Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: WILLIAM M WEISS FOUNDATION

A Employer identification number: 34-1787366

Number and street (or P O box number if mail is not delivered to street address): 7490 HUNTERS HOLLOW TRAIL

Room/suite:

B Telephone number (see instructions):

City or town, state, and ZIP code: RUSSELL TWP OH 44072

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,125,386

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)	100,273			
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	142	142		
4	Dividends and interest from securities	45,591	45,591		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	109,673			
b	Gross sales price for all assets on line 6a 1,060,311				
7	Capital gain net income (from Part IV, line 2)		109,673		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 1	24			
12	**Total.** Add lines 1 through 11	255,703	155,406	0	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) Stmt 2	23,251			
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 3	200			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	23,451	0	0	0
25	Contributions, gifts, grants paid	200,000			200,000
26	**Total expenses and disbursements.** Add lines 24 and 25	223,451	0	0	200,000
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	32,252			
b	**Net investment income** (if negative, enter -0-)		155,406		
c	**Adjusted net income** (if negative, enter -0-)			0	

Revenue / Operating and Administrative Expenses

SCANNED MAY 14 2012

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	1,191,174	1,083,701	1,083,701
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) See Stmt 4	2,976,235	3,115,960	3,041,685
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,167,409	4,199,661	4,125,386
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	4,167,409	4,199,661	
30	**Total net assets or fund balances** (see instructions)	4,167,409	4,199,661	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,167,409	4,199,661	

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	4,167,409
2	Enter amount from Part I, line 27a	2	32,252
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,199,661
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,199,661

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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	CAPITAL GAIN DISTRIBUTION			
b	SEE ATTACHMENT			
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	12,262			12,262
b	1,060,311	962,900		97,411
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				12,262
b				97,411
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** 109,673

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — **3**

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	216,566	3,517,037	0.061576
2009	160,653	3,040,735	0.052834
2008	238,877	3,841,118	0.062189
2007	204,053	4,620,690	0.044161
2006	189,144	3,879,663	0.048753

2	**Total** of line 1, column (d)	2	0.269513
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053903
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,079,885
5	Multiply line 4 by line 3	5	219,918
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,554
7	Add lines 5 and 6	7	221,472
8	Enter qualifying distributions from Part XII, line 4	8	200,000

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,108
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	3,108
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	3,108
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,255		
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	2,255
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	853
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** ▶ Refunded ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ **(2)** On foundation managers ▶ $			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ None			
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

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Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM WEISS Telephone no ▶ 216-831-3246
24920 SITTINGBOURNE LAND
Located at ▶ BEACHWOOD OH ZIP+4 ▶ 44122-3246

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM WEISS BEACHWOOD 24920 SITTINGBOURNE LAND OH 44122	0.00	0	0	0
JEFFREY WEISS SO RUSSELL 7490 HUNTERS HOLLOW OH 44072	10.00	0	0	0
DAVID WEISS BAINBRIGE 8432 LAKE SHORE DR OH 44023	10.00	0	0	0

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

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

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 (see instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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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	3,760,146
b	Average of monthly cash balances	1b	381,869
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,142,015
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	4,142,015
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	62,130
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,079,885
6	**Minimum investment return.** Enter 5% of line 5	6	203,994

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	203,994
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 3,108		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,108
3	Distributable amount before adjustments Subtract line 2c from line 1	3	200,886
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	200,886
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	200,886

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	200,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	200,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	200,000

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

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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					200,886
2	Undistributed income, if any, as of the end of 2011:					
a	Enter amount for 2010 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2011					
a	From 2006					
b	From 2007					
c	From 2008					
d	From 2009					
e	From 2010	24,448				
f	**Total** of lines 3a through e		24,448			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 200,000					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					200,000
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		886			886
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		23,562			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
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) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		23,562			
10	Analysis of line 9					
a	Excess from 2007					
b	Excess from 2008					
c	Excess from 2009					
d	Excess from 2010	23,562				
e	Excess from 2011					

DAA

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 5				200,000
Total			▶ 3a	200,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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					142
4 Dividends and interest from securities			14	45,591	
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					109,673
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b refunds					24
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		45,591	109,839

13 **Total.** Add line 12, columns (b), (d), and (e) 13 155,430

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

X [signature] 5/3/2012 PRINCIPAL OFFICER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
JEFFREY BABIN	[signature]	5/1/12	
Firm's name ▶ Greenwald & Babin, Inc.		PTIN	P00084285
Firm's address ▶ 3601 Green Road, Suite 208 Beachwood, OH 44122		Firm's EIN ▶	
		Phone no	216-464-7373

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
refunds	$ 24	$	$
Total	$ 24	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEE	$ 23,251	$	$	$
Total	$ 23,251	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STATE OF OHIO	$ 200	$	$	$
Total	$ 200	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MANNING & NAPIES	$ 422,162	$ 452,063	Cost	$ 441,285
FIDELITY	994,698	1,028,383	Cost	893,531
MORGAN STANLEY #168	1,559,375	1,635,514	Cost	1,706,869
Total	$ 2,976,235	$ 3,115,960		$ 3,041,685

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
AIDS Services Austin TX 44122	PO BOX 4874			2,000
ARC - Bergen County Hackensack NJ 07601	223 MOORE STREET			1,000
ARC - National Silver Springs MD 20910	1010 WAYNE AVE			5,000
ARC-Greater Cleveland Cleveland OH 44115	CLEVELAND			5,000
ARC - Ohio Columbus OH 43210	1335 DUBLIN ROAD			5,000
Beck Center, The Lakewood OH 44107	17801 DETROIT AVE			3,000
Chagrin Falls Community C Chagrin Falls OH 44023	7060 WOODLAND AVE			5,000
Cleveland Clinic Foundati Cleveland OH 44115	18901 LAKE SHORE DRIVE			5,000
Cleveland Music School Se Cleveland OH 44115	11125 MAGNOLIA DR			10,000
Cleveland Scholarship Pro Cleveland OH 44115	200 PUBLIC SQ			5,000
Cystic Fibrosis Foundatio Bethesda MD 20910	6931 ARLINGTON RD			5,000
Dobama Theatre Cleveland OH 44115	2490 LEE BLVD			3,000
Evans Scholars Foundation Golf IL 60625	1 BRIAR RD			1,000
Fairmount Center for the Cleveland OH 44115	8400 FAIRMOUNT RD			3,000
Fairmount Temple Cleveland OH 44115	23737 FAIRMOUNT BLVD			4,000
Fieldstone Farm Therapeut Chagrin Falls OH 44023	PO BOX 23129			1,000
Fine Arts Association Willoughby OH 44094	38660 MENTOR AVE			2,000
First Unitarian Church (O Shaker Heights OH 44118	2125 CHESTNUT STREET			5,000
Free Medical Clinic, The Cleveland OH 44115	12201 EUCLID AVE			10,000

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
Gathering Place Beachwood OH 44122	23300 COMMERCE PARK			15,000
Geauga County County Boar Chesterland OH 44026	8200 CEDAR RD			5,000
Goodman Theater Chicago IL 60625	170 NORTH DEARBORN			5,000
Habitat for Humanity Cleveland OH 44115	2110 WEST 110TH STREET			5,000
Hands on Portland Portland OR 97209	1621 NORTH WEST 21ST AVE			1,000
Harvest for Hunger Cleveland OH 44115	15500 S WATERLOO RD			3,000
Hattie Larlham Mantua OH 44255	9771 DIAGONAL RD			3,000
Heights Parent Center Cleveland Hts OH 44118	14780 SUPERIOR RD			3,000
Help Foundation Cleveland OH 44115	3622 PROSPECT AVE			5,000
Hospice of the Western R Cleveland OH 44115	300 EAST 185TH ST			6,000
IdeaStream (WVIZ/WCPN) Beachwood OH 44122	1375 EUCLID AVE			5,000
Ingenuity Festival Beachwood OH 44122	2429 SUPERIOR AVE			5,000
Jewish Family Services Beachwood OH 44122	3659 S GREEN RD			5,000
Lookingglass Theatre Comp Chicago IL 60625	875 NORTH MICHIGAN AVE			2,500
New Avenues to Independen Cleveland OH 44115	17608 EUCLID AVE			10,000
NAMI Greater Cleveland Cleveland OH 44115	CLEVELAND			2,000
North Coast Community Hom Cleveland OH 44115	14221 BROADWAY AVE			3,000
Ohio Special Olympics Columbus OH 43210	3303 WINCHESTERN PIKE			5,000

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Address Relationship Status	Purpose	Amount
PBS 45-49 Producers Kent OH 44242	1750 CAMPUS CENTER DR		1,000
Playhouse Square Foundati Cleveland OH 44115	1501 EUCLID AVE		3,000
Police Athletic League Cleveland OH 44115	2100 PAYNE AVE		2,000
Project Love Beachwood OH 44122	23511 CHAGREEN BLVD		2,000
Shaw Festival Foundation Lewiston NY 14092	800 FLEET BANK BUILDING		3,000
Steppenwolf Theatre Lewiston NY 14092	1650 NORTH HALSTED STREET		2,500
Timeline Theatre Company Chicago IL 60625	170 NORTH DEARBORN		3,000
Voices for Children Cleveland Hts OH 44118	3634 EUCLID AVE		3,000
Welcome House Cleveland OH 44115	20575 CENTER RIDGE RD		5,000
WKHR Chagrin Falls OH 44023	17425 SNYDER ROAD		5,000
WKSU Kent OH 44242	1613 E SUMMIT ST		1,000
Woodbridge Developmental Woodbridge OH 44242	PO BOX 59		1,000
Writers Theatre Glencoe IL 60625	376 PARK AVE		
Total			200,000

SCHEDULE FOR PART IV 1B

		DATE OF SALE	Sold Proceeds	Cost	New Purchasing	Contribution	Capital Gain/Loss
LINE 10b CORPORATE STOCKS							
Fidelity #X70-204498							
1000 DISNEY	99/99/99	1/31/2011	$ 39,861 28	$ 37,130 00			$ 2,731 28
							$ -
							$ -
Morgan stanley #168							
80 MARTIN MARIETTA	4/14/2010	1/24/2011	$ 6,846 82	$ 6,976 27			$ (129 45)
140 THERMO FISHER	12/16/08	1/18/2011	$ 7,932 83	$ 4,418 17			$ 3,514 66
90 THERMO FISHER	3/2/09	1/18/2011	$ 5,099 68	$ 3,138 71			$ 1,960 97
160 THERMO FISHER	1/19/10	1/18/2011	$ 9,066 10	$ 7,785 60			$ 1,280 50
190 VULCAN MATERIALS	9/30/10	1/13/11	$ 7,732 23	$ 7,004 80			$ 727 43
1670 BOSTON SCIENTIFIC	2/22/10	1/10/11	$ 12,277 46	$ 12,993 10			$ (715 64)
1400 CHARLES SCHWAB	8/16/10	1/13/11	$ 25,861 48	$ 19,958 40			$ 5,903 08
							$ -
210 ACCENTURE	7/10/09	2/22/11	$ 11,037 00	$ 6,866 56			$ 4,170 44
50 ACCENTURE	1/7/10	2/22/11	$ 2,627 86	$ 2,132 37			$ 495 49
40 AMERICAN EXPRESS	12/16/08	2/16/11	$ 1,871 20	$ 800 84			$ 1,070 36
130 AMERICAN EXPRESS	12/23/08	2/16/11	$ 6,081 41	$ 2,337 40			$ 3,744 01
90 AMERICAN EXPRESS	5/22/09	2/16/11	$ 4,210 21	$ 2,132 52			$ 2,077 69
170 AMPHENOL	9/8/10	2/22/11	$ 9,613 63	$ 7,925 93			$ 1,687 70
70 BECTON	12/16/08	2/8/11	$ 5,660 28	$ 4,736 96			$ 923 32
40 BECTON	12/16/08	2/22/11	$ 3,216 47	$ 2,706 83			$ 509 64
30 BECTON	12/23/08	2/8/11	$ 2,412 35	$ 1,997 10			$ 415 25
110 BECTON	3/10/09	2/22/11	$ 8,845 29	$ 6,889 63			$ 1,955 66
30 BECTON	8/31/09	2/8/11	$ 2,412 35	$ 2,085 44			$ 326 91
120 MANPOWER	5/27/10	2/17/11	$ 8,047 09	$ 5,656 84			$ 2,390 25
20 MONSANTO	12/16/08	2/11/11	$ 1,502 42	$ 1,510 20			$ (7 78)
40 MONSANTO	12/23/08	2/11/11	$ 3,004 85	$ 2,677 20			$ 327 65
140 MONSANTO	9/14/09	2/11/11	$ 10,516 96	$ 10,895 38			$ (378 42)
1510 PROGRESSIVE	9/11/09	2/10/11	$ 30,275 67	$ 25,451 35			$ 4,824 32
350 PROGRESSIVE	1/19/10	2/10/11	$ 7,017 54	$ 6,172 50			$ 845 04
30 VISTARPRINT	10/22/10	2/3/11	$ 1,571 69	$ 1,121 21			$ 450 48
							$ -
180 ACCENTURE	1/7/10	3/22/11	$ 9,075 98	$ 7,676 51			$ 1,399 47
60 ACCENTURE	1/19/10	3/22/11	$ 3,025 33	$ 2,616 60			$ 408 73
290 ADECO	2/5/10	3/3/11	$ 20,241 61	$ 14,920 50			$ 5,321 11
10 BECTON	8/31/09	3/18/11	$ 772 67	$ 695 15			$ 77 52
50 BECTON	1/19/10	3/18/11	$ 3,863 34	$ 3,851 00			$ 12 34
190 BECTON	4/28/10	3/18/11	$ 14,680 71	$ 14,610 18			$ 70 53
210 HESS	6/17/09	2/25/11	$ 17,441 25	$ 11,229 52			$ 6,211 73
2140 HSBC HLDINGS	4/23/10	3/22/11	$ 21,634 98	$ 22,450 10			$ (815 12)
160 RANDSTAND	6/11/10	3/3/11	$ 8,927 82	$ 6,466 64			$ 2,461 18
50 WASHINGTON POST	5/6/10	2/25/11	$ 21,465 84	$ 24,865 34			$ (3,399 50)
							$ -
80 BAKER	11/10/06	4/7/11	$ 5,707 27	$ 5,485 60			$ 221 67
150 HESS	6/17/09	4/12/11	7/8/32	$ 8,021 09			$ 3,857 21
2320 REED PLC	1/12/10	4/5/11	$ 20,342 99	$ 19,024 00			$ 1,318 99
310 REED PLC	1/19/10	4/5/11	$ 2,718 24	$ 2,604 00			$ 114 24
80 SCHLUMBURGER	11/24/09	4/7/11	$ 7,312 29	$ 5,243 18			$ 2,069 11
70 SHERWIM WILLIAMS	4/20/09	4/4/11	$ 6,001 18	$ 3,901 81			$ 2,099 37
30 SHERWIM WILLIAMS	11/4/09	4/4/11	$ 2,571 94	$ 1,719 91			$ 852 03

60 SHERWIM WILLIAMS	1/19/10	4/4/11	$ 5,143 87	$ 3,547 80	$ 1,596 07
110 WASTE INC	10/22/09	4/12/11	$ 4,141 42	$ 3,458 07	$ 683 35
480 WEATHERFORD	12/16/08	4/11/11	$ 10,250 68	$ 5,148 91	$ 5,101 77
					$ -
280 AUTOMATI DATA	5/22/09	5/18/11	$ 14,257 29	$ 6,634 52	$ 7,622 77
110 AUTOMATI DATA	2/15/08	5/17/11	$ 5,896 49	$ 4,370 72	$ 1,525 77
90 AUTOMATI DATA	12/23/08	5/17/11	$ 4,824 40	$ 3,416 40	$ 1,408 00
190 AUTOMATI DATA	3/12/09	5/17/11	$ 10,184 85	$ 6,388 75	$ 3,796 10
120 AUTOMATI DATA	5/7/09	5/17/11	$ 6,432 54	$ 4,383 17	$ 2,049 37
100 AUTOMATI DATA	1/19/10	5/17/11	$ 5,360 45	$ 4,282 00	$ 1,078 45
280 JUNIPER	12/16/08	4/29/11	$ 10,741 26	$ 4,983 58	$ 5,757 68
100 JUNIPER	12/23/08	4/29/11	$ 3,836 17	$ 1,690 00	$ 2,146 17
20 JUNIPER	1/19/10	4/29/11	$ 767 23	$ 535 60	$ 231 63
450 VIRGIN MEDIA	6/30/10	5/17/11	$ 14,173 73	$ 7,545 60	$ 6,628 13
					$ -
90 JUNIPER	1/19/10	6/9/11	$ 2,895 30	$ 2,410 20	$ 485 10
50 NESTLE	2/20/08	6/21/11	$ 3,122 44	$ 2,147 50	$ 974 94
150 NESTLE	12/17/08	6/21/11	$ 9,367 32	$ 5,715 00	$ 3,652 32
300 JUNIPER	4/14/11	6/9/11	$ 9,650 98	$ 11,499 09	$ (1,848 11)
220 PEPSICO	7/8/10	6/22/11	$ 15,179 61	$ 13,958 52	$ 1,221 09
					$ -
600 BANK OF NEW YORK	9/17/09	8/16/11	$ 12,486 41	$ 18,476 14	$ (5,989 73)
40 BANK OF NEW YORK	10/26/09	8/16/11	$ 832 43	$ 1,151 69	$ (319 26)
300 BOENG	12/18/09	8/16/11	$ 18,757 92	$ 16,189 65	$ 2,568 27
60 BOENG	1/19/10	8/16/11	$ 3,751 58	$ 3,646 20	$ 105 38
360 CAMECO	10/27/09	8/16/11	$ 8,207 48	$ 10,607 00	$ (2,399 52)
230 CAMECO	2/12/10	8/16/11	$ 5,243 67	$ 6,262 39	$ (1,018 72)
340 GENERAL MILLS	4/14/09	8/16/11	$ 12,586 49	$ 8,466 94	$ 4,119 55
80 MARTIN MARIETTA	4/14/10	8/5/11	$ 5,462 35	$ 6,976 27	$ (1,513 92)
420 NORTHERN TRUST	1/19/10	7/27/11	$ 18,971 58	$ 22,020 39	$ (3,048 81)
510 WASTE INC	10/22/09	8/16/11	$ 15,630 22	$ 16,032 87	$ (402 65)
610 WESTERN UNION	2/12/10	8/17/11	$ 10,460 44	$ 9,815 08	$ 645 36
440 CAMECO	8/19/10	8/16/11	$ 10,031 36	$ 11,247 06	$ (1,215 70)
130 DEVRY	4/29/11	8/15/11	$ 5,761 43	$ 6,834 28	$ (1,072 85)
2340 ERISSON	3/31/11	8/22/11	$ 23,878 07	$ 30,237 48	$ (6,359 41)
160 GENERAL MILLS	2/18/11	8/17/11	$ 5,923 05	$ 5,765 55	$ 157 50
120 NORTHERN TRUST	5/4/11	7/27/11	$ 5,420 45	$ 5,883 13	$ (462 68)
580 QUANTA	8/25/10	8/25/11	$ 10,158 79	$ 10,474 51	$ (315 72)
540 SHAW GROUP	3/16/11	8/16/11	$ 12,537 79	$ 17,764 54	$ (5,226 75)
790 SPIRIT	2/11/11	8/16/11	$ 12,428 36	$ 20,194 96	$ (7,766 60)
110 STATE STREET	1/25/11	8/16/11	$ 3,811 97	$ 5,219 37	$ (1,407 40)

50	STRAYERS	2/7/11	8/2/11	$ 4,603 86	$ 6,155 02	$ (1,551 16)
250	VISTAPRINT	10/22/10	8/16/11	$ 7,017 24	$ 9,343 45	$ (2,326 21)
170	VULCAN	9/30/10	8/8/11	$ 5,565 47	$ 6,267 46	$ (701 99)
240	VULCAN	6/20/11	8/8/11	$ 7,857 14	$ 9,333 43	$ (1,476 29)
						$ -
160	CERNER	12/16/2008	9/20/2011	$ 11,202 07	$ 3,133 99	$ 8,068 08
120	CERNER	12/23/2008	9/20/2011	$ 8,401 55	$ 2,267 40	$ 6,134 15
110	CERNER	7/7/2010	9/20/11	$ 7,701 43	$ 4,307 43	$ 3,394 00
190	MANPOWERGROUP	5/27/2010	9/14/11	$ 6,900 83	$ 8,956 66	$ (2,055 83)
1720	MEDIASET	7/15/2010	8/29/11	$ 6,432 67	$ 10,801 60	$ (4,368 93)
50	NESTLE	12/17/2008	8/31/2011	$ 3,079 44	$ 1,905 00	$ 1,174 44
60	NESTLE	2/27/2009	8/31/2011	$ 3,695 32	$ 1,944 76	$ 1,750 56
220	RANDSTAND	6/11/2010	9/19/2011	$ 6,591 07	$ 8,891 63	$ (2,300 56)
480	SAFEWAY	12/11/2009	9/6/2011	$ 8,322 56	$ 10,441 82	$ (2,119 26)
270	SAFEWAY	12/15/2009	9/6/2011	$ 4,681 44	$ 5,806 70	$ (1,125 26)
150	SAFEWAY	1/19/2010	9/6/2011	$ 2,600 80	$ 3,270 00	$ (669 20)
1280	WESTERN UNION	2/12/2010	9/6/2011	$ 19,659 65	$ 20,595 58	$ (935 93)
110	CAPELLA EDUCATION	2/18/2011	9/2/2011	$ 3,364 88	$ 6,176 61	$ (2,811 73)
30	CAPELLA EDUCATION	6/22/2011	9/2/2011	$ 917 70	$ 1,317 36	$ (399 66)
780	MEDIASET	6/13/2011	8/29/2011	$ 2,917 14	$ 3,876 60	$ (959 46)
380	MEDIASET	7/28/2011	8/29/2011	$ 1,421 18	$ 1,698 60	$ (277 42)
100	SAFEWAY	12/22/2010	9/6/2011	$ 1,733 86	$ 2,204 75	$ (470 89)
						$ -
300	ADVANTEST	1/5/2009	10/20/2011	$ 3,385 76	$ 7,650 00	$ (4,264 24)
190	COCA COLA	6/4/2010	10/5/2011	$ 12,355 94	$ 9,842 00	$ 2,513 94
230	KELLOG	4/20/2009	10/26/2011	$ 12,477 44	$ 9,107 68	$ 3,369 76
60	MASTERCARD	6/7/2010	10/27/2011	$ 20,673 84	$ 12,288 61	$ 8,385 23
180	VISTA	8/23/2010	10/27/2011	$ 16,809 82	$ 12,740 56	$ 4,069 26
320	DISCOVER	6/29/2011	10/31/2011	$ 7,588 75	$ 8,400 58	$ (811 83)
20	VISA	11/18/2010	10/27/2011	$ 1,867 76	$ 1,538 33	$ 329 43
						$ -
60	CERNER	7/7/2010	11/1/2011	$ 3,735 86	$ 2,349 50	$ 1,386 36
110	FEDEX	12/16/2008	11/3/2011	$ 9,037 94	$ 6,916 53	$ 2,121 41
160	NORFOLK	7/14/2010	11/9/2011	$ 11,645 96	$ 8,733 55	$ 2,912 41
210	PALL CO	9/29/2009	11/4/2011	$ 10,795 95	$ 6,940 23	$ 3,855 72
20	UNITED PARSEL	11/10/2006	11/30/2011	$ 1,411 88	$ 1,512 60	$ (100 72)
120	UNITED PARSEL	3/5/2007	11/30/2011	$ 8,471 25	$ 8,373 26	$ 97 99
80	UNITED PARSEL	6/11/2008	11/30/2011	$ 5,647 50	$ 5,522 83	$ 124 67
30	BANCO	12/16/2008	11/30/2011	$ 2,117 81	$ 1,573 80	$ 544 01
630	CARNIVAL	11/18/2010	11/10/2011	$ 3 72	$ -	$ 3 72
370	GENERAL MILLS	3/23/2011	11/4/2011	$ 21,241 24	$ 24,754 22	$ (3,512 98)
	UNITED PARSEL	2/18/2011	11/2/2011	$ 14,252 34	$ 13,332 84	$ 919 50
1190	BOSTON CO	2/22/2010	12/21/2011	6,197 40	$ 9,258 56	$ (3,061 16)
380	SUCCESSFACTORS	9/15/2011	12/6/2011	$ 15,093 31	$ 9,104 50	$ 5,988 81
						$ -
						$ -
						$ -
						$ -
						$ -
						$ -
						$ -
						$ -
				$ 1,060,310 53	$ 962,899 40	$ 97,411 13

WILLIAM M WEISS FOUNDATION
INVESTMENTS
2011

Shares	Description	BOOK VALUE		FAIR MKT VALUE	
LINE 10b CORPORATE STOCKS MUTUAL FUNDS					
M&N					
8 281 12	Life Sciences	$84 915 05		90,878 30	
11 689 67	International Series	$104 989 15		88 689 48	
9 830 32	Finan Servic	$75 277 88		50 848 09	
5 994 40	World Opportun	$47 380 38		39 742 85	
5 080 22	Technologies series	$41 027 73		52 272 08	
2 701 47	Real Estate series	$27 880 68		34 173 62	
2,754 58	Emergin Marketing Series	$27 544 66		27,105 04	
6 911 00	Small Cap	$63,287 10		57 775 96	
			$452,062 61		441,285 42
MORGAN STANLEY #168					
1 320 00	Alere Inc	$39 849 39		$30 478 80	
930 00	ALLSCRIPTS	$16,961 17		$17 614 20	
580 00	Amadeus	$10 834 40		$9 437 93	
170 00	AMAZON	$31 478 10		$29 427 00	
500 00	AMS NETWORKS	$18 972 85		$18 790 00	
400 00	AMDOCS	$11 079 92		$11 412 00	
390 00	American Express	$14,437 47		$18 396 30	
480 00	Amphenol Co	$20 595 65		$21 787 20	
560 00	ANHEUSER BUSCH	$30,654 40		$34 389 02	
970 00	Autodesk inc	$22 498 69		$29 420 10	
450 00	BAKER HUGIES	$18 231 77		$21 888 00	
2 724 00	BANCO SANTANDER	$28 937 63		$20 757 26	
1 210 00	Bank of New York	$34 974 19		$24 091 10	
380 00	BECTON DICKINSON	$27 597 06		$26 899 20	
330 00	BEIERSDORF	$17 704 50		$18 661 50	
4 660 00	BOSTON SCIENTIFIC	$32 298 90		$24 884 40	
800 00	CARNIVAL	$26 337 23		$26,112 00	
590 00	CERNER CO	$27,320 57		$36 137 50	
2 150 00	CHARLES SCHWAB	$30 133 74		$24 209 00	
2 110 00	CISCO SYS INC	$42,664 72		$38 148 80	
90 00	CME GROUP	$27 181 38		$21,930 00	
280 00	COCA COLA	$14,504 00		$19 591 60	
1 030 00	CORNING	$14 850 95		$13,369 40	
330 00	CTRIP COM INTL	$13 843 63		$7 722 00	
430 00	DANONE	$26 660 00		$26,811 96	
370 00	DEUTSCHE BOERSE	$25 387 40		$19 248 64	
570 00	Dicks	$8,951 14		$21 021 60	
900 00	DISCOVER	$22 849 66		$21 600 00	
630 00	DISCOVERY COMMUNICATION	$24 003 14		$25 811 10	
2 020 00	EMC CO	$31 639 23		$43 510 80	
210 00	FEDEX	$13 129 71		$17 537 10	
230 00	FLOWSERVE CO	$24 675 65		$22 843 60	
480 00	GEN-PROBE	$20 422 32		$28 377 60	
120 00	GOOGLE	$58 621 94		$77 508 00	
630 00	HESS CO	$35 252 48		$35 784 00	
470 00	IMAX CORP	$13 138 38		$8 615 10	
480 00	KONINKLIJKE	$6,576 00		$8 483 48	
600 00	KRAFT FOODS	$19 090 08		$22 416 00	
940 00	KROGER	$19 047 33		$22 766 80	
390 00	LIBERTY GLOBAL	$14 205 01		$16 001 70	
100 00	LONZA GROUP	$8,517 50		$5 935 19	
60 00	MASTERCARD	$14 088 94		$22 369 20	
780 00	MONSANTO CO	$48,835 26		$54 654 60	
540 00	MOODYS CORP	$19 355 98		$18 187 20	
180 00	NESTLE SA	$5,834 29		$10 394 60	
840 00	NEWS CORP	$13 536 26		$14 985 60	
230 00	NORFOLK SOUTHERN	$12 404 20		$16 757 80	
920 00	OWENS ILLINOIS	$26 948 01		$17 829 60	
330 00	PALL CO	$13 890 18		$18 859 50	
57 00	PETROLEUM	$825 76		$618 45	
1 450 00	QIAGEN NV	$25 445 68		$20 140 79	
720 00	QUALCOMM INC	$27 248 10		$39 384 00	
1 220 00	QUANTA SERVICES	$22 983 74		$26 278 80	
820 00	RYANAIR HOLDINGS	$21 860 79		$22 845 20	
350 00	SCHLUMBERGER	$22 781 48		$23 908 50	
3 470 00	SOUTHWEST AIRLINES	$26 861 17		$29 703 20	
510 00	STATE STREET	$24 198 89		$20 558 10	
40 00	SYNGENTA	$12 250 00		$11 763 44	
1 230 00	TELENOR	$19 175 70		$20 218 49	
570 00	THE DERECT TV	$26 161 60		$24 373 20	
1 380 00	TIMEWARNER	$43 124 98		$49 873 20	
200 00	TOYOTA MOTOR	$15 615 00		$13 226 00	
900 00	UNILEVER	$22 946 16	cost diff	$30 168 00	
370 00	UNITED PARCEL	$19 248 28		$27 080 30	
1 080 00	VIRGIN MEDIA	$25 915 25		$23 090 40	
230 00	VISA	$17 253 49		$23 351 90	
480 00	VOLCANO	$14 078 23		$11 419 50	
1 580 00	WALT DISNEY	$45 881 46		$59 250 00	
40 00	WASHINGTON POST CO	$14 801 19		$15 072 40	
160 00	WATERS	$12 934 45		$11 848 00	
1 420 00	WEATERFORD INTL	$22 794 69		$20 788 80	
1 221 08	COLUMBIA	$50 125 16		$40 043 50	
			$1 835 513 85		$1 706 869 25
FIDELITY					
9 585 85	Fidelity Diversified Intl	$395 128 84		$ 244 120 36	
2 487 28	Spartan 500 Index	$103 503 26		$ 110 659 27	
4 251 66	Fidelity Small Cap	$75 516 01		$ 70 322 51	
425 44	Fidelity Capital Appreciation	$38 370 06		$ 10 474 21	
2 793 54	Fidelity Disciplined Equity	$66 044 54		$ 60,089 02	
5 462 92	Fidelity Mid Cap Stock	$131 651 49		$ 145 641 34	
1,753 34	Fidelity Growth Company	$108 314 20		$ 141,827 43	
1 024 34	Disney Walt	$38 090 00		$ 38 412 88	
876 02	Fidelity Dividend Growth	$24 443 59		$ 22 682 61	
242 00	ILLINOY TOOL	$11 303 82		$ 11 303 82	
445 00	INTL PAPER	$13,172 00		$ 13 172 00	
1 500 00	PETROLEUM	$16 450 50		$ 16 450 50	
150 00	TUPPERWARE	$8,395 50		$ 8 395 50	
			$1 028,383 81		$893 531 43
TOTAL		$ 3 115,960 27		$ 3 041 686 10	