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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning**, 2011, and ending**Weiss Family Foundation
413 N. 2nd Street #125
Milwaukee, WI 53203**A** Employer identification number
39-6687485**B** Telephone number (see the instructions)
(414) 270-3565**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, column (c), line 16)
\$ 2,142,830.
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 (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

144.

144.

144.

4 Dividends and interest from securities

74,321.

74,321.

74,321.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

2,038.

b Gross sales price for all assets on line 6a 628,828.**7** Capital gain net income (from Part IV, line 2)

2,038.

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/(loss) (att sch)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11

76,503.

76,503.

74,465.

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 sch) See St 1

2,000.

c Other prof fees (attach sch) See St 2

8,613.

8,613.

17 Interest**18** Taxes (attach schedule)(see instrs) See Stm 3

548.

548.

19 Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 4

6,760.

24 Total operating and administrative expenses. Add lines 13 through 23

17,921.

9,161.

25 Contributions, gifts, grants paid Part XV

105,000.

105,000.

26 Total expenses and disbursements. Add lines 24 and 25

122,921.

9,161.

0.

105,000.

27 Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements

-46,418.

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

67,342.

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

74,465.

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ADMINISTRATIVE EXPENSES

E1-225

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MAY 14 2012

OGDEN, UT

#5-050

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing	85,781.	72,034.	72,034.		
	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 (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch)					
		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 (attach schedule)					
	b	Investments — corporate stock (attach schedule)	2,040,467.	1,852,829.	1,852,829.		
	c	Investments — corporate bonds (attach schedule)	214,737.	217,967.	217,967.		
	LIABILITIES	11	Investments — land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)					
12		Investments — mortgage loans					
13		Investments — other (attach schedule)					
14		Land, buildings, and equipment basis					
		Less: accumulated depreciation (attach schedule)					
15		Other assets (describe)					
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,340,985.	2,142,830.	2,142,830.		
17		Accounts payable and accrued expenses					
18		Grants payable					
NET ASSETS OR FUND BALANCES	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & 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.			
		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	3,231,219.	3,231,219.				
28	Paid-in or capital surplus, or land, building, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds	-890,234.	-1,088,389.				
30	Total net assets or fund balances (see instructions)	2,340,985.	2,142,830.				
31	Total liabilities and net assets/fund balances (see instructions)	2,340,985.	2,142,830.				

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	2,340,985.
2	Enter amount from Part I, line 27a	2	-46,418.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,294,567.
5	Decreases not included in line 2 (itemize) <u>See Statement 5</u>	5	151,737.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,142,830.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a See Statement 6

b

c

d

e

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
(e) plus (f) minus (g)

a

b

c

d

e

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

(i) Fair Market Value
as of 12/31/69(j) Adjusted basis
as of 12/31/69(k) Excess of column (i)
over column (j), if any(l) Gains (Column (h)
gain minus column (k), but not less
than -0-) or Losses (from column (h))

a

b

c

d

e

2 Capital gain net income or (net capital loss)

— [If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7]

2

2,038.

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

-1,408.

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)

N/A

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
(column (b) divided by column (c))

2010

2009

2008

2007

2006

2 Total of line 1, column (d)

2

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

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

4

5 Multiply line 4 by line 3

5

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

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a 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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		1,347.
3 Add lines 1 and 2		0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		1,347.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		0.
6 Credits/Payments		1,347.
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	2,806.
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		2,806.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		1,459.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 1,459. Refunded		0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Form 990-PF (2011)

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 <u>www.weissfamilyfoundation.com</u>	13	X	
14	The books are in care of <u>Jennifer Weiss</u> Telephone no. <u>(414) 270-3565</u> Located at <u>413 N. 2nd Street, Suite 125 Milwaukee WI</u> ZIP + 4 <u>53203</u>			
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 <u>N/A</u>	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 <u>Ireland</u>	16	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 <input type="checkbox"/>	1b	N/A
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 <u>20__ , 20__ , 20__ , 20__</u>	<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)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

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
See Statement 7		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

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		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 (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	0.

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Form 990-PF (2011)

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	2,174,116.
b Average of monthly cash balances	1b	133,850.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,307,966.
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	2,307,966.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	34,619.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,273,347.
6 Minimum investment return. Enter 5% of line 5	6	113,667.

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	113,667.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,347.	
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	1,347.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	112,320.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	112,320.
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	112,320.

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	105,000.
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	105,000.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	105,000.

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.

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				112,320.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			103,949.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 105,000.				
a Applied to 2010, but not more than line 2a			103,949.	
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				1,051.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				111,269.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

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

- 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 organization 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 8

- 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

See Statement 9

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

See Statement for Line 2a

- c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 10				
Total			3a	105,000.
b Approved for future payment				
Total			3b	

(See worksheet in line 13 instructions to verify calculations)

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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Financial Planning & Mgmt	\$ 2,000.			
Total	\$ 2,000.	\$ 0.	\$ 0.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Merrill Lynch	\$ 8,613.	\$ 8,613.		
Total	\$ 8,613.	\$ 8,613.	\$ 0.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Paid - Charles Schwab	\$ 276.	\$ 276.		
Foreign Tax Paid - Merrill Lynch	106.	106.		
Foreign Tax Paid - Morgan Stanley	166.	166.		
Total	\$ 548.	\$ 548.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative Support	\$ 6,060.			
Dues	700.			
Total	\$ 6,760.	\$ 0.	\$ 0.	\$ 0.

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Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

Mark to Market Adjustment

	\$	151,737.
Total	\$	<u>151,737.</u>

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	34.619 Acorn International	Purchased	Various	9/30/2011
2	7.448 Guggenheim ETF SmallCap 600	Purchased	Various	9/30/2011
3	76.391 Scout International	Purchased	Various	9/30/2011
4	138.711 Third Avenue Real Estate	Purchased	12/21/2010	10/06/2011
5	38.987 Vanguard Emerging Markets Stock	Purchased	12/30/2010	9/30/2011
6	60.243 Vanguard REIT Index	Purchased	Various	10/12/2011
7	1,037.344 Acorn International	Purchased	7/09/2010	9/30/2011
8	2,585.874 RS Global Natural Resources	Purchased	Various	10/12/2011
9	1,444.017 Guggenheim ETF SmallCap 600	Purchased	Various	Various
10	5,126.812 Scout International	Purchased	Various	Various
11	3,422.681 Third Avenue Real Estate	Purchased	Various	10/06/2011
12	2,288.673 Vanguard Emerging Markets Stock	Purchased	Various	9/30/2011
13	849.757 Vanguard REIT Index	Purchased	Various	10/12/2011
14	305.000 Harley Davidson	Purchased	1/15/2008	2/17/2011
15	85.000 Costco Wholesale Corp	Purchased	6/29/2000	4/28/2011
16	10.000 Coca Cola	Purchased	7/23/2004	4/28/2011
17	200.000 Comerica	Purchased	1/29/2003	4/28/2011
18	525.000 Dow Chemical	Purchased	4/10/2006	4/28/2011
19	470.000 Oracle Corp	Purchased	5/30/2001	5/04/2011
20	850.000 Tellabs Inc	Purchased	4/19/2000	4/28/2011
21	605.000 USG Corp	Purchased	7/27/2007	4/28/2011
22	100.000 Abbott Labs	Purchased	7/20/1999	11/23/2011
23	357.000 Ivy Asset Strategies	Purchased	12/16/2009	11/23/2011
24	1.369 Ivy Asset Strategies	Purchased	12/09/2010	11/23/2011
25	Shepherd Investments LP	Purchased	4/01/2002	3/31/2011
26	Shepherd Investments LP	Purchased	4/01/2002	4/30/2011
27	Shepherd Investments LP	Purchased	4/01/2002	6/30/2011
28	Shepherd Investments LP	Purchased	4/01/2002	12/31/2011
29	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	1,164.		1,412.	-248.				\$ -248.
2	233.		287.	-54.				-54.
3	2,037.		2,435.	-398.				-398.
4	2,686.		3,158.	-472.				-472.
5	1,426.		1,426.	0.				0.
6	3,160.		3,394.	-234.				-234.
7	34,886.		35,000.	-114.				-114.
8	88,204.		77,569.	10,635.				10,635.
9	45,142.		36,276.	8,866.				8,866.
10	141,089.		148,506.	-7,417.				-7,417.
11	66,284.		70,879.	-4,595.				-4,595.
12	83,732.		83,460.	272.				272.
13	44,570.		34,874.	9,696.				9,696.

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Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
14	12,949.		11,860.	1,089.				\$ 1,089.
15	6,910.		2,757.	4,153.				4,153.
16	667.		451.	216.				216.
17	7,580.		8,075.	-495.				-495.
18	21,151.		21,050.	101.				101.
19	16,450.		7,027.	9,423.				9,423.
20	4,114.		40,053.	-35,939.				-35,939.
21	9,618.		24,851.	-15,233.				-15,233.
22	5,258.		3,968.	1,290.				1,290.
23	7,879.		7,990.	-111.				-111.
24	30.		32.	-2.				-2.
25	17,369.		0.	17,369.				17,369.
26	229.		0.	229.				229.
27	1,456.		0.	1,456.				1,456.
28	1,621.		0.	1,621.				1,621.
29								934.
Total								\$ 2,038.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Richard L. Weiss 413 N. 2nd Street, Ste 125 Milwaukee, WI 53203	Trustee 0	\$ 0.	\$ 0.	\$ 0.
Barbara B. Weiss 413 N. 2nd Street, Ste 125 Milwaukee, WI 53203	Trustee 0	0.	0.	0.
Laura Putnam 413 N. 2nd Street, Ste 125 Milwaukee, WI 53203	Trustee 0	0.	0.	0.
Aaron Weiss 413 N. 2nd Street, Ste 125 Milwaukee, WI 53203	Trustee 0	0.	0.	0.
Jennifer Weiss 413 N. 2nd Street, Ste 125 Milwaukee, WI 53203	Trustee 0	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

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Statement 8
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Richard L. Weiss
 Barbara B. Weiss

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
 Name: Weiss Family Foundation
 Care Of: Jennifer Weiss
 Street Address: 413 N. 2nd Street, Suite 125
 City, State, Zip Code: Milwaukee, WI 53203
 Telephone: 414-270-3565
 Form and Content: Typed including cover letter indicating requested amount and purpose of grant, organization overview, program description, organization's budget, board of directors, and proof of status under IRC Section 501(c)(3).
 Submission Deadlines: Refer to www.weissfamilyfoundation.com for schedule.
 Restrictions on Awards: Refer to www.weissfamilyfoundation.com for guidelines.

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Agape Community Center 6100 North 42nd Street Milwaukee, WI 53209			Support	\$ 1,500.
Big Brothers Big Sisters 8415 W. Greenfield Ave. Milwaukee, WI 53214			Support	5,000.
Neighborhood House of Milwaukee 2819 W. Richardson Place Milwaukee, WI 53208			Support	5,000.
Make A Difference Wisconsin 710 N. Plankington Ave., Suite 310 Milwaukee, WI 53203			Support	2,000.
Milwaukee Women's Center 4906 W. Fond du Lac Avenue Milwaukee, WI 53216			Support	2,000.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
United Community Center 1028 S. 9th St. Milwaukee, WI 53204			Support	\$ 8,000.
Malaika Early Learning Center 125 W. Auer Avenue Milwaukee, WI 53212			Support	3,000.
Our Next Generation 804 E. Juneau Avenue Milwaukee, WI 53202			Support	2,000.
Next Door Foundation 2545 North 29th Street Milwaukee, WI 53210			Support	7,000.
Sherman Park Community Ministries 3302 N. Sherman Blvd Milwaukee, WI 53216			Support	3,500.
St. Marcus School 2215 North Palmer Street Milwaukee, WI 53212			Support	5,000.
Pathfinders 4200 North Holton Street, Suite 400 Milwaukee, WI 53212			Support	5,000.
Pearls for Teen Girls 2100 N. Palmer Street Milwaukee, WI 53212			Support	8,000.
Latino Community Center 807 S. 14th St. Milwaukee, WI 53204			Support	3,500.
Operation DREAM PO Box 270604 Milwaukee, WI 53227			Support	3,000.
First Stage Children's Theater 325 W. Walnut Street Milwaukee, WI 53212			Support	3,500.
Penfield Children's Center 833 N. 26th Street Milwaukee, WI 53233			Support	7,000.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Healing Species PO Box 1202 Orangeburg, SC 29116			Support	\$ 5,000.
Dry Hootch of America 1030 E. Brady St. Milwaukee, WI 53202			Support	1,000.
Center for Resilient Cities 1243 N. 10th St., Ste 200 Milwaukee, WI 53205			Support	8,000.
Hunger Task Force 201 S. Hawley Court Milwaukee, WI 53214			Support	3,000.
Milwaukee College Prep 2449 N. 36th St Milwaukee, WI 53210			Support	8,000.
My Home Your Home 6200 W. Center St. Milwaukee, WI 53210			Support	3,000.
Schools That Can Milwaukee 1821 N Dr Martin Luther King Dr. #A Milwaukee, WI 53212			Support	3,000.
Total				\$ <u>105,000.</u>

2011

Federal Supporting Detail

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Balance Sheet
Cash-non-interest-bearing

Merrill Lynch Account	\$	5,875.
Charles Schwab Account		66,158.
Morgan Stanley		<u>1.</u>
Total	\$	<u><u>72,034.</u></u>