2, and 3	4	1,775,131.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	73,845.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,701,286.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 178,569.		285,956.	-107,387.

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			
b			
c			
d			
e			-107,387.

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	-107,387.
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	142,683.	1,779,862.	.080165
2009	131,900.	1,620,147.	.081412
2008	216,705.	2,136,180.	.101445
2007	248,263.	2,566,369.	.096737
2006	231,307.	2,471,504.	.093590

2 Total of line 1, column (d)	2	.453349
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	.090670
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,876,695.
5 Multiply line 4 by line 3	5	170,160.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	354.
7 Add lines 5 and 6	7	170,514.
8 Enter qualifying distributions from Part XII, line 4	8	142,334.

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.

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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. 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		1	708.
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	708.
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	708.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,626.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,626.	
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	3,918.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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
1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1b		X
c Did the foundation file Form 1120-POL for this year?		X
1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
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

N/A

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Part VII-A Statements Regarding Activities (continued)

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? Website address ► N/A	13	X	
14 The books are in care of ► RICHARD L. WERNER Telephone no. ► (561) 994-8890 Located at ► 3500 NW CLUBSIDE CIRCLE, BOCA RATON, FL ZIP+4 ► 33496			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b		X
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		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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b	X

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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

7b

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

N/A

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

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

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

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

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

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

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

0

Part VIII

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

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

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

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

0

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

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

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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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	1,828,927.
b Average of monthly cash balances	1b	76,347.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,905,274.
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	1,905,274.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,579.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,876,695.
6 Minimum investment return. Enter 5% of line 5	6	93,835.

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		93,835.
2a Tax on investment income for 2011 from Part VI, line 5	2a	708.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	708.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	93,127.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	93,127.
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	93,127.

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	142,334.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	142,334.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	142,334.

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				93,127.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	112,641.			
b From 2007	127,407.			
c From 2008	112,154.			
d From 2009	51,767.			
e From 2010	54,541.			
f Total of lines 3a through e	458,510.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	142,334.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				93,127.
e Remaining amount distributed out of corpus	49,207.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	507,717.			
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	112,641.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	395,076.			
10 Analysis of line 9:				
a Excess from 2007	127,407.			
b Excess from 2008	112,154.			
c Excess from 2009	51,767.			
d Excess from 2010	54,541.			
e Excess from 2011	49,207.			

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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

3 Subtract line 2d from line 2c.
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).)

SEE STATEMENT 12

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:

RICHARD L. WERNER, (561)994-8890
3500 NW CLUBSIDE CIRCLE, BOCA RATON, FL 33496

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

APPLICATIONS SHOULD BE SUBMITTED IN WRITING.

c Any submission deadlines:

JANUARY 1

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

NONE

**RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION**

Form 990-PF (2011)

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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				
ADELPHI UNIVERSITY GARDEN CITY, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
ALEXANDER MUSS INSTITUTE FOR ISRAEL EDUCATION NORTH MIAMI BEACH, FL & NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	1,200.
AMERICAN CANCER SOCIETY TAMPA, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
AMERICAN FRIENDS OF MAGEN DAVID ADOM HALLENDALE, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
AMERICAN HEART ASSOCIATION - PALM BEACH COUNTY BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
Total	SEE CONTINUATION SHEET(S)			139,800.
b Approved for future payment				
NONE				
Total				0.

Form **990-PF** (2011)

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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

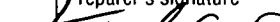
b If "Yes," complete the following schedule.

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

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

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KAREN S. COHEN		5/3/12		P00156983
	Firm's name ▶ PACKER THOMAS			Firm's EIN ▶ 34-1667340	
	Firm's address ▶ 6601 WESTFORD PLACE, SUITE 101 CANFIELD, OH 44406			Phone no. (330) 533-9777	

Form **990-PF** (2011)

RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION

23-7911213

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN RED CROSS - PALM BEACH CHAPTER WEST PALM BEACH, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
ANTI-DEFAMATION LEAGUE MIAMI, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
B'NAI B'RITH FOUNDATION WASHINGTON, DC	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
BOCA RATON FIRE RESCUE & PARAMEDICS GIFT TRUST FUND BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	200.
BOCA RATON REGIONAL HOSPITAL FOUNDATION BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
IWU PARENTS FUND BLOOMINGTON, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	200.
BUHL FARM TRUST SHARON, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	10,000.
CAMERA BOSTON, MA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
CLEVELAND CLINIC FOUNDATION CLEVELAND, OH	N/A	PUBLIC CHARITY	PUBLIC CHARITY	2,500.
COMMUNITY FOOD WAREHOUSE OF THE SHENANGO VALLEY FARRELL, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
Total from continuation sheets				138,200.

RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION

23-7911213

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DIABETES RESEARCH INSTITUTE FOUNDATION HOLLYWOOD, CA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	2,500.
FORSTER FAMILY KOSHER FOOD PANTRY BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
FRANKLIN & MARSHALL COLLEGE LANCASTER, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
HADASSAH SHARON, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	300.
ISRAEL CHILDREN'S (TENNIS) CENTER ASSOCIATION DEERFIELD BEACH, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	1,000.
JEWISH CHAUTAUQUA SOCIETY MEMPHIS, TN	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	5,000.
JEWISH NATIONAL FUND BOCA RATON, FL & NORTHBROOK, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
LYMPHOMA RESEARCH FOUNDATION NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	12,000.
MEMORIAL SLOAN-KETTERING CANCER CENTER NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
Total from continuation sheets				

RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
MIDDLE EAST MEDIA RESEARCH INSTITUTE WASHINGTON, DC	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
NATIONAL JEWISH HEALTH DENVER, CO	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
NORTH SHORE SUBURBAN SYNAGOGUE BETH EL HIGHLAND PARK, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
PARK SLOPE JEWISH CENTER BROOKLYN, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	18,000.
IWU WESLEYAN FUND BLOOMINGTON, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	200.
MARYLAND HILLEL COLLEGE PARK, MD	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
RENSSELAER POLYTECHNIC INSTITUTE TROY, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	10,000.
SCHIFF LIVER INSTITUTE MIAMI, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
SHARON SENIOR HIGH SCHOOL SHARON, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	800.
SUSAN G. KOMEN BREAST CANCER FOUNDATION DALLAS, TX	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
Total from continuation sheets				

RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION

23-7911213

Part XV | **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
TEMPLE BETH ISRAEL SHARON, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	10,000.
THE ART CENTER OF HIGHLAND PARK HIGHLAND PARK, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
UNIVERISTY OF MIAMI SYLVESTER COMPREHENSIVE CANCER CENTER MIAMI, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	10,000.
UNIVERSITY OF MIAMI MEDICAL SCHOOL - GORDON CENTER FOR RESEARCH MIAMI, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	10,000.
WORLD JEWISH CONGRESS WASHINGTON, DC	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
YOUNGSTOWN AREA JEWISH FEDERATION YOUNGSTOWN, OH	N/A	PUBLIC CHARITY	PUBLIC CHARITY	40,000.
YOUNGSTOWN AREA JEWISH FEDERATION - WOMEN'S DIVISION YOUNGSTOWN, OH	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
HEARTMATH MILITARY SERVICE APPRECIATION FUND BOULDER CREEK, CA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
HARAND CAMP SCHOLARSHIP FUND KENOSHA, WI	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
Total from continuation sheets				

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	2315.14 SHS AMERICAN CAPITAL LTD	P	VARIOUS	VARIOUS
b	557 SHS ARES CAPITAL CORPORATION	P	VARIOUS	VARIOUS
c	5757.24 SHS PIMCO COMMODITY REAL RETURN STRATEGY	P	VARIOUS	VARIOUS
d	1008.622 SHS VANGUARD GROWTH INDEX-SIGNAL SHARES	P	03/16/06	06/09/11
e	3460.526 SHS VANGUARD SHORT TRM BD INDEX-SIGNAL S	P	02/18/10	03/09/11
f	1972.257 SHS VANGUARD WINDSOR FUND #22	P	06/28/04	03/09/11
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15,757.		63,577.	-47,820.
b 8,106.		41,633.	-33,527.
c 44,711.		84,382.	-39,671.
d 30,629.		26,984.	3,645.
e 36,797.		36,309.	488.
f 28,200.		33,071.	-4,871.
g 14,369.			14,369.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-47,820.
b			-33,527.
c			-39,671.
d			3,645.
e			488.
f			-4,871.
g			14,369.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-107,387.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO., INC.	51,377.	14,369.	37,008.
STATE OF ISRAEL NOTE INTEREST	4,400.	0.	4,400.
TOTAL TO FM 990-PF, PART I, LN 4	55,777.	14,369.	41,408.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENTS	61.	61.	
TOTAL TO FORM 990-PF, PART I, LINE 11	61.	61.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,500.	0.		2,500.
TO FORM 990-PF; PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,376.	5,376.		0.
TO FORM 990-PF, PG 1, LN 16C	5,376.	5,376.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD	700.	700.		0.	
TO FORM 990-PF, PG 1, LN 18	700.	700.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	34.	0.		34.	
TO FORM 990-PF, PG 1, LN 23	34.	0.		34.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
NET UNREALIZED LOSS ON MARKETABLE SECURITIES @ 12/31/10	77,356.				
TOTAL TO FORM 990-PF, PART III, LINE 3	77,356.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION	AMOUNT				
NET UNREALIZED LOSS ON MARKETABLE SECURITIES @ 12/31/11	73,434.				
NET DECREASE IN COST BASIS DURING 2011	411.				
TOTAL TO FORM 990-PF, PART III, LINE 5	73,845.				

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
585 SHS CITIGROUP CAP IX PFD	12,525.	12,525.	
575 SHS GENERAL ELEC CAPITAL CORP PFD	14,645.	14,645.	
780 SHS MORGAN STANLEY CP TR PFD	16,107.	16,107.	
400 SHS ALABAMA POWER 5.20% PFD	10,448.	10,448.	
400 SHS BALT G&E CAP 6.20% PFD	10,240.	10,240.	
400 SHS CORP BACK TR 5.875% PFD	10,119.	10,119.	
200 SHS FED NAT'L 4.75% SER PFD	342.	342.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	74,426.	74,426.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
15,370.231 SHS VANGUARD WINDSOR FUND	FMV	196,278.	196,278.
5,049.108 SHS FIRST EAGLE OVERSEAS FUND	FMV	102,800.	102,800.
1,920.896 SHS HARBOR INTERNATIONAL FUND	FMV	100,751.	100,751.
4,727.13 SHS WILLIAM BLAIR INTERNATIONAL GROWTH	FMV	88,303.	88,303.
11,715.534 SHS DFA INTL REAL ESTATE SECURITIES	FMV	51,314.	51,314.
1,353.342 SHS VANGUARD ENERGY FUND	FMV	81,160.	81,160.
1,983.847 SHS VANGUARD HEALTH CARE FUND	FMV	107,743.	107,743.
6,197.089 SHS HARBOR BOND FUND	FMV	75,542.	75,542.
8,848.195 SHS VAN GROWTH INDEX FUND #9	FMV	260,491.	260,491.
5,001.558 SHS DFA EMERGING MARKETS CORP	FMV	86,227.	86,227.
100,000 FV STATE OF ISRAEL BOND (FIFTH JUBILEE 4.400% DUE 10/01/12)	FMV	100,000.	100,000.
6,536.6 SHS COLUMBIA SELECT SMALL CAP	FMV	101,579.	101,579.
4,016.306 SHS DIAMOND HILL SMALL CAP	FMV	92,535.	92,535.
10,269.744 SHS VAN SHORT TERM BOND INDEX	FMV	108,962.	108,962.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,553,685.	1,553,685.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD L. WERNER 3500 NW CLUBSIDE CIRCLE BOCA RATON, FL 33496	TRUSTEE 2.00	0.	0.	0.
LOIS S. WERNER 3500 NW CLUBSIDE CIRCLE BOCA RATON, FL 33496	TRUSTEE 2.00	0.	0.	0.
ELISE W. FROST 1001 SAXONY DRIVE HIGHLAND PARK, IL 60035	TRUSTEE 2.00	0.	0.	0.
MINDY H. WERNER 399 4TH STREET BROOKLYN, NY 11215	TRUSTEE 2.00	0.	0.	0.
BRUCE D. WERNER 210 NORTHAMPTON LANE LINCOLNSHIRE, IL 60069	TRUSTEE 2.00	0.	0.	0.
DANIEL M. ALTER 399 4TH STREET BROOKLYN, NY 11215	TRUSTEE 2.00	0.	0.	0.
IRA M. FROST 1001 SAXONY DRIVE HIGHLAND PARK, IL 60035	TRUSTEE 2.00	0.	0.	0.
TAMMY H. WERNER 210 NORTHAMPTON LANE LINCOLNSHIRE, IL 60069	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

RICHARD L. WERNER
LOIS S. WERNER