Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2011

For calendar year 2011 or tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation
THE WEIL FOUNDATION
C/O GAFFEY DEANE & TALLEY, PLC

A Employer identification number
31-1627660

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
3400 FRANKLIN MANOR CT.

B Telephone number
703-657-6040

City or town, state, and ZIP code
FAIRFAX, VA 22033

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 6,375,954.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	59.	59.		STATEMENT 1
4 Dividends and interest from securities	116,226.	116,226.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<55,043.>			
b Gross sales price for all assets on line 6a 2,934,975.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	61,242.	116,285.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc.	40,000.	20,000.		20,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	19,294.	0.		19,294.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	1,182.	1,182.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	31,458.	31,458.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	91,934.	52,640.		39,294.
25 Contributions, gifts, grants paid	283,820.			283,820.
26 **Total expenses and disbursements.** Add lines 24 and 25	375,754.	52,640.		323,114.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<314,512.>			
b **Net investment income** (if negative, enter -0-)		63,645.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

123501
12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

614 4

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	2,705.	233,961.	233,961.
	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 7	2,917,424.	2,576,093.	2,682,993.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	5,705,201.	5,500,764.	3,459,000.
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	8,625,330.	8,310,818.	6,375,954.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	527,254.	527,254.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	8,098,076.	7,783,564.	
	30	**Total net assets or fund balances**	8,625,330.	8,310,818.	
	31	**Total liabilities and net assets/fund balances**	8,625,330.	8,310,818.	

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	8,625,330.
2	Enter amount from Part I, line 27a	2	<314,512.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,310,818.
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	8,310,818.

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	FIDELITY ACCOUNT 613424773 - SEE ATTACHED	P	VARIOUS	VARIOUS
b	FIDELITY ACCOUNT 613424773 - SEE ATTACHED	P	VARIOUS	VARIOUS
c	GOLDMAN SACHS ACCOUNT 030271936 - SEE			
d	ATTACHED	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,863,537.		1,934,103.	<70,566.>
b	604,212.		676,431.	<72,219.>
c				
d	414,602.		379,484.	35,118.
e	52,624.			52,624.

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				<70,566.>
b				<72,219.>
c				
d				35,118.
e				52,624.

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 <55,043.>

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	377,670.	6,795,655.	.055575
2009	239,208.	6,656,707.	.035935
2008	237,527.	8,760,905.	.027112
2007	580,225.	11,393,602.	.050926
2006	300,826.	8,767,571.	.034311

2	Total of line 1, column (d)	2	.203859
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	.040772
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,578,333.
5	Multiply line 4 by line 3	5	268,212.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	636.
7	Add lines 5 and 6	7	268,848.
8	Enter qualifying distributions from Part XII, line 4	8	323,114.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	636.
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	636.
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	636.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,341.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	4,341.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,705.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		3,705. **Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KENNETH M. WEIL Telephone no. ▶ 203-656-3166

Located at ▶ 25 BUTLER'S ISLAND ROAD, DARIEN, CT ZIP+4 ▶ 06820-6203

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

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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
AUDREY YORK WEIL 25 BUTLER'S ISLAND ROAD DARIEN, CT 06820	PRESIDENT 1.00	0.	0.	0.
KENNETH M. WEIL 25 BUTLER'S ISLAND ROAD DARIEN, CT 06820	SECRETARY/TREASURER 1.00	0.	0.	0.
ALAN R. YORK P.O. BOX 874 LEWISVILLE, NC 27023	ADVISORY COMMITTEE MEMBER 1.00	20,000.	0.	0.
ELIZABETH W. BETTS 5021 MANOR RIDGE LN SAN DIEGO, CA 92130	ADVISORY COMMITTEE MEMBER 1.00	20,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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	5,895,758.
b	Average of monthly cash balances			1b	88,702.
c	Fair market value of all other assets			1c	694,051.
d	**Total** (add lines 1a, b, and c)			1d	6,678,511.
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	6,678,511.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	100,178.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,578,333.
6	**Minimum investment return.** Enter 5% of line 5			6	328,917.

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	328,917.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	636.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	636.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	328,281.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	328,281.
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	328,281.

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	323,114.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	323,114.
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	636.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	322,478.

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					328,281.
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only				306,410.	
b Total for prior years: ______, ______, ______			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: ▶ $ 323,114.					
a Applied to 2010, but not more than line 2a				306,410.	
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					16,704.
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 instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					311,577.
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		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					

Form **990-PF** (2011)

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 9

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:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
A BETTER CHANCE IN DARIEN INC P.O. BOX 3204 DARIEN, CT 06820	NONE	501(C)(3)	OPERATING EXPENSES	5,000.
BLUE WAVE PRIDE CLUB 80 HIGH SCHOOL LANE DARIEN, CT 06820	NONE	501(C)(3)	OPERATING EXPENSES	10,200.
CANYON CREST ACADEMY FOUNDATION 3525 DEL MAR HEIGHTS RD. #434 SAN DIEGO, CA 92130	NONE	501(C)(3)	OPERATING EXPENSES	1,000.
CONCORD CHRISTIAN CHURCH 3101 DAVIDSON HIGHWAY CONCORD, NC 28027	NONE	501(C)(3)	OPERATING EXPENSES	1,000.
CRISIS CONTROL MINISTRY 200 E. 10TH STREET WINSTONSALEM, NC 27101	NONE	501(C)(3)	OPERATING EXPENSES	3,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				283,820.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Form **990-PF** (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	59.	
4 Dividends and interest from securities			14	116,226.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<55,043.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		61,242.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 61,242.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Kenneth Weil 1/8/14 Secty/Treas

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JON B. DEANE	Jon B Deane, CPA	1/8/14		P00152196

Firm's name ▶ GAFFEY DEANE & TALLEY PLC

Firm's EIN ▶ 27-4368547

Firm's address ▶ 12355 SUNRISE VALLEY DRIVE #305
RESTON, VA 20191

Phone no. (703) 657-6040

Form 990-PF (2011)

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DARIEN COMMUNITY ASSOCIATION 274 MIDDLESEX ROAD DARIEN, CT 06820	NONE	501(C)(3)	SCHOLARSHIP AND OPERATING EXPENSES	500.
DARIEN EMS POST 53 INC PO BOX 2066 DARIEN, CT 06820	NONE	501(C)(3)	OPERATING EXPENSES	10,560.
DARIEN HIGH SCHOOL FOOTBALL 80 HIGH SCHOOL LANE DARIEN, CT 06820	NONE	501(C)(3)	OPERATING EXPENSES	1,160.
DARIEN POLICE DEPARTMENT 25 HECKER AVENUE DARIEN, CT 06820	NONE	501(C)(3)	OPERATING EXPENSES	100.
DESTINATION4GOOD 6626 LAVANDULA COURT SAN DIEGO, CA 92130	NONE	501(C)(3)	OPERATING EXPENSES	250.
DOMUS FOUNDATION 417 SHIPPAN AVE STAMFORD, CT 06902-6010	NONE	501(C)(3)	OPERATING EXPENSES	5,000.
DUKE UNIVERSITY P.O. BOX 90581 DURHAM, NC 27708	NONE	SCHOOL	SCHOLARSHIP AND OPERATING EXPENSES	100,000.
GLOBE INTERNATIONAL P.O. BOX 3040 PENSACOLA, FL 32516	NONE	501(C)(3)	OPERATING EXPENSES	7,000.
GREENSBORO COLLEGE 815 W. MARKET STREET GREENSBORO, NC 27401	NONE	501(C)(3)	OPERATING EXPENSES	1,000.
KAREN BEASLEY SEA TURTLE HOSPITAL P.O. BOX 3012 TOPSAIL, NC 28445	NONE	501(C)(3)	OPERATING EXPENSES	5,000.
Total from continuation sheets				263,620.

123631 08-03-11

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KIWANIS CLUB OF DARIEN P.O. BOX 43 DARIEN, CT 06820	NONE	501(C)(3)	OPERATING EXPENSES	500.
LEWISVILLE CIVIC CLUB PO BOX 293 LEWISVILLE, NC 27023-0293	NONE	501(C)(3)	COMMUNITY PROGRAMS	2,000.
LITTLE ANGES SERVICE DOGS 9260 ISAAC STREET, SUITE K SANTEE, CA 92071	NONE	501(C)(3)	OPERATING EXPENSES	5,500.
MAKE A WISH FOUNDATION 3550 NORTH CENTRAL AVENUE, SUITE 300 PHOENIX, AZ 85012-2127	NONE	501(C)(3)	OPERATING EXPENSES	500.
METHODIST ORPHANAGE/HOME FOR CHILDREN 1041 WASHINGTON STREET RALEIGH, NC 27605	NONE	501(C)(3)	OPERATING EXPENSES	2,000.
NETWORK FOR TEACHING ENTREPRENEURSHIP 120 WALL STREET, 18TH FLOOR NEW YORK, NY 10005	NONE	501(C)(3)	OPERATING EXPENSES	10,000.
NEVADA WOMEN'S FOUNDATION 770 SMITHRIDGE DR. #300 RENO, NV 89502-0708	NONE	501(C)(3)	WOMEN SUPPORT ACTIVITIES	5,000.
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BOULEVARD BRONX, NY 10458	NONE	501(C)(3)	OPERATING EXPENSES	5,000.
NICK WILSON CHARITABLE GROUP P.O. BOX 80852 PORTLAND, OR 97280	NONE	501(C)(3)	OPERATING EXPENSES	250.
NORWALK GRASSROOTS TENNIS 15 EASTWOOD ROAD NORWALK, CT 06851	NONE	501(C)(3)	SCHOLARSHIP AND OPERATING EXPENSES	10,000.
Total from continuation sheets				

123631 05-03-11

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORPHAN HELPERS, INC. 813 FORREST DRIVE, SUITE A NEWPORT NEWS, VA 23606	NONE	501(C)(3)	OPERATING EXPENSES	500.
PARTNERS IN HEALTH 641 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	501(C)(3)	OPERATING EXPENSES	5,000.
PLAY FOR PINK P.O. BOX 650309 DALLAS, TX 75265-0309	NONE	501(C)(3)	CANCER RESEARCH	50.
QUEEN OF THE VALLEY HOSPITAL 1000 TRANCAS, P.O. BOX 2069 NAPA, CA 94558	NONE	501(C)(3)	OPERATING EXPENSES	10,000.
RIVER OAKS COMMUNITY CHURCH 1855 LEWISVILLE CLEMMONS ROAD CLEMMONS, NC 27012	NONE	501(C)(3)	OPERATING EXPENSES	3,800.
SAN DIEGO HOSPICE 4311 THIRD AVENUE SAN DIEGO, CA 92103	NONE	501(C)(3)	OPERATING EXPENSES	300.
SPECIAL OLYMPICS CONNECTICUT 2666 STATE STREET, SUITE 1 HAMDEN, CT 06517-2232	NONE	501(C)(3)	OPERATING EXPENSES	500.
ST. FRANCIS CARE CENTRE 30 OLIVIA ROAD OVERWEIGH, BOKSBURG, SOUTH AFRICA	NONE	SOUTH AFRICAN CHARITY	OPERATING EXPENSES	5,000.
STAMFORD HIGH SCHOOL 55 STRAWBERRY HILL AVENUE STAMFORD, CT 06902	NONE	501(C)(3)	OPERATING EXPENSES	500.
STOMP THE MONSTER LLC P.O. BOX 521 MARLBORO, NJ 07746	NONE	501(C)(3)	OPERATING EXPENSES	1,000.
Total from continuation sheets				

123631 06-03-11

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE COMMUNITY FUND OF DARIEN PO BOX 926 DARIEN, CT 06820-0926	NONE	501(C)(3)	OPERATING EXPENSES	10,000.
THE COTTAGE	NONE	501(C)(3)		1,000.
THE MARITIME AQUARIUM AT NORWALK INC. 10 N WATER ST SOUTH NORWALK, CT 06854-2228	NONE	501(C)(3)	OPERATING EXPENSES	41,000.
THE RE CHILDREN'S PROJECT 79 CHRISTIE HILL RD DARIEN, CT 06820	NONE	501(C)(3)	MEDICAL RESEARCH	1,000.
THEATERWORKS USA 151 WEST 26TH STREET NEW YORK, NY 10001	NONE	501(C)(3)	OPERATING EXPENSES	650.
TRINITY PRESBYTERIAN CHURCH 1416 BOLTON STREET WINSTONSALEM, NC 27103	NONE	501(C)(3)	OPERATING EXPENSES	2,000.
UW MEDICINE ADVANCEMENT - WHITE LIGHTS FUND P.O. BOX 358045 SEATTLE, WA 98195-8045	NONE	501(C)(3)	OPERATING EXPENSES	2,700.
WFDD PUBLIC RADIO 1834 WAKE FOREST RD. WINSTON SALEM, NC 27109	NONE	501(C)(3)	PUBLIC RADIO BROADCASTING	500.
WINSTON-SALEM SYMPHONY 201 NORTH BROAD STREET WINSTON SALEM, NC 27101	NONE	501(C)(3)	OPERATING EXPENSES	500.
WOODS HOLE OCEANOGRAPHIC INSTITUTE 266 WOODS HOLE ROAD WOODS HOLE, MA 02543	NONE	501(C)(3)	OPERATING EXPENSES	1,000.
Total from continuation sheets				

123631 05-03-11

THE WEIL FOUNDATION
C/O GAFFEY DEANE & TALLEY, PLC
31-1627660

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WORLD VISION MICRO P.O. BOX 9716 FEDERAL WAY, WA 98063-9716	NONE	501(C)(3)	OPERATING EXPENSES	5,000.
WSHU PUBLIC RADIO 5151 PARK AVENUE FAIRFIELD, CT 06825	NONE	501(C)(3)	PUBLIC RADIO BROADCASTING	300.
Total from continuation sheets				

123631 08-03-11

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY MUTUAL FUNDS #424773	8.
GOLDMAN SACHS - 27193-6	51.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	59.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY MUTUAL FUNDS #424773	51,722.	10,722.	41,000.
GOLDMAN SACHS - 27193-6	117,128.	41,902.	75,226.
TOTAL TO FM 990-PF, PART I, LN 4	168,850.	52,624.	116,226.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	19,294.	0.		19,294.
TO FORM 990-PF, PG 1, LN 16B	19,294.	0.		19,294.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,182.	1,182.		0.
TO FORM 990-PF, PG 1, LN 18	1,182.	1,182.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	31,297.	31,297.		0.
MISCELLANEOUS	161.	161.		0.
TO FORM 990-PF, PG 1, LN 23	31,458.	31,458.		0.

FOOTNOTES STATEMENT 6

FORM 990-PF, BOX G - AMENDED RETURN:

REVENUE FROM CONTRIBUTIONS OF $500,700 WERE INCORRECTLY REPORTED ON THE ORIGINAL RETURN. THIS AMOUNT WAS RECEIVED FROM THE ORGANIZATION'S INVESTMENT IN TONTINE CAPITAL FUND II AS A RETURN OF ITS INVESTMENT AND IS CORRECTLY REPORTED ON THIS AMENDED RETURN

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS	1,537,328.	1,544,958.
GOLDMAN SACHS	1,038,765.	1,138,035.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,576,093.	2,682,993.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS PERRY PRIVATE OPPORTUNITIES FUND OFFSHORE, LP	COST	974,222.	949,141.
GOLDMAN SACHS INVESTMENT PARTNERS OFFSHORE, LP	COST	2,000,000.	2,142,377.
TONTINE CAPITAL OVERSEAS FUND II CLASS A	COST	1,832,850.	361,061.
TONTINE CAPITAL OVERSEAS FUND II CLASS S	COST	693,692.	6,421.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,500,764.	3,459,000.

FORM 990-PF PART XV - LINE 1A STATEMENT 9
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

AUDREY YORK WEIL
KENNETH M. WEIL

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2012

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
Fidelity Brokerage Account #613-424773:								
Alger Spectra Fund Class I	10/5/2011	1/3/2012	251.317	3,056.01	2,834.86	221.15		
	10/5/2011	4/11/2012	336.630	4,571.43	3,797.47	773.96		
	10/5/2011	5/30/2012	1,680.673	21,798.33	18,959.41	2,838.92		
Bear Pro Fund	6/15/2011	7/8/2011	2,355.158	43,217.15	46,066.89	(2,849.74)		
	8/8/2011	8/15/2011	2,134.555	42,819.18	45,337.95	(2,518.77)		
					(2,518.77)	2,518.77		Wash Sale Adjustment
	various	9/21/2011	4,044.949	82,678.76	84,863.03	(2,184.27)		
					(1,633.17)	1,633.17		Wash Sale Adjustment
	8/12/2011	10/18/2011	543.821	10,473.99	11,583.39	(1,109.40)		
					(1,109.40)	1,109.40		Wash Sale Adjustment
	various	10/31/2011	1,056.001	19,800.02	22,492.82	(2,692.80)		
					(2,692.80)	2,692.80		Wash Sale Adjustment
	various	11/7/2011	2,207.043	41,028.93	47,010.02	(5,981.09)		
					(5,981.09)	5,981.09		Wash Sale Adjustment
	various	12/12/2011	2,370.637	44,425.74	50,826.46	(6,400.72)		
					(6,400.72)	6,400.72		Wash Sale Adjustment
	11/17/2011	1/3/2012	917.070	16,571.45	20,037.98	(3,466.53)		
					(88.53)	88.53		Wash Sale Adjustment
	11/17/2011	1/31/2012	1,053.046	18,459.90	23,037.81	(4,577.91)		
	various	3/7/2012	2,817.305	47,640.63	61,635.04	(13,994.41)		
					(5,587.85)	5,587.85		Wash Sale Adjustment
	various	5/30/2012	2,484.738	42,737.50	45,898.42	(3,160.92)		
					(2,099.05)	2,099.05		Wash Sale Adjustment
	various	6/25/2012	2,941.090	50,322.05	52,624.85	(2,302.80)		
					(2,302.80)	2,302.80		Wash Sale Adjustment
	various	6/27/2012	3,338.392	56,285.29	59,649.59	(3,364.30)		
					(1,500.12)	1,500.12		Wash Sale Adjustment
Loomis Sayles Bond	various	1/3/2012	343.711	4,804.33	4,688.23	116.10		
	various	4/11/2012	52.039	754.27	710.11	44.16		
	various	6/4/2012	5,901.204	83,771.45	81,086.82	2,684.63		

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2012

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
Needham Aggressive Growth	5/5/2011	8/17/2011	11.466	159.04	205.47	(46.43)		
	5/5/2011	10/4/2011	4,621.826	59,298.03	82,823.12	(23,525.09)		
Nuveen Tradewinds	various	5/30/2012	222.390	6,122.40	6,916.61	(794.21)		
Pimco All Assets All Auth	2/7/2011	8/17/2011	462.476	5,040.99	4,832.87	208.12		
	2/7/2011	1/3/2012	281.912	2,827.58	2,940.34	(112.76)		
					(112.76)	112.76		Wash Sale Adjustment
Pimco High Yield	various	11/17/2011	15,449.735	137,785.64	136,884.65	900.99		
	10/17/2011	1/3/2012	1,384.601	12,463.10	12,378.33	84.77		
	10/17/2011	5/18/2012	15,022.822	137,733.28	134,466.21	3,267.07		
Pimco Short Term Institutional	6/17/2011	8/17/2011	1,967.926	19,318.71	19,482.47	(163.76)		
					(1.27)	1.27		Wash Sale Adjustment
	various	10/17/2011	13,873.272	135,377.13	137,369.38	(1,992.25)		
	various	12/23/2011	14,259.743	137,865.71	139,614.64	(1,748.93)		
ProFunds Mid Cap Growth	8/1/2011	8/4/2011	1,753.589	74,334.64	80,857.99	(6,523.35)		
	8/1/2011	8/8/2011	567.845	21,663.29	26,183.32	(4,520.03)		
	4/10/2012	4/13/2012	801.575	37,714.10	37,024.77	689.33		
	5/10/2012	5/16/2012	677.134	31,053.37	31,703.42	(650.05)		
ProFunds Mid Cap Value	various	7/20/2011	1,760.097	81,034.88	82,108.53	(1,073.65)		
					(1,073.65)	1,073.65		Wash Sale Adjustment
	various	7/25/2011	1,770.849	81,653.84	83,424.70	(1,770.86)		
					(1,770.86)	1,770.86		Wash Sale Adjustment
	various	8/1/2011	2,445.658	107,315.47	109,971.10	(2,655.63)		

Well Foundation
Realized Gains and Losses
For The Year Ended June 30, 2012

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
ProFunds Short Small Cap	9/21/2011	10/18/2011	1,666.910	15,185.55	16,535.75	(1,350.20)		
	9/21/2011	10/31/2011	6,667.642	57,541.75	66,143.01	(8,601.26)		
					(4,037.38)	4,037.38		Wash Sale Adjustment
	11/28/2011	1/3/2012	1,219.163	10,082.48	11,716.16	(1,633.68)		
					(1,633.68)	1,633.68		Wash Sale Adjustment
	11/28/2011	1/31/2012	1,232.562	9,638.63	12,274.27	(2,635.64)		
	various	4/11/2012	1,199.234	9,174.14	11,942.38	(2,768.24)		
	12/19/2011	5/30/2012	2,308.828	18,262.83	22,992.09	(4,729.26)		
Van Eck Intl Inv Gold	various	12/19/2011	280.973	5,327.25	6,054.98	(727.73)		
					(727.73)	727.73		
	various	2/6/2012	77.476	1,654.89	1,674.60	(19.71)		
	various	2/13/2012	443.385	9,151.47	9,583.50	(432.03)		
	various	4/11/2012	68.305	1,181.68	1,462.05	(280.37)		
					(280.37)	280.37		Wash Sale Adjustment
	various	5/30/2012	152.908	2,399.13	3,049.80	(650.67)		
					(62.21)	62.21		Wash Sale Adjustment
Fidelity Short-Term Totals				1,863,577.41	1,934,143.45	(70,566.04)		

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2012

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
Broadwind Energy Inc	4/2/2012	4/22/2012	23,689.000	8,839.69	134,790.00		(125,950.31)	
Brown Capital Management	8/31/2009	1/3/2012	119.274	5,280.25	3,910.99		1,369.26	
	8/31/2009	4/11/2012	23.399	1,108.63	767.09		341.54	
	8/31/2009	5/30/2012	502.936	23,114.95	16,487.86		6,627.09	
FMI Common Stock	8/31/2009	1/3/2012	420.166	10,218.44	8,953.74		1,264.70	
	8/31/2009	4/11/2012	28.404	733.12	605.40		127.72	
	8/31/2009	5/30/2012	887.915	21,922.61	18,924.83		2,997.78	
Hussman Strategic Growth	various	8/17/2011	846.430	10,469.73	11,655.34		(1,185.61)	
	various	1/3/2012	781.346	9,568.93	10,759.13		(1,190.20)	
					(110.96)		110.96	Wash Sale Adjustment
Hussman Strategic Total Return	10/6/2008	1/3/2012	375.967	4,609.67	4,417.61		192.06	
	10/6/2008	5/30/2012	479.799	5,918.71	5,638.64		280.07	
iShares Tr Dow Jones US Real	8/17/2009	8/17/2011	26.000	1,466.63	985.92		480.71	
	8/17/2009	9/6/2011	719.000	39,171.62	27,264.40		11,907.22	
Leuthold Asset Allocation	1/7/2009	8/18/2011	19.770	199.48	150.85		48.63	
	1/7/2009	1/3/2012	259.755	2,597.55	1,992.32		605.23	
	1/7/2009	4/11/2012	31.043	322.54	238.01		84.53	
Loomis Sayles Bond	various	8/12/2011	5,704.674	82,805.87	73,533.25		9,272.62	
	7/19/2010	11/23/2011	5,914.987	81,482.52	79,438.28		2,044.24	
	various	1/3/2012	826.385	11,551.02	11,271.88		279.14	
	various	4/11/2012	291.132	4,219.73	3,972.70		247.03	
	various	6/4/2012	82.090	1,165.32	1,127.98		37.34	

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2012

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
Nuveen Tradewinds	1/4/2010	1/3/2012	12.129	377.34	377.21		0.13	
	1/4/2010	4/2/2012	1,319.702	42,138.08	41,044.47		1,093.61	
	various	5/30/2012	519.943	14,314.03	16,170.92		(1,856.89)	
Patrick Inds Inc	4/2/2012	4/18/2012	4,700.000	43,522.47	42,413.00		1,109.47	
	4/2/2012	4/19/2012	4,000.000	36,090.79	28,000.00		8,090.79	
	4/2/2012	4/19/2012	86.000	786.67	602.00		184.67	
Pimco All Assets All Auth	2/7/2011	4/11/2012	97.382	1,019.59	1,016.50		3.09	
Pimco GNMA Instl	12/30/2008	8/17/2011	781.487	9,367.47	8,737.02		630.45	
	12/30/2008	1/3/2012	459.184	5,374.00	5,142.86		231.14	
Pimco Total Return	2/8/2010	8/17/2011	776.550	8,593.71	8,479.93		113.78	
	2/8/2010	5/30/2012	924.110	10,379.48	10,104.18		275.30	
Van Eck Intl Inv Gold	6/1/2010	8/17/2011	406.473	9,812.27	8,759.49		1,052.78	
	various	12/19/2011	266.719	5,056.99	5,747.78		(690.79)	
					(690.79)		690.79	Wash Sale Adjustment
	various	1/30/2012	835.858	17,945.87	18,062.89		(117.02)	
					(26.07)		26.07	Wash Sale Adjustment
	various	2/6/2012	261.046	5,575.94	5,642.35		(66.41)	
	various	2/13/2012	8.097	167.12	175.01		(7.89)	
	various	4/11/2012	7.674	132.75	164.25		(31.50)	
					(31.50)		31.50	Wash Sale Adjustment
	various	5/30/2012	217.225	3,408.25	4,332.61		(924.36)	
					(924.36)		924.36	Wash Sale Adjustment
Westmoreland Coal Co	4/2/2012	4/18/2012	3,736.000	34,972.18	31,756.00		3,216.18	

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2012

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)
Yacktman Focused Fund	1/4/2010	1/3/2012	328.242	6,243.17	5,445.53		797.64
	1/4/2010	5/30/2012	1,152.386	22,125.82	19,113.43		3,012.39
Fidelity Long-Term Totals				604,171.00	676,389.97		(72,218.97)
Goldman Sachs Brokerage Account #030-27193-6:							
GS Investment Grade Credit Fund Institutional Shs	8/7/2009	10/5/2011	12,927.160	125,134.88	112,078.45		13,056.43
GS Investment Grade Credit Fund Institutional Shs	8/13/2009	10/5/2011	564.780	5,467.10	4,958.80		508.30
GS Investment Grade Credit Fund Institutional Shs	8/13/2009	4/17/2012	16,519.500	158,587.19	145,041.20		13,545.99
GS Investment Grade Credit Fund Institutional Shs	8/31/2009	4/17/2012	293.770	2,820.18	2,602.79		217.39
GS Investment Grade Credit Fund Institutional Shs	9/30/2009	4/17/2012	383.600	3,682.52	3,448.53		233.99
GS Investment Grade Credit Fund Institutional Shs	10/27/2009	4/17/2012	12,386.470	118,910.11	111,354.36		7,555.75
Goldman Sachs Long-Term Totals				414,601.98	379,484.13		35,117.85

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions
THE WEIL FOUNDATION
C/O GAFFEY DEANE & TALLEY, PLC

Employer identification number (EIN) or
☒ 31-1627660

Number, street, and room or suite no. If a P.O. box, see instructions.
3400 FRANKLIN MANOR CT.

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
FAIRFAX, VA 22033

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ KENNETH M. WEIL 25 BUTLER'S ISLAND ROAD - DARIEN, CT 06820-6203

Telephone No. ▶ 203-656-3166 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2013.

5 For calendar year ______, or other tax year beginning JUL 1, 2011, and ending JUN 30, 2012.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
INFORMATION NECESSARY TO COMPLETE AN ACCURATE AND TIMELY FILED TAX RETURN HAS NOT BEEN RECEIVED FROM THIRD PARTIES.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 4,341.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶

Form 8868 (Rev. 1-2012)

123842
01-06-12