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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

WEINBERG/NEWTON FAMILY FOUNDATION

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

2135 N. CLEVELAND AVENUE

Room/suite

City or town, state, and ZIP code

CHICAGO, IL 60614

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 4,841,153.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

26-4407166

B Telephone number

(773) 929-2960

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

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

2 Check ☒ if the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

117,764.

117,764.

N/A

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 1,765,358.

<3,289.>

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

12 Total. Add lines 1 through 11

114,475.

117,764.

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 1

2,570.

0.

2,570.

c Other professional fees

17 Interest

18 Taxes

STMT 2

155.

140.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 3

32,865.

27,788.

0.

24 Total operating and administrative

expenses. Add lines 13 through 23

35,590.

27,928.

2,570.

25 Contributions, gifts, grants paid

333,142.

333,142.

26 Total expenses and disbursements.

Add lines 24 and 25

368,732.

27,928.

335,712.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

<254,257.>

b Net investment income (if negative, enter -0-)

89,836.

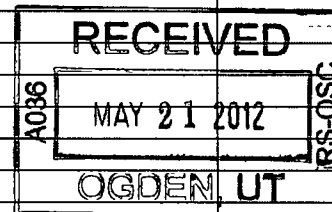
c Adjusted net income (if negative, enter -0-)

N/A

SCANNED MAY 31 2012

Revenue

Operating and Administrative Expenses



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	448,661.	361,978.	361,978.
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 4	3,837,340.	4,444,301.	4,479,175.	
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	4,286,001.	4,806,279.	4,841,153.	
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,286,001.	4,806,279.	
30 Total net assets or fund balances	4,286,001.	4,806,279.		
31 Total liabilities and net assets/fund balances	4,286,001.	4,806,279.		

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	4,286,001.
2 Enter amount from Part I, line 27a	2	<254,257.>
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN (LOSS)	3	774,535.
4 Add lines 1, 2, and 3	4	4,806,279.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,806,279.

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 BARRINGTON STRATEGIC WEALTH MANAGMENT GROUP	P	01/01/11	12/31/11
b CAPITAL GAINS DIVIDENDS			
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 1,762,794.		1,768,647.	<5,853.>
b 2,564.			2,564.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			<5,853.>
b			2,564.
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	<3,289.>
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	229,469.	4,287,598.	.053519
2009	16,000.	3,629,740.	.004408
2008	21,487.	4,941,903.	.004348
2007	109,860.	4,907,786.	.022385
2006	148,553.	2,454,054.	.060534

2 Total of line 1, column (d)	2	.145194
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	.029039
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,889,629.
5 Multiply line 4 by line 3	5	141,990.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	898.
7 Add lines 5 and 6	7	142,888.
8 Enter qualifying distributions from Part XII, line 4 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.	8	335,712.

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)		1	898.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	898.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	898.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	34.	
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	34.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	9.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	873.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T.		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?		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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ► GRACE ALLEN NEWTON Telephone no. ► 773-929-2960 Located at ► 2135 NORTH CLEVELAND AVENUE, CHICAGO, IL ZIP+4 ► 60614			
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 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)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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? <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	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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID A. WEINBERG 2135 NORTH CLEVELAND CHICAGO, IL 60614	DIRECTOR AND	PRESIDENT		
	1.00	0.	0.	0.
GRACE ALLEN NEWTON 2135 NORTH CLEVELAND CHICAGO, IL 60614	DIRECTOR AND	SECRETARY/TRE		
	5.00	0.	0.	0.
DANIEL C. WEINBERG 575 DEL RAY ROAD WHITEFISH, MT 59937	DIRECTOR			
	0.25	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 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	4,173,066.
b	Average of monthly cash balances	1b	791,024.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,964,090.
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	4,964,090.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,461.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,889,629.
6	Minimum investment return. Enter 5% of line 5	6	244,481.

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	244,481.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	898.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	898.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	243,583.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	243,583.
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	243,583.

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	335,712.
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	335,712.
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	898.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	334,814.

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				243,583.
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	195,735.			
b From 2007	144,754.			
c From 2008	28,312.			
d From 2009				
e From 2010	15,921.			
f Total of lines 3a through e	384,722.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	335,712.			
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				243,583.
e Remaining amount distributed out of corpus	92,129.			
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	476,851.			
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	195,735.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	281,116.			
10 Analysis of line 9:				
a Excess from 2007	144,754.			
b Excess from 2008	28,312.			
c Excess from 2009				
d Excess from 2010	15,921.			
e Excess from 2011	92,129.			

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				
ACOUSTIC NEUROMA SOCIETY 600 PEACHTREE PARKWAY SUITE 108 CUMMING, GA 30041	NONE	EXEMPT		5,000.
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEW YORK, NY 10018	NONE	EXEMPT		2,500.
BETTER BOYS FOUNDATION 1512 S PULASKI RD CHICAGO, IL 60623	NONE	EXEMPT		250.
BETTER GOVERNMENT ASSOCIATION 223 W. JACKSON BLVD. SUITE 620 CHICAGO, IL 60606	NONE	EXEMPT		3,075.
CHICAGO COUNCIL ON GLOBAL AFFAIRS 332 S. MICHIGAN AVENUE, SUITE 1100 CHICAGO, IL 60604	NONE	EXEMPT		2,000.
Total	SEE CONTINUATION SHEET(S)			333,142.
b Approved for future payment				
NONE				
Total				0.

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
CHICAGO FOUNDATION FOR WOMEN EAST WACKER DRIVE CHICAGO, IL 60601	NONE	EXEMPT		5,000.
CHICAGO HUMANITIES FESTIVAL 500 NORTH DEARBORN STREET #825 CHICAGO, IL 60654	NONE	EXEMPT		2,500.
CHICAGO PUBLIC LIBRARY FOUNDATION 20 NORTH MICHIGAN CHICAGO, IL 60602	NONE	EXEMPT		1,000.
DYSTONIA MEDICAL RESEARCH ONE EAST WACKER DRIVE, SUITE 2810 CHICAGO, IL 60601	NONE	EXEMPT		5,500.
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60632	NONE	EXEMPT		1,000.
HAND IN HAND	NONE	EXEMPT		7,500.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118	NONE	EXEMPT		25,000.
INCS 205 W. RANDOLPH STREET, SUITE 1340 CHICAGO, IL 60606	NONE	EXEMPT		50,000.
INTERFAITH HOUSE 3456 WEST FRANKLIN BOULEVARD CHICAGO, IL 60624	NONE	EXEMPT		2,500.
JUDD GOLDMAN ADAPTIVE SAILING FOUNDATION 1362 S. LYNN WHITE DRIVE CHICAGO, IL 60605	NONE	EXEMPT		2,500.
Total from continuation sheets				320,317.

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
MARWEN FOUNDATION 833 N ORLEANS STREET CHICAGO, IL 60610	NONE	EXEMPT		46,100.
METRO CHICAGO BREAST CANCER TASK 1645 WEST JACKSON BOULEVARD, SUITE 450 CHICAGO, IL 60612	NONE	EXEMPT		5,000.
MIKVA CHALLENGE 25 E WASHINGTON ST # 820 CHICAGO, IL 60602	NONE	EXEMPT		5,000.
MOTHER JONES 222 SUTTER ST, SUITE 600 SAN FRANCISCO, CA 94108	NONE	EXEMPT		1,500.
PARTNERS IN HEALTH 326 WEST 64TH STREET CHICAGO, IL 60621	NONE	EXEMPT		1,000.
PERSPECTIVES CHARTER SCHOOL 1930 SOUTH ARCHER AVENUE CHICAGO, IL 60616	NONE	EXEMPT		1,950.
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	EXEMPT		15,200.
RIDE FOR AIDS	NONE	EXEMPT		500.
ROGER BALDWIN FOUNDATION 180 N. MICHIGAN, STE 2300 CHICAGO, IL 60601	NONE	EXEMPT		20,000.
SCLERODERMA FOUNDATION 300 ROSEWOOD DRIVE, SUITE 105 DANVERS, MA 01923	NONE	EXEMPT		250.
Total from continuation sheets				

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
SHRIVER CENTER 111 N WABASH AVE CHICAGO, IL 60602	NONE	EXEMPT		10,000.
TEACH FOR AMERICA 315 WEST 36TH STREET NEW YORK, NY 10018	NONE	EXEMPT		10,000.
WOMEN EMPLOYED 65 E. WACKER PLACE CHICAGO, IL 60601	NONE	EXEMPT		5,000.
FAMILY PLANNING, UNIVERSITY OF CHICAGO 1853 WEST POLK STREET CHICAGO, IL 60612	NONE	EXEMPT		10,000.
SEVA FOUNDATION 1786 FIFTH STREET BERKELEY, CA 94710	NONE	EXEMPT		250.
EMERGENCY FUND 651 W. WASHINGTON SUITE 504 CHICAGO, IL 60661	NONE	EXEMPT		2,000.
ELMHURST ART MUSEUM 150 COTTAGE HILL AVE. ELMHURST, IL 60126	NONE	EXEMPT		5,000.
CHILDREN'S ADVOCACY CENTER 1011 WEST INTERNATIONAL SPEEDWAY BOULEVARD DAYTONA BEACH, FL 32114	NONE	EXEMPT		250.
NOBLE CHARTER SCHOOL 1 N. STATE ST. CHICAGO, IL 60602	NONE	EXEMPT		10,000.
MUSIC BY THE LAKE 350 CONSTANCE BLVD. P.O. BOX 210 WILLIAMS BAY, WI 53191-0210	NONE	EXEMPT		6,000.
Total from continuation sheets				

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
WISCONSIN PARKINSONS 945 N. 12TH STREET, SUITE 4602 MILWAUKEE, WI 53233	NONE	EXEMPT		100.
GARFIELD PARK 300 NORTH CENTRAL PARK AVE. CHICAGO, IL 60624-1945	NONE	EXEMPT		5,350.
CORAL REEF ALLIANCE 351 CALIFORNIA STREET, SUITE 650 SAN FRANCISCO, CA 94104	NONE	EXEMPT		150.
GEORGE TILLER FOUNDATION 301 N. MAIN , SUITE 100 WICHITA, KS 67202	NONE	EXEMPT		500.
WBEZ 848 E GRAND AVE CHICAGO, IL 60611	NONE	EXEMPT		1,000.
LYNN SAGE CANCER CENTER 251 E. HURON CHICAGO, IL 60611	NONE	EXEMPT		500.
AVODAH 4707 N. BROADWAY, 3RD FLOOR CHICAGO, IL 60640	NONE	EXEMPT		5,000.
TEMPLE EMANUEL 385 WARD ST. NEWTON, MA 02459	NONE	EXEMPT		250.
FOUNDATION FOR JEWISH CULTURE 330 SEVENTH AVENUE, 21ST FLOOR NEW YORK, NY 10001	NONE	EXEMPT		250.
AMERICAN REFUGEE COMMITTEE 615 1ST AVE NE, SUITE 500 MINNEAPOLIS, MN 55413-2681	NONE	EXEMPT		500.
Total from continuation sheets				

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
VOLK SCHOOL FUND OCONTO COUNTY, WI	NONE	EXEMPT		250.
SKOKIE NORTSHORE SCULPTURE PARK P.O. BOX 692 SKOKIE, IL 60076	NONE	EXEMPT		1,667.
SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON, DC 20036-3604	NONE	EXEMPT		300.
RUSH MEDICAL 1653 W. CONGRESS PARKWAY CHICAGO, IL 60612	NONE	EXEMPT		1,000.
NARAL 1156 15TH STREET, NW SUITE 700 WASHINGTON, DC 20005	NONE	EXEMPT		500.
CHICAGO ARCH SOCIETY 224 SOUTH MICHIGAN AVENUE CHICAGO, IL 60604	NONE	EXEMPT		1,000.
TENNIS OPPORTUNITY PROGRAM 28 EAST JACKSON BUILDING CHICAGO, IL 60604	NONE	EXEMPT		150.
MUSEUM OF CONTEMP. PHOTOGRAPHY 600 S. MICHIGAN AVE CHICAGO, IL 60605	NONE	EXEMPT		3,000.
ADVANCE ILLINOIS 50 EAST WASHINGTON STREET SUITE 410 CHICAGO, IL 60602	NONE	EXEMPT		10,000.
PROGERIA RESEARCH P.O. BOX 3453 PEABODY, MA 01960	NONE	EXEMPT		1,000.
Total from continuation sheets				

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
COA YOUTH AND FAMILY CENTERS 909 E. NORTH AVENUE MILWAUKEE, WI 53212	NONE	EXEMPT		500.
CHICAGO BLACKHAWKS CHARITY 1901 W. MADISON ST CHICAGO, IL 60612	NONE	EXEMPT		100.
BLACK POINT 1739 SOUTH HALSTED STREET CHICAGO, IL 60608	NONE	EXEMPT		500.
COLLEGE BOUND OPPORTUNITIES 2033 N. MILWAUKEE AVE. SUITE 246 RIVERWOODS, IL 60015	NONE	EXEMPT		2,000.
SYESA 605 S. ALBANY CHICAGO, IL 60612	NONE	EXEMPT		1,500.
TRUST WOMEN PO BOX 3222 WICHITA, KS 67201	NONE	EXEMPT		1,000.
LAKE TANGANYIKA 1646 N. LEAVITT STREET CHICAGO, IL 60647	NONE	EXEMPT		1,000.
EDUCATION REFORM NOW 2543 CALIFORNIA STREET DENVER, CO 80205	NONE	EXEMPT		10,000.
STAND FOR CHILDREN 850 W. JACKSON BLVD, SUITE 330 CHICAGO, IL 60607	NONE	EXEMPT		10,000.
BLUHM LEGAL CLINIC 375 EAST CHICAGO AVENUE CHICAGO, IL 60611-3069	NONE	EXEMPT		1,000.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF	ACCOUNTING FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,570.	0.		2,570.
TO FORM 990-PF, PG 1, LN 16B	2,570.	0.		2,570.

FORM 990-PF	TAXES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND TAX	140.	140.		0.
STATE TAXES PAID	15.	0.		0.
TO FORM 990-PF, PG 1, LN 18	155.	140.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	115.	115.		0.
INVESTMENT MANAGEMENT FEES	27,673.	27,673.		0.
MISCELLANEOUS EXPENSE	5,077.	0.		0.
TO FORM 990-PF, PG 1, LN 23	32,865.	27,788.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 4
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BARRINGTON STRATEGIC WEALTH MANAGEMENT GROUP	COST	4,444,301.	4,479,175.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,444,301.	4,479,175.