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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

OMB No 1545-0052

**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

09/01, 2011, and ending

08/31, 2012

Name of foundation <b>ROBERT LEE WEISS FOUNDATION 3002252</b>		<b>A Employer identification number</b> 62-1261218						
Number and street (or P O box number if mail is not delivered to street address) <b>800 S. GAY STREET</b>		<b>B Telephone number (see instructions)</b> (865) 971-2023						
City or town, state, and ZIP code <b>KNOXVILLE, TN 37995-1230</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>						
<b>G</b> Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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	<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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							
<b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 2,654,797.</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)								

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)		NONE			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities		82,321.	82,321.		STMT 1
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		28,063.			
<b>b</b> Gross sales price for all assets on line 6a <b>1,086,123.</b>					
<b>7</b> Capital gain net income (from Part IV, line 2)			28,063.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12</b> Total. Add lines 1 through 11		110,384.	110,384.		
<b>13</b> Compensation of officers, directors, trustees, etc.		25,545.	12,773.		12,773.
<b>14</b> Other employee salaries and wages			NONE	NONE	
<b>15</b> Pension plans, employee benefits			NONE	NONE	
<b>16a</b> Legal fees (attach schedule)					
<b>b</b> Accounting fees (attach schedule)					
<b>c</b> Other professional fees (attach schedule)					
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instructions) STMT. 4		3,158.			
<b>19</b> Depreciation (attach schedule) and depletion					
<b>20</b> Occupancy					
<b>21a</b> Travel, conferences, and meetings			NONE	NONE	
<b>22</b> Printing and publications			NONE	NONE	
<b>23</b> Other expenses (attach schedule) STMT. 5		171.			
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		28,874.	12,773.	NONE	12,773.
<b>25</b> Contributions, gifts, grants paid		134,000.			134,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		162,874.	12,773.	NONE	146,773.
<b>27</b> Subtract line 26 from line 12					
<b>a</b> Excess of revenue over expenses and disbursements		-52,490.			
<b>b</b> Net investment income (if negative, enter -0-)			97,611.		
<b>c</b> Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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Revenue

Operating and Administrative Expenses

2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .		202,536.	14,872.	14,872.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	STMT 6	328,365.	175,969.	181,114.
	b	Investments - corporate stock (attach schedule) . . . . .	STMT 7	1,515,504.	1,801,708.	1,997,984.
	c	Investments - corporate bonds (attach schedule) . . . . .	STMT 11	427,302.	427,302.	460,827.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		2,473,707.	2,419,851.	2,654,797.	
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .		2,473,707.	2,419,851.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		2,473,707.	2,419,851.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		2,473,707.	2,419,851.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	2,473,707.
2	Enter amount from Part I, line 27a . . . . .	2	-52,490.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,421,217.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	1,366.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,419,851.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,076,059.		1,058,060.	17,999.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			17,999.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	28,063.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	139,970.	2,521,257.	0.055516
2009	132,575.	2,476,323.	0.053537
2008	138,296.	2,612,102.	0.052944
2007	137,740.	2,834,931.	0.048587
2006	130,602.	2,831,573.	0.046123
<b>2 Total of line 1, column (d)</b>			2 0.256707
<b>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</b>			3 0.051341
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>			4 2,476,766.
<b>5 Multiply line 4 by line 3</b>			5 127,160.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			6 976.
<b>7 Add lines 5 and 6</b>			7 128,136.
<b>8 Enter qualifying distributions from Part XII, line 4</b> If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 146,773.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	976.
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 . . . . .			
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	
3 Add lines 1 and 2 . . . . .		3	976.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	976.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a		
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	NONE	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	22.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	998.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . 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 checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TN		
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 . . . . . STMT. 13		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

**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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SEE STATEMENT 14 Telephone no <input type="checkbox"/>			
Located at <input type="checkbox"/> ZIP + 4 <input type="checkbox"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
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 <input type="checkbox"/>	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)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	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 beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		25,545.	-0-	-0-

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

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

**Total** number of other employees paid over \$50,000 ☐ NONE

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

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

Total number of others receiving over \$50,000 for professional services . . . . . **NONE****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 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,405,344.
b	Average of monthly cash balances	1b	109,139.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,514,483.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,514,483.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,717.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,476,766.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	123,838.

**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	123,838.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	976.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	976.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	122,862.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	122,862.
6	Deduction from distributable amount (see instructions)	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	122,862.

**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	146,773.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	146,773.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	976.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	145,797.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				122,862.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only . . . . .			NONE	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .				NONE
b From 2007 . . . . .				NONE
c From 2008 . . . . .				11,226.
d From 2009 . . . . .				9,877.
e From 2010 . . . . .				18,135.
f Total of lines 3a through e . . . . .	39,238.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 146,773.				
a Applied to 2010, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				122,862.
e Remaining amount distributed out of corpus . .	23,911.			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	63,149.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	63,149.			
10 Analysis of line 9:				
a Excess from 2007 . . .	NONE			
b Excess from 2008 . . .	11,226.			
c Excess from 2009 . . .	9,877.			
d Excess from 2010 . . .	18,135.			
e Excess from 2011 . . .	23,911.			

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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)				
<b>a Paid during the year</b>  SEE STATEMENT 27				
<b>Total</b> . . . . .			▶ <b>3a</b>	134,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	





## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AIRGAS INC	32.	32.
THE ALLSTATE CORPORATION	244.	244.
AMERIPRISE FINANCIAL INC.	144.	144.
APACHE CORP	72.	72.
APPLE COMPUTER INC	40.	40.
BB&T CORPORATION	143.	143.
BANK OF AMERICA CORP	40.	40.
BANK OF AMER CRP MTN 4.750% 5/15/16	3,563.	3,563.
FIRST TENNESSEE BANK DEPOSIT ACCOUNT	45.	45.
CF INDUSTRIES HOLDINGS INC	52.	52.
CVS CORP	143.	143.
CAPITAL ONE FIN CORP	15.	15.
CISCO SYSTEMS	148.	148.
CISCO SYSTEMS 3.150% 3/14/17	1,890.	1,890.
COHEN & STEERS INSTL RLTY SH	303.	303.
COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/	238.	238.
COLGATE-PALM CO MTN 2.625% 5/01/17	1,827.	1,827.
CONOCOPHILLIPS	413.	413.
COSTCO WHOLESALE CORP	29.	29.
DANAHER CORP	16.	16.
DARDEN RESTUARANTS INC-W/I	273.	273.
DODGE & COX INCOME FUND (DODIX)	145.	145.
DR PEPPER SNAPPLE GROUP INC	170.	170.
AMERICAN EUROPACIFIC GRTH-F2	2,170.	2,170.
FFCB 4.500% 5/04/12	6,750.	6,750.
FFCB 4.750% 12/12/13	4,750.	4,750.
FEDERATED INVESTORS INC-CL B	102.	102.
FEDERATED TOTAL RETURN BOND FUND-IN	744.	744.
FEDERATED ULTRA SHORT FD-INS	631.	631.
FIDELITY ADV FLO RT H/I-I	1,053.	1,053.
FIRSTBANK PR CD 1.200% 11/14/11	227.	227.
ABSOLUTE STRATEGIES FUND I	30.	30.
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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FREPORTCMORAN COPPERAND GOLD INC	198.	198.
GE MONEY BANK CD 1.550% 12/18/12	1,166.	1,166.
GENERAL DYNAMICS CORP	233.	233.
GOLDMAN SACHS GROUP INC	22.	22.
GOLDMAN SACHS FIN SQ GOVT-INSTL	3.	3.
HAMILTON CNTY TN 1.800% 3/01/13	1,350.	1,350.
HARBOR INTERNATIONAL FUND	2,725.	2,725.
HARMAN INTERNATIONAL INDS	31.	31.
HARRIS CORP DEL	286.	286.
HIGHLAND DIVIDEND EQUITY-Y	2,251.	2,251.
IBM	83.	83.
JP MORGAN CHASE & CO	220.	220.
JOHN HANCOCK II STR INC I	766.	766.
KOHL'S DEPT STORE	179.	179.
L3 COMMUNICATIONS HLDGS INCCOM	211.	211.
LORD ABBETT INCOME-I	1,564.	1,564.
LORD ABBETT SHT DUR INCOME-I	1,086.	1,086.
LORD ABBETT HIGH YIELD-I	2,430.	2,430.
LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9	191.	191.
MFS EMERGING MKTS DEBT FD I	1,349.	1,349.
MCKESSON HBOC INC	73.	73.
MERRILL LYNCH MTN 5.450% 7/15/14	5,450.	5,450.
METLIFE INC	164.	164.
MURPHY OIL CORP	214.	214.
NATIONAL-OILWELL INC	72.	72.
NUCOR CORP	75.	75.
ORACLE CORPORATION	78.	78.
PIMCO LOW DURATION FUND INST CL	122.	122.
PIMCO TOTAL RETURN II-INSTL	298.	298.
PIMCO HIGH YIELD FUND-INSTL	2,110.	2,110.
PPL CORPORATION	344.	344.
PIMCO COMMODITY REALRETURN STR FD	10,599.	10,599.
PIMCO INCOME FUND-INS	216.	216.

3002252

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STATEMENT 2



## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
T ROWE PRICE HIGH YEILD BOND FUND	230.	230.
PROCTER & GAMBLE CO 4.850% 12/15/15	2,425.	2,425.
PUBLIC SERVICE ENTERPRISE GROUP INC	292.	292.
ROPER INDS INC	51.	51.
ST JUDE MEDICAL INC	154.	154.
SCRIPPS NETWORKS	75.	75.
TARGET CORP	176.	176.
TEMPLETON GLOBAL BOND FUND-AD	1,608.	1,608.
THERMO FISHER SCIENTIFIC INC	38.	38.
TRAVELERS COMPANIES INC	243.	243.
UNION PACIFIC	182.	182.
UNUMPROVIDENT CORP	160.	160.
VALERO ENERGY CORP	98.	98.
VANGUARD REIT INDEX FUND-SIG	1,873.	1,873.
VANGUARD INTRM TRM BD IDX-SI	125.	125.
VANGUARD INFLATION-PROTECTED-AD	69.	69.
VANGUARD EMRG MK STK INDX-SG	3,587.	3,587.
VANGUARD GROWTH INDEX FD-SIG	902.	902.
VANGUARD SMALL CAP VALUE STK INSTL	2,495.	2,495.
VANGUARD S/C GROWTH INDX INS	639.	639.
VERIZON COMMUNICATIONS	510.	510.
VICTORY ESTABLISHED VALUE-I	1,272.	1,272.
WAL-MART STORES	266.	266.
WAL-MART STORES 4.500% 7/01/15	2,250.	2,250.
	-----	-----
TOTAL	82,321.	82,321.
	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX PAYMENT - PRIOR YE	2,129.
FOREIGN TAXES ON QUALIFIED FOR	870.
FOREIGN TAXES ON NONQUALIFIED	159.
	-----
TOTALS	3,158.
	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
OTHER ALLOCABLE EXPENSE-PRINCI	171.
	-----
TOTALS	171.
	=====

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
FFCB NOTES	100,969.	105,722.
HAMILTON COUNTY TN	75,000.	75,392.
	-----	-----
TOTALS	175,969.	181,114.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HARBOR INTERNATIONAL FUND	80,184.	106,219.
APPLE INC	5,246.	9,979.
FIDELITY ADV FLO RT	41,854.	42,353.
AMERICAN FUNDS EUROPACIFIC	88,319.	107,286.
GOOGLE INC	10,168.	12,332.
BANK AMERICA CORP	7,640.	7,918.
CVS	7,057.	8,746.
COLUMBIA ACORN FUND	88,462.	86,875.
DANAHER CORP	5,561.	8,250.
DODGE & COX INCOME FUND		
FEDERATED ULTRA SHORT FUND		
GILEAD SCIENCES INC	6,508.	8,307.
HIGHLAND DIVIDEND EQUITY	145,551.	153,722.
KOHL'S CORP	5,761.	8,248.
INTERNATIONAL BUSINESS MACHINE		
ITT INDUSTRIES		
LORD ABBETT INCOME	41,020.	42,482.
LORD ABBETT SHORT DURATION	41,784.	42,237.
MFS EMERGING MKTS	40,222.	42,652.
PIMCO INCOME FUND		
UNION PACIFIC	4,247.	7,894.
VANGUARD SMALL CAP VALUE EFF	37,966.	56,856.
VERIZON COMMUNICATIONS	5,938.	8,631.
ST. JUDE MEDICAL	8,993.	7,363.
SCRIPPS NETWORKS	6,999.	8,274.
WATSON PHARMACEUTICALS	3,238.	8,216.
VANGUARD INTER TERM BOND	31,547.	31,625.
ALLSTATE CORP	7,389.	8,686.
ABSOLUTE STRATEGIES FUND	81,467.	84,079.

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
APACHE CORP	10,494.	10,976.
BMC SOFTWARE	9,014.	9,605.
CISCO SYSTEMS	14,093.	10,876.
CONOCO PHILLIPS	6,927.	11,074.
COSTCO WHOLESALE GROUP		
DARDEN RESTAURANTS	6,423.	7,896.
FISERV INC.	6,367.	9,413.
GENERAL DYNAMICS CORP	7,894.	7,796.
GOLDMAN SACHS GROUP		
HARMAN INTERNATIONAL	8,381.	9,436.
HARRIS CORPORATION	8,503.	10,676.
LABORATORY CORP AMERICA	6,342.	7,124.
LOWES COMPANIES	7,027.	8,601.
LSI CORPORATION	7,209.	12,565.
L3 COMMUNICATIONS HOLDINGS	7,198.	7,797.
NATIONAL OILWELL INC	7,706.	12,529.
NUCOR CORP		
O REILLY AUTOMOTIVE		
ORACLE CORPORATION	6,658.	9,748.
PPL CORPORATION	6,401.	6,658.
PROCTOR & GAMBLE		
PUBLIC SERVICE ENTERPRISE	5,870.	6,300.
STERICYCLE INC.	4,718.	7,688.
ROPER INDUSTRIES	6,046.	8,429.
TARGET CORP	4,240.	8,204.
T ROWE PRICE HIGH YIELD		
TEMPLETON GLOBAL BOND FUND	42,266.	42,535.
VANGUARD INFLATION PROTECTED		
WAL MART STORES	5,534.	9,220.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
MURPHY OIL CORPORATION	12,050.	11,190.
VANGUARD S/C GROWTH INDEX	43,078.	57,804.
PIMCO LOW DURATION FUND		
PIMCO TOTL RETURN		
VANGUARD GROWTH INDEX	93,111.	101,911.
CONSTELLATION BRANDS	4,796.	10,475.
COLGATE PALMOLIVE	5,914.	9,355.
FEDERATED INVESTORS		
FREEPORTMCMORAN	6,933.	8,414.
JP MORGAN CHASE & CO	9,053.	8,282.
MCKESSON CORP	2,804.	7,056.
METLIFE	8,002.	8,771.
THERMO FISHER SCIENTIFIC	5,810.	8,316.
TRAVELERS COMPANIES	5,204.	8,028.
UNUM PROVIDENT	6,242.	8,116.
JANUS PERKINS MID CAP VALUE		
VALERO ENERGY		
PIMCO COMMODITY REALRETURN	91,074.	85,463.
VANGUARD EMERGING MARKETS		
VANGUARD REIT INDEX		
VICTORY ESTABLISHED VALUE	153,667.	152,681.
FEDERATED TOTAL RETURN	31,084.	31,676.
JOHN HANCOCK STR INC	20,582.	21,161.
LORD ABBETT HIGH YIELD	57,782.	59,778.
PIMCO HIGH YIELD	57,381.	59,563.
GE MONEY BANK	75,000.	75,258.
AMERIPRISE FINANCIAL	8,012.	8,511.
CAPITAL ONE FINANCIAL	7,384.	7,914.
CF INDUSTRIES HOLDINGS	5,483.	7,245.

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
DR PEPPER SNAPPLE	8,274.	9,634.
NABORS INDUSTRIES	12,758.	11,521.
NVIDIA CORPORATION	10,561.	10,523.
COHEN & STEERS INSTL RLTY	61,237.	64,962.
	-----	-----
TOTALS	1,801,708.	1,997,984.
	=====	=====



ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
PROCTER & GAMBLE	50,343.	56,806.
WAL MART STORES	48,976.	55,320.
MERRILL LYNCH MTN	100,381.	107,001.
BANK OF AMERICA	75,000.	78,290.
CISCO SYSTEMS	76,760.	82,336.
COLGATE PALMOLIVE	75,842.	81,074.
	-----	-----
TOTALS	427,302.	460,827.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

-----

-----

ROUNDING/TIMING DIFFERENCES

1,366.

-----

TOTAL

1,366.

=====

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

=====

NOT REQUIRED BY THE STATE OF TENNESSEE

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: FIRST TENNESSEE BANK NA

ADDRESS: TRUST DIVISION, 800 S. GAY STREET  
KNOXVILLE, TN 37995-1230

TELEPHONE NUMBER: (865) 971-2280

FORM.990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

FIRST TENNESSEE BANK

ADDRESS:

TRUST DIVISION

KNOXVILLE, TN 37995-12,

TITLE:

TRUSTEE

COMPENSATION .....

25,545.

OFFICER NAME:

MRS. MARY ELLEN RODDY MITCHELL

ADDRESS:

C/O FIRST TENNESSEE BANK TRUST DIVI

KNOXVILLE, TN 37995-12,

TITLE:

MANAGER

OFFICER NAME:

ROBERT MCDONALD

ADDRESS:

C/O FIRST TENNESSEE BANK TRUST DIVI

KNOXVILLE, TN 37995-12,

TITLE:

MANAGER

OFFICER NAME:

DAVID LANTZ, EXECUTIVE VICE PRESIDE

ADDRESS:

FIRST TENNESSEE BANK TRUST DIVISION

KNOXVILLE, TN 37995-12,

TITLE:

MANAGER

TOTAL COMPENSATION:

25,545.

=====

RECIPIENT NAME:

DAVID B. LANTZ

ADDRESS:

FIRST TENNESSEE BANK TRUST DIVISION  
KNOXVILLE, TN 37995-1230

RECIPIENT'S PHONE NUMBER: 865-971-2023

FORM, INFORMATION AND MATERIALS:

GRANT APPLICATION FORM - CONTACT  
THE FOUNDATION FOR A COPY

SUBMISSION DEADLINES:

JUNE 30 OF CURRENT FISCAL YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE GRANT POLICY - CONTACT  
THE FOUNDATION FOR A COPY

RECIPIENT NAME:  
OPERATION INASMUCH  
ADDRESS:  
4815 SANTA MONICA ROAD  
KNOXVILLE, TN 37918  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
COMMUNITY SERVICE PROJECTS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
BAPTIST COLLEGIATE  
MINISTRY  
ADDRESS:  
1811 MELROSE AVENUE  
KNOXVILLE, TN 37916  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CAPITAL PROJECTS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
HELEN ROSS MCNABB MENTAL HEALTH  
FOUNDATION  
ADDRESS:  
201 WEST SPRINGDALE AVENUE  
KNOXVILLE, TN 37909  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
MENTAL HEALTH PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 2,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

## RECIPIENT NAME:

KNOXVILLE-KNOX COUNTY  
COUNCIL ON AGING

## ADDRESS:

2247 WESTERN AVENUE  
KNOXVILLE, TN 37950-1650

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

ACCESSIBLE EQUIPMENT FOR SENIORS

## FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 3,000.

## RECIPIENT NAME:

THE NEXT DOOR

## ADDRESS:

P.O. BOX 282  
KNOXVILLE, TN 37901

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

ASSISTANCE TO WOMEN IN CRISIS SITUATIONS

## FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

THE SALVATION ARMY  
KNOXVILLE AREA COMMAND

## ADDRESS:

409 N. BROADWAY  
KNOXVILLE, TN 37917

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

EMERGENCY ASSISTANCE PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 3,000.



RECIPIENT NAME:  
KING COLLEGE, INC.  
ADDRESS:  
1350 KING COLLEGE ROAD  
BRISTOL, TN 37620  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP FUNDING  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
WEST END ACADEMY  
ADDRESS:  
5311 MCKAMEY ROAD  
KNOXVILLE, TN 37921  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FINANCIAL ASSISTANCE TO STUDENTS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
SECOND HARVEST FOOD BANK  
ADDRESS:  
136 HARVEST LANE  
MARYVILLE, TN 37801  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PURCHASE OF FOOD  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
SAFE SPACE  
ADDRESS:  
636 MIDDLE CREEK ROAD  
SEVIERVILLE, TN 37862  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
DOMESTIC VIOLENCE PREVENTION PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
KNOXVILLE HABITAT FOR  
HUMANITY  
ADDRESS:  
P.O. BOX 27478  
KNOXVILLE, TN 37927  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
HOME CONSTRUCTION MATERIALS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
INTERFAITH HEALTH CLINIC  
ADDRESS:  
315 GILL AVENUE  
KNOXVILLE, TN 37917  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PATIENT CARE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 12,000.

RECIPIENT NAME:  
THOMPSON CANCER SURVIVAL  
CENTER FOUNDATION  
ADDRESS:  
1915 WHITE AVENUE  
KNOXVILLE, TN 37916  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CANCER OUTREACH SERVICES  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
CARSON-NEWMAN COLLEGE  
ADDRESS:  
1646 RUSSELL AVENUE  
JEFFERSON CITY, TN 37760  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
VOCATIONAL MINISTRY SCHOLARSHIPS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
LINCOLN MEMORIAL UNIVERSITY  
ADDRESS:  
6965 CUMBERLAND GAP PARKWAY  
HARROGATE, TN 37752  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FINANCIAL ASSISTANCE TO NURSING SCHOOL  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
CENTRAL BAPTIST CHURCH OF  
FOUNTAIN CITY  
ADDRESS:  
5364 NORTH BROADWAY STREE  
KNOXVILLE, TN 37918  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
LEADERSHIP TRAINING AND MISSIONS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
CHILD & FAMILY TENNESSEE  
ADDRESS:  
901 EAST SUMMITT HILL DR  
KNOXVILLE, TN 37915  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FAMILY CRISIS CENTER OPERATIONS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
KNOX COUNTY ASSOCIATION  
OF BAPTISTS  
ADDRESS:  
7709 WESTLAND DRIVE  
KNOXVILLE, TN 37939-1028  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
MISSIONS SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
MENTAL HEALTH ASSOCIATION  
OF EAST TENNESSEE  
ADDRESS:  
P.O. BOX 32731  
KNOXVILLE, TN 37930-2731  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
OUTREACH ACTIVITIES TO PREVENT SUICIDE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
SERTOMA CENTER, INC.  
ADDRESS:  
1400 E. FIFTH AVENUE  
KNOXVILLE, TN 37917  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RECREATION AND WELLNESS PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
GOODWILL INDUSTRIES -  
KNOXVILLE, INC.  
ADDRESS:  
5508 KINGSTON PIKE  
KNOXVILLE, TN 37939-1066  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
NURSING TRAINING PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

THE LADIES OF CHARITY

ADDRESS:

1031 N. CENTRAL STREET

KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOOD PANTRY

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

TN BAPTIST ADULT HOME

ADDRESS:

5001 MARYLAND WAY

BRENTWOOD, TN 37027-7509

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PURCHASE OF VAN FOR GROUP HOME USE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

SECOND HARVEST FOOD BANK

OF NORTHEAST TENNESSEE

ADDRESS:

127 DILLON COURT

GRAY, TN 37615

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOOD PURCHASES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
VOLUNTEER MINISTRY CENTER  
ADDRESS:  
103 S. GAY STREET  
KNOXVILLE, TN 37902  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
HOUSING SUPPORT, REFUGE, AND HOLIDAY STORE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
CATHOLIC CHARITIES OF  
EAST TENNESSEE  
ADDRESS:  
3009 LAKE BROOK BLVD  
KNOXVILLE, TN 37909  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SENIOR CITIZEN HOUSING AND SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
EMERALD YOUTH FOUNDATION  
ADDRESS:  
1718 N. CENTRAL STREET  
KNOXVILLE, TN 37917  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
LEADERSHIP TRAINING FOR YOUTH  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

## RECIPIENT NAME:

KNOXVILLE LEADERSHIP  
FOUNDATION

## ADDRESS:

901 E. SUMMITT HILL DRIVE  
KNOXVILLE, TN 37915

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

MENTORING PROGRAM FOR CHILDREN

## FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

FOCUS GROUP PRISON  
MINISTRIES

## ADDRESS:

6300 DEANE HILL DRIVE  
KNOXVILLE, TN 37919

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

FINANCIAL ASSISTANCE TO CLIENTS AND SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

JOHNSON UNIVERSITY  
F/K/A JOHNSON BIBLE COLLEGE

## ADDRESS:

7900 JOHNSON DRIVE  
KNOXVILLE, TN 37998

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIP FUNDING

## FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 5,000.



RECIPIENT NAME:

YOUNG LIFE

ADDRESS:

911 MOUNTCASTLE ROAD

KNOXVILLE, TN 37916

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OUTREACH TO TEENAGERS - CAMPING PROGRAM

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 7,000.

RECIPIENT NAME:

THE NAVIGATORS

ADDRESS:

P.O. BOX 6000

COLORADO SPRINGS, CO 80934

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OUTREACH ACTIVITIES IN TENNESSEE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 4,000.

TOTAL GRANTS PAID:

134,000.

=====

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2011**

Name of estate or trust

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b> SHORT-TERM CAPITAL GAIN DIVIDENDS					1,467.

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	-2,183.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►	<b>5</b>	-716.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					8,597.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	20,182.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ►	<b>12</b>	28,779.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

**Part III Summary of Parts I and II****Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-716.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		28,779.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		28,063.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of:	<b>16</b>	( )
a	The loss on line 15, column (3) or b \$3,000 . . . . .		

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15 ) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2011

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

OMB No 1545-0092

**2011**

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number

62-1261218

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo, day, yr )	(c) Date sold (mo, day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 20. GOLDMAN SACHS GROUP IN	08/12/2011	10/06/2011	1,890.00	2,849.00	-959.00
60. NUCOR CORP	08/12/2011	10/06/2011	1,996.00	2,398.00	-402.00
822.666 DODGE & COX INCOME (DODIX)	02/15/2011	12/06/2011	10,950.00	10,925.00	25.00
193. FEDERATED ULTRA SHORT	02/15/2011	12/06/2011	1,764.00	1,776.00	-12.00
1282.139 PIMCO INCOME FUND	02/15/2011	12/06/2011	14,104.00	14,386.00	-282.00
1663.17 T ROWE PRICE HIGH FUND	02/15/2011	12/06/2011	10,711.00	11,542.00	-831.00
382.523 VANGUARD INFLATION D	02/15/2011	12/06/2011	10,764.00	9,626.00	1,138.00
100. AIRGAS INC	10/06/2011	01/04/2012	7,987.00	6,530.00	1,457.00
15. COSTCO WHOLESALE CORP	05/04/2011	01/04/2012	1,262.00	1,212.00	50.00
125. FEDERATED INVESTORS I	08/12/2011	01/04/2012	2,000.00	2,378.00	-378.00
490. VALERO ENERGY CORP	08/12/2011	01/12/2012	10,197.00	12,656.00	-2,459.00
1144. COLUMBIA ACORN FUND-	02/15/2011	01/24/2012	33,897.00	35,933.00	-2,036.00
2596. ABSOLUTE STRATEGIES	08/12/2011	01/24/2012	28,608.00	28,391.00	217.00
1325. LORD ABBETT SHT DUR	02/15/2011	01/24/2012	6,042.00	6,082.00	-40.00
222. PIMCO COMMODITY REALR	02/15/2011	01/24/2012	1,496.00	2,056.00	-560.00
1102. VANGUARD REIT INDEX	02/15/2011	01/24/2012	25,016.00	24,277.00	739.00
2188. VANGUARD EMRG MK STK	02/15/2011	01/24/2012	72,635.00	80,839.00	-8,204.00
275. BB&T CORPORATION	10/06/2011	04/10/2012	8,255.00	5,805.00	2,450.00
10. APPLE COMPUTER INC	05/04/2011	04/11/2012	6,264.00	3,497.00	2,767.00
5. CF INDUSTRIES HOLDINGS	01/04/2012	04/11/2012	910.00	783.00	127.00
35. HARMAN INTERNATIONAL I	01/12/2012	04/11/2012	1,542.00	1,436.00	106.00
3. VANGUARD GROWTH INDEX F	01/24/2012	04/11/2012	99.00	93.00	6.00
2.5 PHILLIPS 66	04/11/2012	06/04/2012	74.00	89.00	-15.00
10. CF INDUSTRIES HOLDINGS	01/04/2012	07/18/2012	2,068.00	1,566.00	502.00

**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2011

**Continuation Sheet for Schedule D**  
**(Form 1041)**

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

Name of estate or trust

ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number

62-1261218

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

<b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .	<b>-2,183.00</b>
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**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2011

\* INDICATES WASH SALE

JSA  
1F1221 2 000

ATE975 K483 12/03/2012 09:20:57

3002252

62 -

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b> 42. GOLDMAN SACHS GROUP INC	08/15/2007	10/06/2011	3,969.00	7,229.00	-3,260.00
148. NUCOR CORP	04/01/2009	10/06/2011	4,923.00	6,038.00	-1,115.00
75000. FIRSTBANK PR CD 11/14/11	05/07/2010	11/14/2011	75,000.00	75,000.00	
251.162 DODGE & COX INCOME (DODIX)	03/10/2010	12/06/2011	3,343.00	3,308.00	35.00
2360.538 PIMCO LOW DURATIO CL	08/12/2010	12/06/2011	24,384.00	24,927.00	-543.00
2360.538 PIMCO LOW DURATIO CL	08/12/2010	12/06/2011	-24,384.00	-24,927.00	543.00
2360.538 PIMCO LOW DURATIO CL	08/12/2010	12/06/2011	24,361.00	24,927.00	-566.00
104. COSTCO WHOLESALE CORP	04/01/2009	01/04/2012	8,752.00	4,821.00	3,931.00
301. FEDERATED INVESTORS INC	03/24/2009	01/04/2012	4,817.00	6,652.00	-1,835.00
53. IBM	09/13/2005	01/12/2012	9,559.00	4,288.00	5,271.00
122. O'REILLY AUTOMOTIVE INC	11/06/2009	01/12/2012	9,916.00	4,727.00	5,189.00
181. AMERICAN EUROPACIFIC	01/04/2010	01/24/2012	6,719.00	7,124.00	-405.00
176. HARBOR INTERNATIONAL	01/04/2010	01/24/2012	9,928.00	9,854.00	74.00
4735. VANGUARD SMALL CAP V INSTL	01/04/2010	01/24/2012	76,091.00	69,798.00	6,293.00
3345. VANGUARD S/C GROWTH	09/26/2008	01/24/2012	76,500.00	61,288.00	15,212.00
35. THE ALLSTATE CORPORATI	08/15/2007	04/11/2012	1,124.00	1,873.00	-749.00
60. BANK OF AMERICA CORP	04/01/2009	04/11/2012	527.00	424.00	103.00
35. CVS CORP	01/23/2008	04/11/2012	1,531.00	1,287.00	244.00
45. CISCO SYSTEMS	08/15/2007	04/11/2012	896.00	1,377.00	-481.00
10. DANAHER CORP	09/26/2008	04/11/2012	536.00	352.00	184.00
15. FISERV INC	08/15/2007	04/11/2012	1,026.00	724.00	302.00
15. GILEAD SCIENCES INC	10/06/2009	04/11/2012	689.00	685.00	4.00
10. HARRIS CORP DEL	10/06/2009	04/11/2012	436.00	373.00	63.00
10. JP MORGAN CHASE & CO	09/26/2008	04/11/2012	438.00	440.00	-2.00
35. LSI LOGIC CORP	01/23/2008	04/11/2012	285.00	139.00	146.00

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2011

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Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b> 110. LOWE'S COMPANIES INC EXP 9/9/98	02/15/2011	04/11/2012	3,419.00	2,776.00	643.00
5. NATIONAL-OILWELL INC	12/31/2009	04/11/2012	386.00	223.00	163.00
7797.525 PIMCO COMMODITY R STR FD	02/15/2011	04/11/2012	51,620.00	72,205.00	-20,585.00
15. ROPER INDS INC	01/20/2011	04/11/2012	1,441.00	1,107.00	334.00
5. TARGET CORP	03/24/2009	04/11/2012	285.00	166.00	119.00
2248.797 VANGUARD REIT IND	02/15/2011	04/11/2012	52,487.00	49,541.00	2,946.00
10. WAL-MART STORES	08/15/2007	04/11/2012	597.00	436.00	161.00
150000. FFCB 5/04/12	06/09/2005	05/04/2012	150,000.00	152,396.00	-2,396.00
77.5 PHILLIPS 66	05/04/2011	06/04/2012	2,289.00	1,517.00	772.00
25. THE ALLSTATE CORPORATI	02/11/2008	07/18/2012	850.00	1,269.00	-419.00
25. BMC SOFTWARE INC	05/04/2011	07/18/2012	1,008.00	1,178.00	-170.00
35. CVS CORP	01/23/2008	07/18/2012	1,698.00	1,287.00	411.00
15. COLGATE PALMOLIVE CO W EXP 10/24/98	05/04/2011	07/18/2012	1,585.00	1,195.00	390.00
150. CONSTELLATION BRANDS	05/04/2011	07/18/2012	4,351.00	3,108.00	1,243.00
15. DARDEN RESTUARANTS INC	08/15/2007	07/18/2012	765.00	616.00	149.00
3633.848 FEDERATED ULTRA S	02/15/2011	07/18/2012	33,431.00	33,431.00	
10. FISERV INC	05/04/2011	07/18/2012	715.00	624.00	91.00
30. GILEAD SCIENCES INC	10/06/2009	07/18/2012	1,588.00	1,370.00	218.00
10. KOHL'S DEPT STORE	02/19/2009	07/18/2012	488.00	351.00	137.00
3.99973 L3 COMMUNICATIONS	05/04/2011	07/18/2012	282.00	312.00	-30.00 *
11.00027 L3 COMMUNICATIONS INCCOM	05/04/2011	07/18/2012	776.00	788.00	-12.00
10. LABORATORY CRP OF AMER 50540R409	05/04/2011	07/18/2012	931.00	962.00	-31.00
83. LORD ABBETT INCOME-I	02/15/2011	07/18/2012	247.00	235.00	12.00
10. MCKESSON HBOC INC	04/01/2009	07/18/2012	966.00	346.00	620.00
5. MURPHY OIL CORP	09/03/2009	07/18/2012	254.00	283.00	-29.00

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62-1261218

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b> 40. ORACLE CORPORATION	05/04/2011	07/18/2012	1,220.00	866.00	354.00
30. PPL CORPORATION	04/05/2010	07/18/2012	860.00	849.00	11.00
40. PUBLIC SERVICE ENTERPR INC	04/01/2009	07/18/2012	1,307.00	1,181.00	126.00
5. ROPER INDS INC	01/20/2011	07/18/2012	480.00	369.00	111.00
10. ST JUDE MEDICAL INC	07/01/2011	07/18/2012	365.00	484.00	-119.00
35. SCRIPPS NETWORKS	05/04/2011	07/18/2012	1,903.00	1,774.00	129.00
15. STERICYCLE INC	05/04/2011	07/18/2012	1,398.00	1,156.00	242.00
15. TARGET CORP	05/04/2011	07/18/2012	919.00	578.00	341.00
10. THERMO FISHER SCIENTIF	05/04/2011	07/18/2012	524.00	603.00	-79.00
20. TRAVELERS COMPANIES IN	03/24/2009	07/18/2012	1,269.00	814.00	455.00
15. UNION PACIFIC	05/04/2011	07/18/2012	1,780.00	1,351.00	429.00
65. VERIZON COMMUNICATIONS	03/24/2009	07/18/2012	2,965.00	1,879.00	1,086.00
40. WAL-MART STORES	05/04/2011	07/18/2012	2,914.00	1,982.00	932.00
20. WATSON PHARMACEUTICALS	05/04/2011	07/18/2012	1,546.00	1,245.00	301.00
.3333 ENGILITY HOLDINGS IN	05/04/2011	07/30/2012	5.00	6.00	-1.00
16.6667 ENGILITY HOLDINGS	05/04/2011	08/01/2012	244.00	270.00	-26.00
142. COLUMBIA ACORN FUND-Z	02/15/2011	08/16/2012	4,318.00	4,460.00	-142.00 *
139. AMERICAN EUROPACIFIC	02/15/2011	08/16/2012	5,386.00	5,855.00	-469.00 *
23.75 FIDELITY ADV FLO RT	02/15/2011	08/16/2012	234.00	235.00	-1.00 *
386.25 FIDELITY ADV FLO RT	02/15/2011	08/16/2012	3,808.00	3,824.00	-16.00
371. ABSOLUTE STRATEGIES F	02/15/2011	08/16/2012	4,174.00	4,033.00	141.00
92. HARBOR INTERNATIONAL F	08/15/2011	08/16/2012	5,345.00	4,756.00	589.00
1360. LORD ABBETT INCOME-I	02/15/2011	08/16/2012	4,026.00	3,849.00	177.00
875. LORD ABBETT SHT DUR I	02/15/2011	08/16/2012	4,034.00	4,016.00	18.00
257. MFS EMERGING MKTS DEB	02/15/2011	08/16/2012	4,037.00	3,665.00	372.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2011



Employer identification number

62-1261218

[illegible]

\* INDICATES WASH SALE

Schedule D-1 (Form 1041) 2011