



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**

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

, and ending

Name of foundation WEISSBERG FOUNDATION		A Employer identification number 54-1475954
Number and street (or P O box number if mail is not delivered to street address) 1901 NORTH MOORE STREET NO. 803	Room/suite	B Telephone number (540) 341-0099
City or town, state, and ZIP code ARLINGTON, VA 22209		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,350,510.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	907,714.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	13,551.	13,551.		STATEMENT 2
	4 Dividends and interest from securities	174,376.	174,376.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	199,717.			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,797,996.			
	7 Capital gain net income (from Part IV, line 2)		215,776.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	2,105.	2,105.		STATEMENT 4	
12 Total. Add lines 1 through 11	1,297,463.	405,808.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,800.	0.		5,800.
	14 Other employee salaries and wages	107,815.	0.		107,815.
	15 Pension plans, employee benefits				
	16a Legal fees	418.	0.		418.
	b Accounting fees	3,100.	1,550.		1,550.
	c Other professional fees	29,056.	0.		29,056.
	17 Interest				
	18 Taxes	12,481.	1,674.		0.
	19 Depreciation and depletion				
	20 Occupancy	34,491.	0.		34,491.
	21 Travel, conferences, and meetings	11,212.	0.		11,212.
	22 Printing and publications				
	23 Other expenses	63,492.	19,845.		43,647.
	24 Total operating and administrative expenses. Add lines 13 through 23	267,865.	23,069.		233,989.
	25 Contributions, gifts, grants paid	713,600.			713,600.
26 Total expenses and disbursements. Add lines 24 and 25	981,465.	23,069.		947,589.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	315,998.				
b Net investment income (if negative, enter -0-)		382,739.			
c Adjusted net income (if negative, enter -0-)			N/A		

123501
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

48

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		<18,970.>	90,980.	90,980.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 10	6,330,978.	6,358,243.	6,995,550.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 11	37,695.	216,478.	263,980.	
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	6,349,703.	6,665,701.	7,350,510.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	6,349,703.	6,665,701.			
30	Total net assets or fund balances	6,349,703.	6,665,701.			
31	Total liabilities and net assets/fund balances	6,349,703.	6,665,701.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,349,703.
2	Enter amount from Part I, line 27a	2	315,998.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,665,701.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,665,701.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,797,996.		1,582,220.	215,776.

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			
b			
c			
d			
e			215,776.

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	215,776.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	784,545.	6,151,860.	.127530
2009	877,774.	5,426,100.	.161769
2008	786,428.	7,421,017.	.105973
2007	931,205.	8,177,402.	.113875
2006	819,727.	7,057,583.	.116148

2 Total of line 1, column (d)	2	.625295
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	.125059
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,118,127.
5 Multiply line 4 by line 3	5	890,186.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,827.
7 Add lines 5 and 6	7	894,013.
8 Enter qualifying distributions from Part XII, line 4	8	1,147,589.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,827.
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	3,827.
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	3,827.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,120.	
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	7,120.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,293.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 3,293. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ▶ N/A	13	X	
14	The books are in care of ▶ THE FOUNDATION Located at ▶ SAME ADDRESS, ARLINGTON, VA	Telephone no. ▶ (540) 341-0099 ZIP+4 ▶ 22209		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	N/A		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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)?

☐ 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

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		5,800.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ILENE TRACHTENBERG 1909 ABBOTSFORD DR, VIENNA, VA 22182	EXECUTIVE DIRECTOR 24.00	70,508.	6,165.	0.

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

0

Form 990-PF (2011)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 A ONE YEAR PRI LOAN GRANTED TO ROOT CAPITAL ON 6/10/2011 TO SUPPORT GENDER INCLUSION ACTIVITIES IN AFRICA AND LATIN AMERICA.	200,000.
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	200,000.

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	7,136,959.
b	Average of monthly cash balances	1b	89,566.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,226,525.
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	7,226,525.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,398.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,118,127.
6	Minimum investment return. Enter 5% of line 5	6	355,906.

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	355,906.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,827.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,827.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	352,079.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	352,079.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	352,079.

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	947,589.
b	Program-related investments - total from Part IX-B	1b	200,000.
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	1,147,589.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,827.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,143,762.

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.

Form 990-PF (2011)

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				352,079.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	485,140.			
b From 2007	535,275.			
c From 2008	368,444.			
d From 2009	608,897.			
e From 2010	486,692.			
f Total of lines 3a through e	2,484,448.			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 1,147,589.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				352,079.
e Remaining amount distributed out of corpus	795,510.			
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	3,279,958.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	485,140.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,794,818.			
10 Analysis of line 9				
a Excess from 2007	535,275.			
b Excess from 2008	368,444.			
c Excess from 2009	608,897.			
d Excess from 2010	486,692.			
e Excess from 2011	795,510.			

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) or	4942(i)(5)
---------------	------------

(4) Gross investment income

[illegible]

54147591

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 #14				713,600.
Total			3a	713,600.
b Approved for future payment				
NONE				
Total			3b	0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. 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 instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee <i>[Signature]</i>		Date <i>7/2/12</i>	Title <i>Chairman</i>			
Paid Preparer Use Only	Print/Type preparer's name KELLY TOOLE		Preparer's signature <i>[Signature]</i>		Date <i>7/2/12</i>	Check <input type="checkbox"/> if self-employed	PTIN P00173840
	Firm's name BAKER TILLY VIERCHOW KRAUSE, LLP					Firm's EIN 39-0859910	
	Firm's address 8219 LEESBURG PIKE, SUITE 800 TYSONS CORNER, VA 22182					Phone no. (703) 923-8300	

Form **990-PF** (2011)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

WEISSBERG FOUNDATION

Employer identification number

54-1475954

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization	Employer identification number
WEISSBERG FOUNDATION	54-1475954

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARVIN F WEISSBERG 1401 N. OAK STREET, APT 302 ARLINGTON, VA 22209	\$ 504,797.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	WEISSBERG CORPORATION 28 BLACKWELL PARK LANE, SUITE 202 WARRENTON, VA 20186	\$ 21,106.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MARVIN F WEISSBERG 1401 N. OAK STREET, APT 302 ARLINGTON, VA 22209	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	WEISSBERG CORPORATION 28 BLACKWELL PARK LANE, SUITE 202 WARRENTON, VA 20186	\$ 34,491.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	WEISSBERG CORPORATION 28 BLACKWELL PARK LANE, SUITE 202 WARRENTON, VA 20186	\$ 47,320.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WEISSBERG FOUNDATION

54-1475954

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITIES - SEE ATTACHED	\$ 504,797.	VARIOUS
2	HEALTH INSURANCE PREMIUMS	\$ 21,106.	VARIOUS
4	RENT	\$ 34,491.	VARIOUS
5	PAYROLL	\$ 47,320.	VARIOUS
		\$	
		\$	

Employer identification number

54-1475954

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE B, PART II, NONCASH
SECURITIES ATTACHMENT

MFW Stock Transfers 2011

Date	Number of shares	Stock/Brokerage/Payee	Market Value when Gifted	Cost Basis/Date Originally Acquired
Dec 2011	2,000	HPQ <i>Charles Schwab</i> WEISSBERG FOUNDATION	\$53,600	\$36,143 08/20/04
Dec 2011	2,000	TEL <i>Charles Schwab</i> WEISSBERG FOUNDATION	\$62,300	\$50,491 01/28/03
Dec 2011	1,000	BMJ <i>Merrill Lynch</i> WEISSBERG FOUNDATION	\$33,530	\$19,981 05/28/09
Dec 2011	3,000	IP <i>Merrill Lynch</i> WEISSBERG FOUNDATION	\$81,810	\$19,054 03/13/09
Dec 2011	2,000	NEE <i>Merrill Lynch</i> WEISSBERG FOUNDATION	\$114,760	\$62,542 05/21/03
Dec 2011	920	TWC <i>Merrill Lynch</i> WEISSBERG FOUNDATION	\$101,490	\$24,555 02/07/08
Dec 2011	3,000	TWX <i>Merrill Lynch</i> WEISSBERG FOUNDATION	\$57,307	\$52,515 03/13/09
	13,920 <i>To Foundation</i>		\$504,797 <i>To Foundation</i>	\$265,281

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	BUCKEYE PARTNERS, L.P.	P	VARIOUS	VARIOUS
b	MERRILL LYNCH	P	VARIOUS	VARIOUS
c	MERRILL LYNCH	P	VARIOUS	VARIOUS
d	GOLDMAN SACHS	P	VARIOUS	VARIOUS
e	GOLDMAN SACHS	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS	P	VARIOUS	VARIOUS
g	GOLDMAN SACHS	P	VARIOUS	VARIOUS
h	GOLDMAN SACHS	P	VARIOUS	VARIOUS
i	BUCKEYE PARTNERS, L.P.	P	12/08/05	05/27/11
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 784.			784.
b 217,023.		167,738.	49,285.
c 179,331.		137,765.	41,566.
d 234,515.		222,027.	12,488.
e 156,077.		159,758.	<3,681.>
f 227,691.		212,814.	14,877.
g 129,760.		127,517.	2,243.
h 569,641.		536,581.	33,060.
i 62,293.		18,020.	44,273.
j 20,881.			20,881.
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			784.
b			49,285.
c			41,566.
d			12,488.
e			<3,681.>
f			14,877.
g			2,243.
h			33,060.
i			44,273.
j			20,881.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	215,776.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BUCKEYE PARTNERS, L.P.	784.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MERRILL LYNCH	217,023.	143,547.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MERRILL LYNCH	179,331.	178,015.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GOLDMAN SACHS				PURCHASED	VARIOUS	VARIOUS
	234,515.	222,027.	0.	0.	12,488.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GOLDMAN SACHS				PURCHASED	VARIOUS	VARIOUS
	156,077.	159,758.	0.	0.	<3,681.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GOLDMAN SACHS				PURCHASED	VARIOUS	VARIOUS
	227,691.	212,814.	0.	0.	14,877.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GOLDMAN SACHS				PURCHASED	VARIOUS	VARIOUS
	129,760.	127,517.	0.	0.	2,243.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
GOLDMAN SACHS	569,641.	536,581.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						33,060.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 12/08/05	DATE SOLD 05/27/11
BUCKEYE PARTNERS, L.P.	62,293.	18,020.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						44,273.

CAPITAL GAINS DIVIDENDS FROM PART IV	20,881.
TOTAL TO FORM 990-PF, PART I, LINE 6A	199,717.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BUCKEYE PARTNERS, L.P.	67.
GOLDMAN SACHS	8,249.
MERRILL LYNCH	4,996.
VIRGINIA COMMERCE BANK	239.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13,551.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
BUCKEYE PARTNERS, L.P.	77.	0.	77.	
GOLDMAN SACHS	101,290.	19,201.	82,089.	
MERRILL LYNCH	93,890.	1,680.	92,210.	
TOTAL TO FM 990-PF, PART I, LN 4	195,257.	20,881.	174,376.	

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
MISCELLANEOUS	193.	193.		
BUCKEYE PARTNERS, L.P.	1,912.	1,912.		
TOTAL TO FORM 990-PF, PART I, LINE 11	2,105.	2,105.		

FORM 990-PF	LEGAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	418.	0.		418.
TO FM 990-PF, PG 1, LN 16A	418.	0.		418.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,100.	1,550.		1,550.
TO FORM 990-PF, PG 1, LN 16B	3,100.	1,550.		1,550.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	29,056.	0.		29,056.	
TO FORM 990-PF, PG 1, LN 16C	29,056.	0.		29,056.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	1,674.	1,674.		0.	
FEDERAL EXCISE TAXES	10,807.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	12,481.	1,674.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES & SUBSCRIPTIONS	4,557.	0.		4,557.	
POSTAGE & DELIVERY	572.	0.		572.	
SUPPLIES	3,403.	0.		3,403.	
BROKER FEES	19,845.	19,845.		0.	
CONTRACTED SERVICES	13,832.	0.		13,832.	
BANK CHARGES	177.	0.		177.	
HEALTH INSURANCE	21,106.	0.		21,106.	
TO FORM 990-PF, PG 1, LN 23	63,492.	19,845.		43,647.	

FORM 990-PF		CORPORATE STOCK	STATEMENT 10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH		3,004,946.	3,581,826.
GOLDMAN SACHS		3,353,297.	3,413,724.
TOTAL TO FORM 990-PF, PART II, LINE 10B		6,358,243.	6,995,550.

FORM 990-PF		OTHER INVESTMENTS	STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BUCKEYE PARTNERS, L.P.	FMV	16,478.	63,980.
ROOT CAPITAL PRI LOAN	FMV	200,000.	200,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		216,478.	263,980.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARVIN F. WEISSBERG 1901 NORTH MOORE STREET, STE. 803 ARLINGTON, VA 22209	PRESIDENT 0.00	0.	0.	0.
NINA V. WEISSBERG 93237 MT. GILEAD ROAD LEESBURG, VA 20175	V.P./DIRECTOR 0.00	0.	0.	0.
MARTIN HEYERT 4527 Q LANE, NW WASHINGTON, DC 20007	DIRECTOR 0.00	1,700.	0.	0.
BARBARA NAPOLITANO 3128 GRACEFIELD ROAD, #412 SILVER SPRING, MD 20904	TREASURER 0.00	1,250.	0.	0.
WALLACE BABINGTON 290 N STREET, SW WASHINGTON, DC 20024	SECRETARY 0.00	2,350.	0.	0.
WESLIE WEISSBERG 567-A 3RD STREET BROOKLYN, NY 11215	DIRECTOR 0.00	500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		5,800.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARVIN WEISSBERG, 1901 NORTH MOORE STREET, SUITE 803, ARLINGTON, VA 22209

TELEPHONE NUMBER

(703) 276-7500

FORM AND CONTENT OF APPLICATIONS

APPLICATION REQUIREMENTS: 1.CURRENT AUDITED FINANCIAL STATEMENTS OR RECENT IRS FORM 990. 2.PROOF OF SEC 501(C)(3) TAX EXEMPT STATUS. 3.A BRIEF PROPOSAL. PLEASE INCLUDE THE FOLLOWING: 1.THE DATE, NAME, ADDRESS AND PHONE NUMBER OF YOUR ORGANIZATION, AND CONTACT PERSON. 2.THE GOALS, PURPOSE AND INTENT OF THE GRANT, AND THE POPULATION TO BE SERVED. DESCRIBE IN A CONCISE SUMMARY THE NEED, CURRENT CONDITION, PROBLEM OR ISSUES YOU ARE SEEKING TO ADDRESS. 3.KEY INDIVIDUALS. PROFILE THE INDIVIDUALS INVOLVED THAT WILL HAVE PRIMARY RESPONSIBILITY FOR SUPERVISING THE GRANT. INCLUDE THE NAMES OF THE EXECUTIVE OFFICER AND BOARD OF DIRECTORS. 4.BUDGET. PROVIDE A BUDGET OF THE COSTS AND EXPENSES FOR ADMINISTERING THE PROGRAM. STATE THE DOLLAR AMOUNT OF THE REQUEST, ANNUAL BUDGET AND AN ITEMIZED PROJECT BUDGET. 5.SPECIFY THE SITE WHERE THE GRANT WILL BE ADMINISTERED. 6.LIST SPECIFIC GOALS TO BE ACHIEVED AND THE TIMETABLE FOR IMPLEMENTATION. 7.EXPLAIN HOW YOU PLAN TO MEASURE AND EVALUATE THE SUCCESS OF THE GRANT. DESCRIBE THE SCHEDULE AND STEPS YOU WILL TAKE TO EVALUATE WHETHER YOU HAVE REACHED YOUR STATED GOALS.

ANY SUBMISSION DEADLINES

BY INVITATION ONLY

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE WEISSBERG FOUNDATION WORKS TO STRENGTHEN SOCIAL JUSTICE, COMBAT POVERTY, IMPROVE HEALTH AND ENRICH THE ARTS IN THE WASH., D.C. METROPOLITAN AREA. WE ARE INTERESTED IN THE FOLLOWING: PROGRAMS THAT TARGET UNDERSERVED SEGMENTS OF THIS SOCIETY OUTREACH THAT CROSSES AND BRIDGES ETHNIC AND CULTURAL COMMUNITIES ARTISTIC ENDEAVORS LOCATED IN AND GENUINELY INVOLVED WITH UNDERSERVED COMMUNITIES YOUNG ORGANIZATIONS COMMITTED TO NEW APPROACHES TO OLD PROBLEMS THE FOUNDATION ENCOURAGES PROPOSALS FOR COMMUNITY-CENTERED INITIATIVES AND INNOVATIVE APPROACHES TO EFFECT SOCIO-ECONOMIC CHANGE. THE FOUNDATION AWARDS TO NONPROFIT, CHARITABLE ORGANIZATIONS DESIGNATED BY THE INTERNAL REVENUE SERVICE AS 501(C)(3) ORGANIZATIONS AND WHOSE ACTIVITIES AND PROGRAMS MEET THE FOUNDATIONS' FUNDING GUIDELINES.

Organization	Purpose	Grant Fund	Amount
826DC	General operating support	Discretionary, Timmy; Year 1 of 3-year grant	\$21,000
Adventure Theatre	Re-grant program; general operating support; support an in school residency at Septima Clark PCS.	Year 1 of 3-year grant	\$25,000
AMEN	General operating support	Discretionary, Ilene	\$500
Arena Stage	To support 12 Bob Alexander Camp Arena Stage Scholarships	Year 2 of 3-year grant	\$20,000
Arlington Free Clinic	General operating support.	Discretionary, Nina	\$5,000
Beloit College	To support the 2011 Weissberg Chair of International Studies	Chairman's Fund	\$52,600
Bowen McCauley Dance	General operating support	Discretionary, Nina	\$2,000
Capital Fringe	General operating support	General Fund	\$10,000
Centenary College of Louisiana	OUTreach program for Day of Silence in 2012.	Discretionary, Wally	\$1,000
Center for Self Discovery	General operating support	General Fund; Discretionary, Ilene	\$9,500
City Kids Wilderness Project	General operating support	Year 3 of 3-year grant.	\$10,000
Community Foundation - National region (CFNCR)	General operating support	Discretionary, Ilene	\$1,250
Constellation Theatre	General operating support	Discretionary, Wally	\$1,000
Contemporary American Theatre Festival	To support the CATF Weissberg Fellows program.	Ongoing Grant	\$15,000
Corcoran Gallery of Art	Camp Creativity scholarships for week-long summer sessions of Corcoran ArtReach	Year 3 of 3-year grant.	\$5,000
Cultural Development Corporation	General operating expenses and re-grant for Round House Theatre Silver Spring	Year 3 of 3-year grant.	\$10,000
DC Public Education Fund	The DCPS Catalyst Project	Year 2 of 3-year grant	\$20,000
DC Rape Crisis Center	General operating support	Discretionary, Ilene	\$1,000
Deaf Blind Camp of MD	General operating support	Discretionary, Wally	\$1,000
Folger Shakespeare Library	Shakespeare Steps Out school program	Discretionary, Ilene	\$1,000
Forum Theatre	General operating support	Discretionary, Wally	\$500
Global Fund for Women	General operating support	Chairman's Fund	\$100,000
Helen Hayes Awards	General operating support	Chairman's Fund	\$10,000
J.O. Wilson School (via CFNCR, fiscal agent)	General operating support	Discretionary, Judith	\$5,000
Jubilee Jumpstart	General operating support	Discretionary, Judith; Year 2 of 3-year grant	\$25,000

Just Neighbors	General operating support	Discretionary, Nina/ Ilene; Year 3 of 3-year grant.	\$12,500
La Clinica Del Pueblo	General operating support	Year 1 of 3-year grant	\$20,000
Legal Aid Justice Center	To help meet the Cabell Foundation's challenge grant for information technology upgrades in LAJC's No. Va. office	Discretionary, Nina and Ilene	\$2,500
Media Matters	Support the Progressive Talent Initiative for Immigrants Trainings	Year 2 of 3-year grant	\$20,000
Metro Teen AIDS	General Operating support	Discretionary, Marty, Wally, Timmy; Year 2 of 3-year grant	\$32,750
N Street Village	General operating expenses	Chairman's Fund	\$10,000
National Center for Family Philanthropy	Friend of the Family Membership	General Fund	\$500
New Endeavors By Women	General operating support	Discretionary, Timmy; Year 2 of 3-year grant	\$21,000
New Futures	General operating support	Year 1 of 3-year grant	\$20,000
New York Theater Workshop	For the Company in Residence and the Mind the Gap programs	Discretionary, Wesley	\$5,000
New York University	For the construction of the NYU- DC Center.	Chairman's Fund	\$50,000
Offender Aid and Restoration	General operating support	Discretionary, Judith; Year 1 of 3-year grant	\$20,500
Osborne Association	To support Family Resource Center, Family Ties Program	3-year Grants: Family Resource Center (Year 3); Family Ties Program (Year 2)	\$35,000
Primary Stages	To support a Washington actor/director to attend theatre school, and for participation in the Metro Teen AIDS auction.	Discretionary, Wally	\$2,500
Ramapo For Children	General operating expenses	Discretionary, Wesley	\$4,000
Signature Theatre	To fund at least four full and four partial Weissberg Fellowships for the Overtures program	Ongoing Grant	\$15,000
Solas Nua	To bring contemporary Irish plays from Ireland to the United States, and general operating support	Discretionary - Wally	\$2,000
Turning the Page	General operating support	Year 3 of 3-year grant.	\$10,000
University of Notre Dame - Letras Latinas	General operating support	Discretionary, Wally	\$6,000

Weissberg Foundation - 2011 Grants and Program Related Investment/Loan

VA Health Care Foundation	To support Charting the Future: Preparing Northern Virginia's Health Care Safety Net for the Changing World of Health Care.	Chairman's Fund	\$10,000
Voice of Witness	For the Columbia book	Discretionary, Nina	\$5,000
Washington Concert Opera	General operating support	Discretionary, Judith	\$3,000
Washington Tennis & Education Foundation	General operating support	Year 1 of 3-year grant	\$20,000
Washington Youth Garden	General operating support	Year 3 of 3-year grant.	\$10,000
Wesleyan University Center for Prison Education	General operating expenses for the Prison Education program	Year 1 of 3-year grant	\$20,000
Wolf Trap	To support Wolf Trap Institute's Early Childhood STEM learning through the Arts	Discretionary, Ilene	\$1,000
Words and Music	General Operating support	Chairman's Fund	\$2,000
Youth for Tomorrow	General operating support	Discretionary, Nina	\$1,000

Total Grants: \$713,600

Root Capital	To support gender inclusion activities in Africa and Latin America	PRI Loan 6/10/11, 2%, due 6/10/12	\$200,000
--------------	--	-----------------------------------	-----------

Total Program Related Investment: \$200,000

Total, Grants and PRI: \$913,600