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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
THE SIDNEY J. WEINBERG, JR. FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR

City or town, state, and ZIP code
NEW YORK, NY 10005

A Employer identification number: 13-2998603

B Telephone number (see instructions): (212) 440-0800

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 48,658,023.

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

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		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	NONE			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	781,570.	777,868.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	431,305.			
	b	Gross sales price for all assets on line 6a 2,199,418.				
	7	Capital gain net income (from Part IV, line 2)		439,692.		
	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) (attach schedule)				
	11	Other income (attach schedule) ATCH 2	-10,097.	18,293.		
	12	**Total** Add lines 1 through 11	1,202,778.	1,235,853.	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) *	263,534.	263,534.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 4	42,250.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	106,636.	72,621.		25,692.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	412,420.	336,155.		25,692.
	25	Contributions, gifts, grants paid	3,143,006.			3,143,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	3,555,426.	336,155.	0	3,168,692.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,352,648.			
	b	**Net investment income** (if negative, enter -0-)		899,698.		
	c	**Adjusted net income** (if negative, enter -0-)			0	

JSA **For Paperwork Reduction Act Notice, see instructions** *ATCH 3 Form **990-PF** (2012)
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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	392,373.	360,809.	360,809.
	2	Savings and temporary cash investments	6,073.	8,846.	8,846.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	37,187,860.	33,566,284.	35,516,555.
	c	Investments - corporate bonds (attach schedule)			
	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 ▶ ATCH 7)	9,800,673.	11,102,769.	12,771,813.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	47,386,979.	45,038,708.	48,658,023.
Liabilities	17	Accounts payable and accrued expenses	0	4,378.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	4,378.	
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	47,386,979.	45,034,330.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	47,386,979.	45,034,330.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	47,386,979.	45,038,708.	

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	47,386,979.
2	Enter amount from Part I, line 27a	2	-2,352,648.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	45,034,331.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	45,034,330.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

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	439,692.
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	0

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))
2011	3,042,248.	43,997,064.	0.069147
2010	3,315,624.	31,549,459.	0.105093
2009	2,618,065.	30,953,749.	0.084580
2008	2,345,598.	20,567,678.	0.114043
2007	2,273,244.	42,454,363.	0.053546

2	**Total** of line 1, column (d)	2	0.426409
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.085282
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	48,547,609.
5	Multiply line 4 by line 3	5	4,140,237.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,997.
7	Add lines 5 and 6	7	4,149,234.
8	Enter qualifying distributions from Part XII, line 4	8	3,168,692.

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	17,994.
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	17,994.
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	17,994.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,783.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	23,783.
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	5,789.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 5,789. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ BCRS ASSOCIATES, LLC Telephone no ▶ 212-440-0800

Located at ▶ 77 WATER STREET, 9TH FLOOR, NEW YORK, NY ZIP+4 ▶ 10005

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		N/A
	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 2012?	1c		N/A
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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)	2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ___ , ___ , ___ , ___			
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 2012 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 2012)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	**6b**		X
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?	**7b**		N/A

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
ATCH 9		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

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 ▶		

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. IT'S PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION	NONE
2 501(C)(3) OF THE INTERNAL REVENUE CODE.	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	NONE
2 N/A	
All other program-related investments See instructions 3 N/A	
Total. Add lines 1 through 3 ▶	

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	36,962,945.
b	Average of monthly cash balances	1b	628,267.
c	Fair market value of all other assets (see instructions)	1c	11,695,701.
d	**Total** (add lines 1a, b, and c)	1d	49,286,913.
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	
3	Subtract line 2 from line 1d	3	49,286,913.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	739,304.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,547,609.
6	**Minimum investment return.** Enter 5% of line 5	6	2,427,380.

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	2,427,380.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,994.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	17,994.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,409,386.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,409,386.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,409,386.

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	3,168,692.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,168,692.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,168,692.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					2,409,386.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20_____,20_____,20_____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	197,489.				
b	From 2008	1,753,378.				
c	From 2009	1,081,400.				
d	From 2010	1,747,705.				
e	From 2011	880,628.				
f	**Total** of lines 3a through e		5,660,600.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,168,692.					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2012 distributable amount					2,409,386.
e	Remaining amount distributed out of corpus		759,306.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		6,419,906.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		197,489.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		6,222,417.			
10	Analysis of line 9					
a	Excess from 2008	1,753,378.				
b	Excess from 2009	1,081,400.				
c	Excess from 2010	1,747,705.				
d	Excess from 2011	880,628.				
e	Excess from 2012	759,306.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

ELIZABETH W. SMITH; 121 E. 78TH ST., NEW YORK, NY 10075

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 or e-mail 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

THE SIDNEY J. WEINBERG, JR. FOUNDATION 13-2998603

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE LIST ATTACHED				3,143,006.
Total . . . . ▶ **3a**				3,143,006.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities	523000	3,702.	14	777,868.	
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	523000	-8,387.	18	439,692.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 10		-19,667.		9,570.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-24,352.		1,227,130.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 1,202,778.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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		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

	11/7/13	TRUSTEE
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN D. COOK		11/6/13		P01450182

Firm's name ▶ BCRS ASSOCIATES, LLC — Firm's EIN ▶ 13-4078147

Firm's address ▶ 77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005 — Phone no 212-440-0800

THE SIDNEY J. WEINBERG, JR. FOUNDATION 13-2998603

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					301.	
		SEE REALIZED G(L) REPORT ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
802,740.		657,055.					145,685.	
		SEE REALIZED G(L) REPORT ATTACHED PROPERTY TYPE: SECURITIES				P		
1,141,400.		1,066,387.					75,013.	
		LTCG THRU GS VINTAGE V					VARIOUS	VARIOUS
36,619.							36,619.	
		LTCG THRU K-1'S						
175,489.							175,489.	
		STCG THRU K-1'S						
5,161.							5,161.	
		SEC 1231 15% G(L) THRU K-1'S						
984.							984.	
		SEC 1250 25% G(L) THRU K-1'S						
440.							440.	
TOTAL GAIN(LOSS)	......	....					439,692.	

SUPPLEMENTARY STATEMENTS

PART: XV **LINE: 2** **SUPPLEMENTAL INFORMATION**

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS THRU:			
-GOLDMAN SACHS BRKG	441,645.	441,645.	
-CHARLES SCHWAB BRKG	46,762.	46,762.	
-K-1'S	138,536.	138,536.	
INTEREST ON BONDS	76,938.	76,938.	
INTEREST THRU:			
-K-1'S	71,322.	71,322.	
-K-1'S - UBTI	3,702.		
SHORT-TERM INTEREST THRU GS VINTAGE V	2,665.	2,665.	
TOTAL	781,570.	777,868.	

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1'S	-6,645.	-6,645.	
ORDINARY INCOME THRU K-1'S - UBTI	-35,659.		
RENTAL REAL ESTATE THRU K-1'S	-3,502.	-3,502.	
RENTAL REAL ESTATE THRU K-1'S - UBTI	14,733.		
SEC. 988 GAIN THRU K-1'S	3,415.	3,415.	
SEC. 987 GAIN THRU K-1'S	-957.	-957.	
SEC. 986 GAIN THRU K-1'S	-440.	-440.	
CANCELLATION OF DEBT THRU K-1'S - UBTI	1,259.		
PORT INCOME THRU GS VINTAGE V	17,699.	17,699.	
ADD-BACK: CURRENT YEAR SUSPENDED PAL		8,723.	
TOTALS	-10,097.	18,293.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	263,534.	263,534.		
TOTALS	263,534.	263,534.		

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAID:				
-BAL DUE W/ EXT 990-PF 2011	35,000.			
-2ND QTR EST 990-PF 2012	2,000.			
-3RD QTR EST 990-PF 2012	5,000.			
NYS CORPORATION TAX PAID:				
-BAL DUE W/ EXT CT-13 2011	250.			
TOTALS	42,250.			

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MEAL/CATERING EXPENSES	4,920.			4,920.
TRAVEL/LODGING EXPENSES	20,319.			20,319.
BANK CHARGES	378.			378.
CREDIT CARD ANNUAL FEE	75.			75.
INTEREST EXPENSE THRU:				
-K-1'S	11,337.	11,337.		
-K-1'S - UBTI	6,797.			
PORTFOLIO DEDUCTIONS THRU:				
-K-1'S	55,989.	55,989.		
-K-1'S - UBTI	57.			
FOREIGN TAX THRU:				
-K-1'S	5,295.	5,295.		
-K-1'S - UBTI	71.			
NON-DEDUCTIBLE EXP THRU K-1'S	1,398.			
TOTALS	106,636.	72,621.		25,692.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION I ATTACHED	35,122,844.	28,759,863.	29,692,811.
SEE LONG POSITION II ATTACHED	162.	162.	162.
SEE LONG POSITION III ATTACHED	359,605.	2,859,605.	3,520,593.
SEE LONG POSITION IV ATTACHED	1,705,249.	1,946,654.	2,302,989.
TOTALS	37,187,860.	33,566,284.	35,516,555.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ETON PARK OVERSEAS FUND LTD	1,400,000.	1,400,000.	2,374,119.
FARALLON CAPITAL INSTL PTRS LP	2,274,508.	2,320,495.	2,230,771.
GS CAPITAL PTRS VI PARALLEL	1,374,774.	1,311,440.	1,233,621.
OMEGA OVERSEAS PARTNERS CLA B	2,000,000.	2,000,000.	3,207,779.
ARTISAN ALPHA PLUS ADVISERS 2	979,096.	1,054,666.	1,296,830.
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP 2007	1,097,809.	1,144,188.	591,497.
GSCP VI PARALLEL AIV	125,972.	124,594.	78,634.
GS VINTAGE FD V OFFSHORE HLDGS	548,514.	597,934.	671,889.
BROAD STREET ENERGY PTRS LP	NONE	98,605.	93,869.
BROAD STREET ENERGY PTRS AIV	NONE	50,847.	47,167.
GS INVESTMENT PARTNERS	NONE	1,000,000.	945,637.
TOTALS	9,800,673.	11,102,769.	12,771,813.

ATTACHMENT 8

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

DESCRIPTION		AMOUNT
ROUNDING		1.
	TOTAL	1.

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SYDNEY H. WEINBERG 1 WEST 72ND STREET NEW YORK, NY 10023	TRUSTEE/PART-TIME	0	0	0
ELIZABETH W. SMITH 1 WEST 72ND STREET NEW YORK, NY 10075	TRUSTEE/PART-TIME	0	0	0
PETER A. WEINBERG C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0	0	0
	GRAND TOTALS	0	0	0

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY INCOME THRU K-1'S	523000	-35,659.	01	-6,645.	
RENTAL REAL ESTATE THRU K-1'S	523000	14,733.	01	-3,502.	
SEC. 988 THRU K-1'S			01	3,415.	
SEC. 987 THRU K-1'S			01	-957.	
SEC. 986 THRU K-1'S			01	-440.	
CANCELLATION OF DEBT INCOME	523000	1,259.			
PORTFOLIO INCOME THRU GS VINTAGE V			01	17,699.	
TOTALS		-19,667.		9,570.	

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.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust: THE SIDNEY J. WEINBERG, JR. FOUNDATION

Employer identification number: 13-2998603

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)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	91,218.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	91,218.

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)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					301.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	339,786.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	340,087.

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

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
13	**Net short-term gain or (loss)**	13			91,218.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			340,087.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			431,305.

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	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)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust: THE SIDNEY J. WEINBERG, JR. FOUNDATION

Employer identification number: 13-2998603

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	SEE REALIZED G(L) REPORT ATTACHED	VARIOUS	VARIOUS	1,141,400.	1,066,387.	75,013.
	STCG THRU K-1'S	VARIOUS	VARIOUS	5,161.	NONE	5,161.
	STCG THRU K-1'S - UBTI	VARIOUS	VARIOUS	11,044.	NONE	11,044.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 91,218.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

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

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)
6a	SEE REALIZED G(L) REPORT ATTACHED	VARIOUS	VARIOUS	802,740.	657,055.	145,685.
	LTCG THRU GS VINTAGE V	VARIOUS	VARIOUS	36,619.	NONE	36,619.
	LTCG THRU K-1'S	VARIOUS	VARIOUS	175,489.	NONE	175,489.
	LTCG THRU K-1'S - UBTI	VARIOUS	VARIOUS	NONE	44,671.	-44,671.
	SEC 1231 15% G(L) THRU K-1'S	VARIOUS	VARIOUS	984.	NONE	984.
	SEC 1231 15% G(L) THRU K-1'S - UBTI	VARIOUS	VARIOUS	14,590.	NONE	14,590.
	SEC 1250 25% G(L) THRU K-1'S	VARIOUS	VARIOUS	440.	NONE	440.
	SEC 1250 25% G(L) THRU K-1'S - UBTI	VARIOUS	VARIOUS	10,650.	NONE	10,650.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 339,786.

THE SIDNEY J. WEINBERG, JR. FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 12/31/2012
EIN: 13-2998603

Date	Organization	City, State	Amount
1/3/2012	Natural Resources Defense Council	New York, NY	$ 5,000
1/9/2012	Sharon Green Preservation Association	Sharon, CT	$ 10,000
1/11/2012	Southcoast Centers for Cancer Care	New Bedford, MA	$ 200,000
1/17/2012	City Parks Foundation	New York, NY	$ 10,000
1/17/2012	City Parks Foundation	New York, NY	$ 5,000
3/20/2012	Family Centers, Inc.	Greenwich, CT	$ 75,000
10/11/2012	New Bedford Whaling Museum	New Bedford, MA	$ 25,000
10/11/2012	New York-Presbyterian Hospital	New York, NY	$ 100,000
12/12/2012	Library of America	New York, NY	$ 50,000
12/12/2012	Library of America	New York, NY	$ 100,000
12/12/2012	Central Park Conservancy	New York, NY	$ 250,000
12/12/2012	Central Park Conservancy	New York, NY	$ 75,000
12/12/2012	World Monuments Fund	New York, NY	$ 60,000
12/13/2012	New York Public Library	New York, NY	$ 60,000
12/13/2012	Chamber Music Society of Lincoln Center	New York, NY	$ 50,000
12/13/2012	Community Nurse & Hospice Care	New Bedford, MA	$ 30,000
12/13/2012	Carnegie Institution of Washington	Washington, DC	$ 25,000
12/13/2012	Young Audiences, Inc.	New York, NY	$ 25,000
12/13/2012	Public Agenda	New York, NY	$ 5,000
12/14/2012	Scripps College	Claremont, CA	$ 600,000
12/14/2012	Claremont McKenna College	Claremont, CA	$ 400,000
12/14/2012	Scripps College	Claremont, CA	$ 50,000
12/14/2012	Sippican Historical & Preservation Society	Marion, MA	$ 5,000
12/17/2012	East Harlem School at Exodus House	New York, NY	$ 5,000
12/17/2012	Sippican Land Trust	Marion, MA	$ 5,000
12/18/2012	Columbia University Medical Center	New York, NY	$ 200,000
12/18/2012	Huntington Library, Art Collections & Botanical Gardens	San Marino, CA	$ 50,000
12/18/2012	Huntington Library, Art Collections & Botanical Gardens	San Marino, CA	$ 50,000
12/18/2012	Keck Graduate Institute	Claremont, CA	$ 25,000
12/18/2012	Keck Graduate Institute	Claremont, CA	$ 20,000
12/18/2012	Museum of Fine Arts	Boston, MA	$ 20,000
12/18/2012	YMCA Southcoast	New Bedford, MA	$ 10,000
12/18/2012	Deerfield Academy	Deerfield, MA	$ 5,000
12/18/2012	The Trustees of Reservations	Beverly, MA	$ 5,000
12/18/2012	Natural Resources Defense Council	New York, NY	$ 5,000
12/19/2012	St. Gabriel's Episcopal Church	Marion, MA	$ 30,000
12/19/2012	Columbia University	New York, NY	$ 25,000
12/19/2012	United Way Greater New Bedford	New Bedford, MA	$ 3,000
12/20/2012	New York-Presbyterian Hospital	New York, NY	$ 10,000
12/21/2012	St. Gabriel's Episcopal Church	Marion, MA	$ 100,000
12/21/2012	Woods Hole Oceanographic Institution	Woods Hole, MA	$ 50,000
12/21/2012	Woods Hole Oceanographic Institution	Woods Hole, MA	$ 50,000

THE SIDNEY J. WEINBERG, JR. FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 12/31/2012
EIN: 13-2998603

Date	Organization	City, State		Amount
12/21/2012	New Bedford Whaling Museum	New Bedford, MA	$	25,000
12/26/2012	Tabor Academy	Marion, MA	$	10,000
12/28/2012	Southcoast Cancer Center	Marion, MA	$	200,000
12/28/2012	Tobey Hospital	Wareham, MA	$	25,000
	Plus charitable contribution paid through: Whitehall Parallel Global Real Estate LP 2007 (EIN 20-8025906)		$	6
	Total Contributions Paid (990-PF, Part I, Line 25, Column A)*		**$**	**3,143,006**
	Less UBTI attributable to: Whitehall Parallel Global Real Estate LP 2007 (EIN: 20-8025906)		$	(6)
	Total Contributions Paid (990-PF, Part I, Line 25, Column D)*		**$**	**3,143,000**

** ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS EXEMPT UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE*

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
3M COMPANY	11/2/2010	1/31/2012	(100)	8,749 34	8,551 72	197 62	Long-Term
	11/3/2010	2/7/2012	(50)	4,359 26	4,226 51	132 75	Long-Term
			(150)	**13,108.60**	**12,778.23**	**330 37**	
ADOBE SYSTEMS INC	10/12/2010	1/27/2012	(100)	3,055 66	2,574 53	481 13	Long-Term
	VARIOUS	2/2/2012	(300)	9,306 23	8,155 06	1,151 17	Long-Term
	VARIOUS	2/7/2012	(200)	6,301 43	5,601 93	699 50	Long-Term
			(600)	**18,663.32**	**16,331.52**	**2,331 80**	
ANHEUSER-BUSCH	VARIOUS	3/2/2012	(150)	10,007 98	7,683 45	2,324 53	Long-Term
	VARIOUS	3/5/2012	(100)	6,743 04	5,063 01	1,680.03	Long-Term
	VARIOUS	3/6/2012	(50)	3,407 26	2,501 93	905 33	Long-Term
	4/26/2010	3/8/2012	(100)	6,725 45	4,982 61	1,742 84	Long-Term
	VARIOUS	3/13/2012	(100)	6,920 88	4,975 53	1,945 35	Long-Term
	VARIOUS	10/5/2012	(125)	11,019 56	6,414 54	4,605 02	Long-Term
			(625)	**44,824.17**	**31,621 07**	**13,203.10**	
COCA COLA COMPANY	VARIOUS	4/10/2012	(150)	11,002 17	7,962 76	3,039 41	Long-Term
	4/30/2010	5/30/2012	(50)	3,763.79	2,671 87	1,091 92	Long-Term
	VARIOUS	6/6/2012	(100)	7,362 31	5,807 38	1,554 93	Long-Term
	2/10/2011	7/16/2012	(50)	3,868 46	3,135 51	732.95	Long-Term
			(350)	**25,996.73**	**19,577.52**	**6,419 21**	
DANONE ORD	VARIOUS	10/25/2012	(800)	9,609 31	10,124 06	(514 75)	Long-Term
	9/14/2011	10/29/2012	(850)	10,110 84	10,504 08	(393 24)	Long-Term
	VARIOUS	10/31/2012	(2,950)	35,619 17	35,630 31	(11 14)	Long-Term
			(4,600)	**55,339 32**	**56,258 45**	**(919 13)**	

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
DIAGEO PLC NEW ADR	1/15/2010	2/6/2012	(100)	9,078 65	6,807 85	2,270 80	Long-Term
	1/15/2010	3/12/2012	(50)	4,737 22	3,403 93	1,333 29	Long-Term
	1/25/2010	3/13/2012	(50)	4,789 77	3,503 48	1,286 29	Long-Term
	VARIOUS	3/15/2012	(75)	7,267 05	5,252 03	2,015 02	Long-Term
	1/26/2010	3/19/2012	(50)	4,831 23	3,497 13	1,334 10	Long-Term
	1/26/2010	10/10/2012	(50)	5,794 08	3,497 12	2,296 96	Long-Term
	5/10/2010	12/12/2012	(75)	9,005 99	4,947 05	4,058.94	Long-Term
			(450)	**45,503 99**	**30,908 59**	**14,595 40**	
DISNEY WALT CO	9/21/2010	3/16/2012	(150)	6,445 36	5,109 02	1,336 34	Long-Term
	9/24/2010	6/29/2012	(125)	5,903 21	4,347 68	1,555 53	Long-Term
	9/24/2010	7/12/2012	(100)	4,794 91	3,478 14	1,316 77	Long-Term
	9/24/2010	7/17/2012	(100)	4,734 88	3,478 14	1,256 74	Long-Term
	9/24/2010	7/20/2012	(175)	8,606.30	6,086 74	2,519 56	Long-Term
	9/24/2010	7/31/2012	(100)	4,968 74	3,478 14	1,490 60	Long-Term
	9/27/2012	8/13/2012	(100)	5,042.12	3,411 16	1,630 96	Long-Term
			(850)	**40,495.52**	**29,389.02**	**11,106 50**	
EBAY INC	VARIOUS	2/7/2012	(300)	9,768 25	6,806 70	2,961.55	Long-Term
	4/27/2010	2/28/2012	(100)	3,593 48	2,432 29	1,161 19	Long-Term
	4/27/2010	2/29/2012	(175)	6,343 27	4,256.51	2,086 76	Long-Term
	VARIOUS	3/1/2012	(200)	7,315 82	4,641 23	2,674 59	Long-Term
	VARIOUS	3/29/2012	(175)	6,623 41	3,872 15	2,751 26	Long-Term
	VARIOUS	4/24/2012	(225)	9,271 15	6,045 09	3,226 06	Long-Term
	VARIOUS	6/26/2012	(100)	4,298 95	2,982 05	1,316 90	Long-Term
	1/26/2011	6/27/2012	(200)	8,451 06	6,052 74	2,398 32	Long-Term
	VARIOUS	7/24/2012	(150)	6,622 36	4,587 22	2,035 14	Long-Term
	VARIOUS	7/25/2012	(200)	8,955 87	6,350 91	2,604 96	Long-Term
	4/12/2011	8/1/2012	(100)	4,510 95	3,150 51	1,360 44	Long-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
	VARIOUS	8/2/2012	(100)	4,575 89	3,114 65	1,461 24	Long-Term
	VARIOUS	8/27/2012	(100)	4,771 45	3,212 92	1,558 53	Long-Term
	5/3/2011	9/11/2012	(100)	4,884 89	3,347 05	1,537 84	Long-Term
	5/5/2011	9/19/2012	(100)	4,993 94	3,385 41	1,608 53	Long-Term
			(2,325)	94,980.74	64,237.43	30,743 31	
GOOGLE INC CLASS A	4/30/2010	3/27/2012	(15)	9,650 56	7,985 60	1,664 96	Long-Term
	VARIOUS	3/28/2012	(15)	9,673 66	7,891 14	1,782 52	Long-Term
	5/14/2010	4/2/2012	(5)	3,267 23	2,582 91	684 32	Long-Term
	VARIOUS	8/27/2012	(20)	13,543 43	11,902 11	1,641 32	Long-Term
	4/20/2011	8/28/2012	(10)	6,779 28	5,413 37	1,365 91	Long-Term
	VARIOUS	9/11/2012	(10)	6,970 62	5,411 37	1,559 25	Long-Term
	VARIOUS	9/24/2012	(15)	10,835 45	8,096 73	2,738 72	Long-Term
	5/26/2011	9/26/2012	(10)	7,319 19	5,181 39	2,137 80	Long-Term
	6/22/2011	9/27/2012	(30)	22,275.35	14,783 28	7,492 07	Long-Term
	6/22/2011	9/28/2012	(5)	3,783 52	2,466 88	1,316 64	Long-Term
	6/28/2011	10/3/2012	(5)	3,763 82	2,389 85	1,373 97	Long-Term
			(140)	97,862 11	74,104 63	23,757 48	
HASBRO INC	VARIOUS	1/9/2012	(450)	14,505 86	14,115 79	390 07	Long-Term
	1/25/2010	1/10/2012	(150)	4,885 06	4,802 83	82 23	Long-Term
	VARIOUS	1/13/2012	(125)	4,113 21	3,984 27	128 94	Long-Term
	1/27/2010	2/9/2012	(100)	3,657 33	3,165 73	491 60	Long-Term
	1/18/2011	2/15/2012	(200)	7,343 87	9,108 18	(1,764 31)	Long-Term
			(1,025)	34,505.33	35,176.80	(671.47)	
KELLOGG COMPANY	4/13/2010	4/27/2012	(200)	10,141 16	10,504 03	(362 87)	Long-Term
			(200)	10,141 16	10,504.03	(362.87)	

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
MC DONALDS CORP	VARIOUS	8/13/2012	(175)	15,278 47	11,896 05	3,382 42	Long-Term
			(175)	**15,278.47**	**11,896.05**	**3,382 42**	
MICROSOFT CORP	VARIOUS	12/7/2012	(500)	13,212 20	12,755 60	456 60	Long-Term
	VARIOUS	12/10/2012	(475)	12,612 00	11,956 32	655 68	Long-Term
	VARIOUS	12/31/2012	(650)	17,472.54	16,478 13	994 41	Long-Term
			(1,625)	**43,296 74**	**41,190.05**	**2,106 69**	
NESTLE S A REG B ADR	1/15/2010	6/22/2012	(100)	5,875 68	4,785 74	1,089 94	Long-Term
	1/15/2010	8/8/2012	(100)	6,241 03	4,785 75	1,455 28	Long-Term
			(200)	**12,116.71**	**9,571 49**	**2,545 22**	
SCRIPPS NTWK INTERACTIV CLASS A	1/28/2010	3/16/2012	(100)	4,662.50	4,383 05	279 45	Long-Term
	1/28/2010	3/27/2012	(100)	4,842 86	4,383 05	459 81	Long-Term
	1/28/2010	3/29/2012	(100)	4,894 84	4,383 05	511 79	Long-Term
	2/17/2010	5/8/2012	(125)	6,833 61	4,811 48	2,022 13	Long-Term
	VARIOUS	5/9/2012	(250)	13,707 67	9,634 58	4,073 09	Long-Term
	VARIOUS	5/11/2012	(100)	5,422 45	4,107 08	1,315 37	Long-Term
	VARIOUS	6/15/2012	(100)	5,629 74	4,161 28	1,468 46	Long-Term
	VARIOUS	6/19/2012	(100)	5,579 47	4,253 38	1,326 09	Long-Term
	1/19/2011	8/13/2012	(100)	5,850 92	4,769 14	1,081 78	Long-Term
	1/31/2011	8/16/2012	(100)	6,090 91	4,663 37	1,427 54	Long-Term
	6/10/2011	10/24/2012	(100)	6,382 39	4,621 65	1,760 74	Long-Term
			(1,275)	**69,897 36**	**54,171 11**	**15,726 25**	
TARGET CORPORATION	VARIOUS	3/5/2012	(200)	11,273 89	10,315 97	957 92	Long-Term
	6/29/2010	3/9/2012	(100)	5,620 96	5,138 15	482 81	Long-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
	VARIOUS	8/20/2012	(150)	9,674.52	7,593.04	2,081 48	Long-Term
	7/13/2010	8/29/2012	(100)	6,346 62	4,988 32	1,358 30	Long-Term
			(550)	**32,915.99**	**28,035.48**	**4,880.51**	
TIME WARNER INC	1/15/2010	1/17/2012	(225)	8,396 86	6,483 25	1,913 61	Long-Term
	1/15/2010	1/18/2012	(175)	6,559 97	5,042 53	1,517 44	Long-Term
	1/15/2010	6/28/2012	(150)	5,536 28	4,322 17	1,214 11	Long-Term
	1/15/2010	6/29/2012	(200)	7,385 28	5,762 89	1,622 39	Long-Term
	1/15/2010	7/2/2012	(100)	3,783 97	2,881 44	902 53	Long-Term
	VARIOUS	8/13/2012	(100)	4,204 75	2,872 16	1,332 59	Long-Term
	VARIOUS	12/6/2012	(175)	8,269 64	4,936 03	3,333 61	Long-Term
			(1,125)	**44,136 75**	**32,300 47**	**11,836 28**	
UNILEVER N V NY SHS	VARIOUS	6/5/2012	(325)	10,194 20	10,353 39	(159 19)	Long-Term
	VARIOUS	6/6/2012	(550)	16,909 66	16,981 20	(71 54)	Long-Term
	VARIOUS	10/17/2012	(300)	10,867 37	8,662 41	2,204 96	Long-Term
			(1,175)	**37,971 23**	**35,997 00**	**1,974 23**	
WESTERN UNION COMPANY	11/17/2010	1/19/2012	(600)	11,276 90	10,976 82	300 08	Long-Term
	VARIOUS	2/16/2012	(1,700)	30,105 63	30,552 61	(446 98)	Long-Term
	VARIOUS	2/17/2012	(600)	10,603 53	11,868 00	(1,264 47)	Long-Term
			(2,900)	**51,986 06**	**53,397.43**	**(1,411.37)**	
WILLIAMS SONOMA	9/26/2011	10/11/2012	(100)	4,516.13	3,256 34	1,259 79	Long-Term
	9/27/2011	10/15/2012	(100)	4,600 68	3,146 19	1,454 49	Long-Term
	10/4/2011	11/14/2012	(100)	4,603 21	3,206 55	1,396 66	Long-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
			(300)	13,720.02	9,609.08	4,110 94	
TOTAL LONG-TERM				802,740 32	657,055.45	145,684 87	
3M COMPANY	VARIOUS	2/23/2012	(800)	70,160 11	68,153 84	2,006 27	Short-Term
			(800)	**70,160 11**	**68,153.84**	**2,006 27**	
ADOBE SYSTEMS INC	VARIOUS	2/14/2012	(200)	6,455 05	6,389 79	65 26	Short-Term
	VARIOUS	2/16/2012	(550)	17,744 05	16,818 51	925 54	Short-Term
	VARIOUS	2/17/2012	(900)	29,053 02	25,949 22	3,103 80	Short-Term
	VARIOUS	2/21/2012	(575)	18,709 84	14,555 84	4,154 00	Short-Term
			(2,225)	**71,961.96**	**63,713.36**	**8,248.60**	
BLACKROCK INC	5/1/2012	10/29/2012	(70)	13,136 05	13,444 53	(308 48)	Short-Term
	5/2/2012	10/30/2012	(150)	28,012 82	28,880 17	(867 35)	Short-Term
	VARIOUS	12/19/2012	(100)	20,121.61	19,160 11	961 50	Short-Term
	VARIOUS	12/26/2012	(50)	10,337.55	9,571 74	765.81	Short-Term
			(370)	**71,608.03**	**71,056.55**	**551.48**	
CHARLES SCHWAB CORP	12/13/2011	3/22/2012	(675)	10,361 29	7,928 10	2,433.19	Short-Term
	12/13/2011	3/23/2012	(400)	6,125 86	4,698 14	1,427 72	Short-Term
	VARIOUS	6/27/2012	(700)	8,620 46	8,156 32	464 14	Short-Term
	VARIOUS	7/20/2012	(100)	1,282 91	1,143 82	139 09	Short-Term
	12/19/2011	8/24/2012	(175)	2,329 47	1,925 03	404 44	Short-Term
	VARIOUS	9/12/2012	(525)	7,352 02	5,772 97	1,579 05	Short-Term
	VARIOUS	9/13/2012	(400)	5,630 32	4,375 46	1,254 86	Short-Term
	VARIOUS	9/17/2012	(2,000)	28,107 62	24,842 75	3,264 87	Short-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
			(4,975)	69,809 95	58,842.59	10,967.36	
CHEESECAKE FACTORY INC	11/25/2011	2/6/2012	(150)	4,505 36	3,966 56	538 80	Short-Term
	VARIOUS	5/21/2012	(275)	8,780 02	7,285 38	1,494 64	Short-Term
	11/29/2011	5/29/2012	(150)	4,786 80	3,954 73	832 07	Short-Term
	11/29/2011	7/19/2012	(250)	8,111.97	6,591 23	1,520 74	Short-Term
	11/29/2011	7/20/2012	(50)	1,607 06	1,318 24	288 82	Short-Term
	11/29/2011	10/5/2012	(100)	3,561 97	2,636 49	925 48	Short-Term
			(975)	31,353 18	25,752.63	5,600.55	
COCA COLA COMPANY	11/18/2011	7/17/2012	(100)	7,681 68	6,779 54	902 14	Short-Term
	12/12/2011	8/2/2012	(50)	4,025 02	3,336 96	688 06	Short-Term
	VARIOUS	8/8/2012	(100)	8,070 87	6,737 93	1,332 94	Short-Term
	VARIOUS	8/9/2012	(375)	30,352 58	25,594 35	4,758 23	Short-Term
			(625)	50,130 15	42,448 78	7,681.37	
DANONE ORD	9/9/2011	4/23/2012	(500)	7,068 54	6,460 73	607 81	Short-Term
	9/9/2011	4/24/2012	(100)	1,416 86	1,292 14	124 72	Short-Term
	VARIOUS	11/5/2012	(2,000)	24,442.90	24,067.90	375 00	Short-Term
	VARIOUS	11/6/2012	(1,700)	20,869 64	21,079 31	(209 67)	Short-Term
			(4,300)	53,797.94	52,900 08	897.86	
DISCOVERY COMMUN SER A	4/19/2011	4/2/2012	(150)	7,399 92	6,021 40	1,378 52	Short-Term
	4/19/2011	4/4/2012	(125)	6,249 90	5,017 84	1,232 06	Short-Term
	VARIOUS	4/11/2012	(125)	6,453 87	5,011 91	1,441 96	Short-Term
	VARIOUS	4/16/2012	(50)	2,516 99	2,003 18	513 81	Short-Term
	6/15/2011	5/10/2012	(100)	5,378 95	4,048 80	1,330 15	Short-Term
	VARIOUS	9/18/2012	(725)	42,055.48	29,761 25	12,294.23	Short-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
			(1,275)	**70,055.11**	**51,864.38**	**18,190.73**	
DOMINOS PIZZA INC	2/21/2012	10/4/2012	(200)	7,627 40	6,540 45	1,086 95	Short-Term
	VARIOUS	10/25/2012	(150)	6,044 72	5,118 68	926 04	Short-Term
	4/10/2012	11/20/2012	(175)	6,945 62	6,334 32	611 30	Short-Term
	VARIOUS	11/21/2012	(150)	5,982 94	5,441 33	541 61	Short-Term
			(675)	**26,600 68**	**23,434.78**	**3,165 90**	
DR PEPPER SNAPPLE GROUP	2/23/2012	5/22/2012	(425)	17,443 50	16,800 36	643 14	Short-Term
	2/23/2012	6/5/2012	(100)	4,119 16	3,953 02	166 14	Short-Term
	2/23/2012	6/15/2012	(150)	6,515 27	5,929 54	585 73	Short-Term
	VARIOUS	6/28/2012	(100)	4,271 05	3,938 71	332 34	Short-Term
			(775)	**32,348 98**	**30,621 63**	**1,727.35**	
HASBRO INC	VARIOUS	4/3/2012	(300)	11,102 23	13,968 73	(2,866 50)	Short-Term
	VARIOUS	4/10/2012	(150)	5,551 55	6,637 67	(1,086 12)	Short-Term
	VARIOUS	4/30/2012	(100)	3,541 97	4,399 39	(857 42)	Short-Term
	VARIOUS	5/1/2012	(1,125)	40,871 17	42,636 62	(1,765 45)	Short-Term
			(1,675)	**61,066 92**	**67,642 41**	**(6,575 49)**	
INTL FLAVORS & FRAGRANCES	2/15/2011	1/20/2012	(125)	6,852 39	6,949 49	(97 10)	Short-Term
	VARIOUS	1/23/2012	(125)	6,921 89	6,949 06	(27 17)	Short-Term
	VARIOUS	1/24/2012	(150)	8,364 77	8,290 99	73 78	Short-Term
	11/15/2011	1/25/2012	(125)	6,998 51	6,718 48	280 03	Short-Term
			(525)	**29,137.56**	**28,908.02**	**229 54**	
KELLOGG COMPANY	VARIOUS	5/2/2012	(500)	25,148 19	25,248 08	(99 89)	Short-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
	VARIOUS	5/3/2012	(600)	30,259 35	29,786 00	473 35	Short-Term
	VARIOUS	5/4/2012	(575)	29,028 53	30,107 72	(1,079 19)	Short-Term
	9/12/2012	11/14/2012	(225)	12,125 98	11,330 09	795 89	Short-Term
	9/12/2012	11/15/2012	(100)	5,339 11	5,035 59	303 52	Short-Term
			(2,000)	**101,901 16**	**101,507.48**	**393 68**	
KOHLS CORP	VARIOUS	5/16/2012	(1,125)	54,239 58	53,669 91	569 67	Short-Term
	VARIOUS	5/23/2012	(450)	21,331 33	22,182 88	(851 55)	Short-Term
	VARIOUS	5/24/2012	(190)	8,977 70	9,326 74	(349 04)	Short-Term
	VARIOUS	5/25/2012	(210)	10,137 87	10,215 88	(78 01)	Short-Term
			(1,975)	**94,686.48**	**95,395.41**	**(708.93)**	
LOWES COMPANIES INC	8/9/2012	11/29/2012	(175)	6,137 09	4,457 72	1,679 37	Short-Term
	8/9/2012	12/5/2012	(100)	3,594 07	2,547 26	1,046 81	Short-Term
			(275)	**9,731.16**	**7,004.98**	**2,726 18**	
MACYS INC	5/16/2012	8/24/2012	(200)	7,852 17	7,598 95	253 22	Short-Term
	5/16/2012	8/29/2012	(150)	5,932 53	5,699 21	233 32	Short-Term
	5/16/2012	8/31/2012	(100)	4,004 39	3,799 47	204 92	Short-Term
			(450)	**17,789.09**	**17,097.63**	**691 46**	
MCGRAW-HILL COS	6/27/2012	10/5/2012	(100)	5,480 98	4,316 02	1,164 96	Short-Term
			(100)	**5,480.98**	**4,316.02**	**1,164 96**	
MICROSOFT CORP	3/14/2011	1/13/2012	(175)	4,864 39	4,521 81	342 58	Short-Term
	3/14/2011	1/17/2012	(350)	9,716 84	9,043 62	673 22	Short-Term
	VARIOUS	1/18/2012	(175)	4,845 26	4,515 37	329 89	Short-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
	3/15/2011	1/19/2012	(200)	5,595 99	5,116 20	479 79	Short-Term
	3/15/2011	1/20/2012	(100)	2,836 72	2,558 10	278 62	Short-Term
	3/15/2011	2/2/2012	(300)	8,858 61	7,674 31	1,184 30	Short-Term
			(1,300)	**36,717.81**	**33,429.41**	**3,288.40**	
NIELSEN HOLDINGS B V	6/4/2012	12/11/2012	(325)	9,360 33	8,975 53	384 80	Short-Term
			(325)	**9,360 33**	**8,975 53**	**384 80**	
OPEN TABLE INC	VARIOUS	6/15/2012	(250)	10,864 21	11,083 22	(219 01)	Short-Term
	VARIOUS	9/11/2012	(300)	13,813 15	13,645 11	168 04	Short-Term
	VARIOUS	9/12/2012	(700)	32,540 25	29,375 68	3,164 57	Short-Term
			(1,250)	**57,217.61**	**54,104 01**	**3,113.60**	
STAPLES INC	VARIOUS	5/17/2012	(3,650)	54,835 82	53,846 16	989 66	Short-Term
	VARIOUS	5/25/2012	(1,325)	17,952 88	19,589 48	(1,636 60)	Short-Term
			(4,975)	**72,788.70**	**73,435.64**	**(646 94)**	
UNILEVER N V NY SHS	VARIOUS	10/19/2012	(1,575)	58,275 77	48,221 95	10,053 82	Short-Term
			(1,575)	**58,275 77**	**48,221 95**	**10,053 82**	
WESTERN UNION COMPANY	VARIOUS	2/21/2012	(1,570)	27,682 05	27,790 37	(108 32)	Short-Term
			(1,570)	**27,682 05**	**27,790 37**	**(108 32)**	
WILLIAMS SONOMA	9/26/2011	3/1/2012	(300)	11,737 82	9,769 02	1,968 80	Short-Term

SIDNEY J. WEINBERG JR. FOUNDATION
REALIZED GAINS AND LOSSES - CHARLES SCHWAB
FYE 12/31/2012

SECURITY	DATE PURCH	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	GAIN/LOSS	GAIN TYPE
			(300)	11,737 82	9,769 02	1,968 80	
TOTAL SHORT-TERM				1,141,399 53	1,066,386 50	75,013.03	
GRAND TOTAL				$ 1,944,139.85	$ 1,723,441.95	$ 220,697.90	

Statement Detail

WEINBERG SIDNEY J JR FDN

Holdings

Period Ended December 31, 2012

The alternative investment(s) described below may not be owned by the account holder(s) for this brokerage account Instead, the investments may be owned by one of the account holders or a related party to the account holder(s)

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS & MONEY MARKET FUNDS								
MONEY MARKET FUNDS								
GS FINANCIAL SQUARE FEDERAL FUND - FST SHARES Moody's Aaa	2,280,398 910	1 0000	2,280,398 91	1 0000	2,280,398 91	0 00	0 0100	228 04

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
BARCLAYS CAPITAL US AGGREGATE BOND INDEX FUND (ISHARES)								
ISHARES CORE TOTAL U S BOND MARKET FD ETF Not Rated	36,400 00	111 0800	4,043,312 00 8,382 05	110 2003	4,011,290 92	32,021 08		102,924 64

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
GS ENHANCED INCOME FUND								
GS ENHANCED INCOME FUND INSTITUTIONAL SHARES	900,371 900	9 4800	8,535,525 61	9 5321	8,582,423 00	(46,897 39) 127,315 61		93,638 68

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
GOVERNMENT AND GOVERNMENT AGENCY BONDS								
U S TREASURY NOTE 3 125000% 04/30/2013 AO ON THE RUN Moody's Aaa	2,462,000 00	100 9880	2,486,324 56 12,858 05	100 0236 100 33	2,462,581 44 2,470,078 44	23,743 12 16,246 12 [11]	3 0527	76,937 50

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
TOTAL INVESTMENT GRADE FIXED INCOME			**15,065,162.17** **21,240.10**		**15,056,295.36** **15,063,792.36**	**8,866.81** **1,369.81**	**3.0527**	**273,500.82**

FIXED INCOME (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Contributions/ Distributions To Date	Net Contribution To Date	Economic Gain (Loss)
OTHER FIXED INCOME						
STONE HARBOR LOCAL MARKETS						
STONE HARBOR LOCAL MARKETS I MUTUAL FUND[12]	65,824 796	11 2000	737,237 72			18,381 89

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
TOTAL FIXED INCOME			**15,802,399.89** **21,240.10**		**15,775,151.19** **15,782,648.19**	**27,248.70** **19,751.70**	**3.0527**	**294,235.63**

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST (SPY)	50,542.00	142 4100	7,197,686 22 51,645 33	117 5723	5,942,341 33	1,255,344 89	2 1792	156,853 56
NON-US EQUITY								
MSCI EAFE INDEX FUND (ISHARES)								
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (EFA)	44,550 00	56 8600	2,533,113 00	67 5199	3,008,013 45	(474,900 45)	3 0929	78,345 63
MSCI EMERGING MARKETS INDEX FUND (VANGUARD)								
VANGUARD FTSE EMERGING MKTS ETF (VWO)	18,846 00	44 5300	839,212 38	39 2335	739,395 04	99,817 34	2 1895	18,374 85

	Quantity	Market Price	Market Value / Accrued Income	Contributions/ Distributions To Date	Net Contribution To Date	Economic Gain (Loss)
WELLS FARGO ADVANTAGE EMERGING MARKETS EQUITY FUND						
WELLS FARGO ADV-EMG MK EQ MUTUAL FUND (EMGNX)[12]	46,017 709	22 6000	1,040,000 22			32,933 99

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL NON-US EQUITY			**4,412,325.60**		**4,754,474.72**	**(342,149.12)**	**2.3537**	**103,853.22**
TOTAL PUBLIC EQUITY			**11,610,011.82** **51,645.33**		**10,696,816.05**	**913,195.77**	**2.2455**	**260,706.78**
TOTAL PORTFOLIO			29,692,810.62		28,759,863.15	932,947.47		

Goldman Sachs

Statement Detail

GMS ALPHA+ ADVISERS 2-ARTISAN

Holdings

Period Ended December 31, 2012

The alternative investment(s) described below may not be owned by the account holder(s) for this brokerage account Instead, the investments may be owned by one of the account holders or a related party to the account holder(s)

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
NON-US EQUITY								
ARTISAN DYNAMIC EQUITY (NON-US EQUITY) [SERIES]								
GS FINANCIAL SQUARE FEDERAL FUND - FST SHARES (FEDXX)	162.240	1 0000	162 24	1 0000	162 24		0 0100	0 02

	Market Value	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	162.24	162.24	0 00	**0.02**

Goldman Sachs

Statement Detail

SIDNEY J. WEINBERG FDN EXTERNAL MANAGERS

Holdings

Period Ended December 31, 2012

The alternative investment(s) described below may not be owned by the account holder(s) for this brokerage account Instead, the investments may be owned by one of the account holders or a related party to the account holder(s)

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS CORPORATE CREDIT INVESTMENT FUND								
GOLDMAN SACHS CORPORATE CREDIT INVESTMENT FUND CLASS A ACCUM SERIES ACCUMULATING Not Rated	18,391 58	144 3649	2,655,098 81		2,500,000.00	155,098 81		

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
GOLDMAN SACHS GROUP, INC (THE) CMN (GS)	6,785 00	127 5600	865,494 60	53 0000	359,605 00	505,889 60	1 5679	13,570 00
TOTAL PORTOLIO			3,520,593.41		2,859,605.00	660,988.41		

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
3M COMPANY	9/18/2012	125		11,388 64	
	9/28/2012	50		4,650 66	
	10/1/2012	200		18,547 41	
	10/2/2012	50		4,620 89	
	10/3/2012	50		4,616 45	
	10/24/2012	50		4,674 97	
	10/30/2012	125		10,981 46	
		650	**60,352 50**	**59,480.48**	**872.02**
ANHEUSER-BUSCH	11/29/2010	50		2,949.93	
	12/3/2010	125		6,900 77	
	12/14/2010	50		2,854 61	
	2/14/2011	125		7,040 38	
	5/16/2011	100		5,848.45	
	7/15/2011	150		8,228 84	
	9/27/2011	100		4,984 00	
		700	**61,187 00**	**38,806 98**	**22,380 02**
BLACKROCK INC	5/4/2012	10		1,915 35	
	5/16/2012	70		12,602 59	
	5/23/2012	60		10,371 38	
	5/24/2012	40		6,768 44	
	5/25/2012	110		18,252 96	
	5/29/2012	10		1,624 84	
	6/15/2012	20		3,447 95	
	8/17/2012	30		5,188 45	
	9/5/2012	10		1,758 85	
	9/6/2012	20		3,508 75	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
	9/24/2012	10		1,834 05	
	9/25/2012	20		3,634 93	
	9/27/2012	40		7,257 33	
		450	**93,019.50**	**78,165 87**	**14,853.63**
CHEESECAKE FACTORY INC	1/13/2012	100		2,914 90	
	2/27/2012	300		8,884 60	
	2/29/2012	125		3,658 89	
	3/28/2012	200		5,977 91	
	4/2/2012	325		9,687 16	
	4/3/2012	100		2,954 59	
	10/24/2012	275		9,344 43	
	10/29/2012	150		4,969 41	
	12/7/2012	175		5,662 40	
	12/31/2012	100		3,298 60	
		1,850	**60,513 50**	**57,352.89**	**3,160 61**
COACH INC	10/24/2012	625		35,206 14	
	10/25/2012	250		13,708 98	
	10/29/2012	300		17,212 21	
	10/30/2012	250		14,203.28	
	10/31/2012	175		9,826 92	
	11/14/2012	225		12,392 84	
	11/20/2012	100		5,275 79	
	12/7/2012	100		5,698 39	
	12/31/2012	100		5,526 53	
		2,125	**117,958 75**	**119,051.08**	**(1,092 33)**

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
DIAGEO PLC NEW ADR	5/10/2010	25		1,649 02	
	5/19/2010	75		4,822 63	
	12/6/2010	50		3,587 81	
	12/17/2010	125		9,223 25	
	12/20/2010	100		7,327 76	
	1/4/2011	100		7,403 03	
		475	55,375 50	34,013 50	21,362 00
DISNEY WALT CO	9/27/2010	450		15,350 20	
	9/28/2010	300		10,066 17	
	10/4/2010	150		4,957 71	
	5/9/2011	100		4,257 83	
	5/16/2011	100		4,189 27	
	5/18/2011	100		4,138 85	
	8/10/2011	225		7,939.37	
	9/13/2011	275		8,881 91	
	9/27/2011	100		2,968 38	
	9/28/2011	125		3,675 10	
	11/5/2012	125		6,131 66	
	11/15/2012	100		4,704 01	
	12/19/2012	175		8,558 28	
		2,325	115,761.75	85,818.74	29,943.01
DOMINOS PIZZA INC	4/11/2012	25		907 29	
	4/24/2012	225		7,824 62	
	5/4/2012	500		16,970 07	
	5/8/2012	100		3,316 95	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
	5/17/2012	300		9,908 98	
	5/21/2012	100		3,217 28	
	5/24/2012	150		4,475 11	
	6/6/2012	275		7,978 92	
	6/15/2012	200		5,882 83	
	8/7/2012	100		3,369 97	
	8/17/2012	100		3,395 66	
	9/17/2012	100		3,543 72	
	9/19/2012	200		6,921 95	
		2,375	103,431.25	77,713.35	25,717 90
DR PEPPER SNAPPLE GROUP	2/24/2012	150		5,886 59	
	2/27/2012	125		4,873 35	
	2/28/2012	200		7,763 47	
	2/29/2012	250		9,636 70	
	3/2/2012	450		17,245 57	
	3/8/2012	150		5,668 00	
	3/23/2012	150		5,786 94	
	3/28/2012	100		3,877 39	
	3/29/2012	150		5,821 44	
	5/2/2012	100		3,958 95	
	9/19/2012	275		12,192 17	
	9/20/2012	125		5,486 64	
	9/26/2012	100		4,399 98	
	10/31/2012	100		4,282 98	
		2,425	107,136 50	96,880.17	10,256.33
DUNKIN BRANDS GROUP INC	10/5/2012	600		17,358 43	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
	10/24/2012	125		3,966 10	
	10/29/2012	175		5,468 95	
	10/31/2012	200		6,179 19	
	11/21/2012	100		2,983 57	
		1,200	39,816.00	35,956.24	3,859 76
EBAY INC	5/5/2011	50		1,692.71	
	5/9/2011	100		3,299.17	
	5/16/2011	125		4,173 46	
	5/18/2011	125		4,182 86	
	5/27/2011	325		10,198 36	
	5/31/2011	125		3,830 16	
	6/20/2011	100		2,924 11	
	11/18/2011	200		6,216 38	
	11/22/2011	200		5,979 80	
	11/30/2011	125		3,555.94	
	12/12/2011	200		6,164 75	
	12/20/2011	100		2,981.81	
	1/9/2012	200		6,028 74	
		1,975	100,720.46	61,228.25	39,492 21
GOOGLE INC CLASS A	8/19/2011	5		2,686 65	
	8/22/2011	15		8,033 01	
	8/23/2011	5		2,552 43	
	1/25/2012	30		17,644 83	
	1/31/2012	10		5,676 95	
	4/24/2012	10		6,066 15	
	5/2/2012	20		12,268.75	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
	5/3/2012	15		9,149 11	
	6/6/2012	10		5,723 15	
	6/15/2012	20		11,289 33	
	6/19/2012	10		5,602 71	
	10/24/2012	10		6,818 99	
	11/13/2012	5		3,367 48	
		165	116,717.70	96,879.54	19,838.16
KELLOGG COMPANY	9/12/2012	450		22,660 18	
	9/13/2012	700		35,116 61	
	9/17/2012	100		5,036 50	
	9/19/2012	400		20,163 51	
	10/19/2012	200		10,408.95	
		1,850	103,322 50	93,385.75	9,936.75
LOWES COMPANIES INC	8/9/2012	150		3,820 90	
	8/16/2012	375		9,917 28	
	8/17/2012	100		2,956 89	
	8/23/2012	350		9,153 93	
	9/10/2012	200		5,606 23	
	9/17/2012	100		2,829 59	
		1,275	45,288.00	34,284.82	11,003.18
MACYS INC	5/16/2012	625		23,746 70	
	5/17/2012	825		30,612 57	
	5/22/2012	275		9,924 35	
	6/26/2012	200		7,168 81	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
	6/27/2012	100		3,415 91	
	7/2/2012	125		4,145 31	
	7/17/2012	225		7,306 40	
	7/23/2012	125		4,271 45	
	9/27/2012	350		13,267 76	
	12/6/2012	150		5,774 31	
	12/26/2012	100		3,783 95	
	12/31/2012	100		3,673 67	
		3,200	**124,864.00**	**117,091.19**	**7,772.81**
MC DONALDS CORP	1/27/2011	75		5,643 00	
	2/21/2012	175		17,347 08	
	3/27/2012	150		14,412 22	
	5/1/2012	125		11,901 35	
	5/17/2012	125		11,382 16	
	6/1/2012	50		4,552.41	
	6/4/2012	100		9,027 97	
	11/6/2012	100		8,660 45	
	12/19/2012	75		6,690 39	
		975	**86,004 75**	**89,617 03**	**(3,612 28)**
MCGRAW-HILL COS	6/27/2012	150		6,474 03	
	6/28/2012	150		6,337 74	
	6/29/2012	275		11,767 35	
	7/12/2012	100		4,482 75	
	7/17/2012	125		5,552 84	
	8/7/2012	100		4,668 19	
	8/23/2012	100		4,888 33	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
	8/24/2012	100		4,871 24	
	11/29/2012	125		6,544.24	
	12/21/2012	100		5,416 60	
		1,325	72,437 75	61,003.31	11,434.44
MICROSOFT CORP	5/4/2011	100		2,570 63	
	5/5/2011	125		3,215 19	
	5/13/2011	200		5,104 02	
	5/16/2011	100		2,560 87	
	5/17/2011	225		5,681 96	
	11/7/2011	175		4,558 44	
	11/21/2011	100		2,644 09	
	11/22/2011	125		3,251 96	
	11/23/2011	100		2,541.94	
	11/28/2011	100		2,504 12	
	12/6/2011	100		2,549 13	
	12/7/2011	100		2,542 62	
	4/10/2012	600		18,756 43	
	5/1/2012	100		3,213 04	
	5/8/2012	100		3,183 95	
	5/9/2012	100		3,142 49	
	5/10/2012	100		3,076 81	
	5/11/2012	100		3,033 30	
	5/21/2012	100		2,998 95	
	5/23/2012	100		2,946 94	
	8/7/2012	325		9,505 19	
	8/17/2012	125		3,766 95	
	9/4/2012	100		3,056 34	
	9/5/2012	100		3,039 95	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
	9/10/2012	200		6,072 51	
	9/27/2012	100		3,079 79	
	10/4/2012	150		4,438 44	
	10/19/2012	300		8,874 43	
	10/24/2012	125		3,606 70	
	11/21/2012	100		2,662 28	
		4,475	**119,525.91**	**128,179 46**	**(8,653 55)**
NESTLE S A REG B ADR	1/15/2010	250		11,964.36	
	1/21/2010	350		16,752 46	
	1/27/2010	150		7,246 93	
	1/19/2011	150		8,149 86	
	2/14/2011	100		5,305 29	
	9/26/2011	100		5,516 90	
	12/7/2011	125		6,936 80	
		1,225	**79,833.25**	**61,872.60**	**17,960.65**
NIELSEN HOLDINGS B V	6/4/2012	175		4,832 97	
	6/5/2012	500		13,747 10	
	6/6/2012	425		11,530 74	
	6/18/2012	175		4,721 93	
	6/29/2012	100		2,606 07	
	7/20/2012	325		8,477 02	
	7/23/2012	125		3,256 39	
	7/24/2012	275		7,156 04	
	8/10/2012	100		2,880.29	
	8/13/2012	75		2,155 02	
	8/17/2012	100		2,855 42	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
	8/23/2012	100		2,863 48	
	8/24/2012	100		2,858.24	
	8/27/2012	100		2,833 95	
	8/28/2012	100		2,809 15	
	9/4/2012	100		2,812 22	
	9/12/2012	150		4,283 88	
	10/25/2012	125		3,701.99	
		3,150	96,358.50	86,381.90	9,976 60
NIKE INC CL B	10/31/2012	200		18,163 31	
	11/5/2012	125		11,388 55	
	11/20/2012	125		11,296 76	
	12/26/2012	450		-	
		900	46,440.00	40,848 62	5,591.38
SCRIPPS NTWK INTERACTIV CLASS A	6/10/2011	150		6,932 48	
	7/21/2011	150		6,981 03	
	8/9/2011	225		9,308 56	
	8/10/2011	100		4,005 26	
	8/31/2011	100		3,916 38	
	9/30/2011	225		9,199 61	
	10/4/2011	200		7,722 74	
	11/21/2011	125		5,006 36	
	11/29/2011	125		4,711 88	
	2/7/2012	200		8,514 11	
	12/7/2012	100		5,883 82	
	12/10/2012	175		10,187 20	
	12/12/2012	175		9,847 78	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
		2,050	118,736.00	92,217 21	26,518 79
TARGET CORPORATION	7/13/2010	50		2,494 16	
	7/19/2010	100		4,975 17	
	8/19/2010	100		5,107 37	
	8/23/2010	100		4,969 39	
	10/18/2010	100		5,466 71	
	11/3/2010	100		5,189 52	
	1/24/2011	100		5,422 59	
	2/24/2011	150		7,872 02	
	2/25/2011	100		5,142 79	
	5/4/2011	100		4,945 24	
	5/23/2011	100		4,946 31	
	1/9/2012	100		5,032 80	
	1/10/2012	100		4,786 20	
	5/9/2012	100		5,581 60	
	5/22/2012	100		5,487 25	
	10/4/2012	150		9,488 80	
	10/23/2012	100		6,303 93	
	12/10/2012	75		4,606.42	
	12/26/2012	100		6,076 64	
		1,925	113,902 25	103,894.91	10,007 34
TIME WARNER INC	1/28/2010	100		2,700 56	
	2/9/2010	200		5,448 56	
	10/8/2010	350		10,616 61	
	10/12/2010	200		6,058 28	
	11/29/2010	350		10,505 90	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
	1/21/2011	75		2,468 95	
	8/8/2011	225		7,365 91	
	8/10/2011	100		3,210 51	
	8/23/2011	200		5,818 86	
	11/7/2011	300		9,965 22	
	2/24/2012	150		5,648 46	
	3/12/2012	100		3,644 55	
	3/15/2012	100		3,618 95	
	3/19/2012	100		3,600 19	
	5/3/2012	125		4,727 86	
	5/9/2012	100		3,648 40	
	5/11/2012	125		4,425 58	
	5/22/2012	100		3,511 87	
	5/23/2012	100		3,433 95	
	11/7/2012	150		6,503 05	
	11/8/2012	125		5,369 41	
		3,375	**161,426.25**	**112,291 63**	**49,134 62**
WILLIAMS SONOMA	10/6/2011	125		3,678.39	
	1/18/2012	400		13,728 72	
	1/19/2012	225		7,629 38	
	1/20/2012	325		10,848 45	
	1/31/2012	100		3,442.99	
	3/13/2012	225		8,153 75	
	4/3/2012	100		3,769 46	
	6/26/2012	125		4,283 94	
	6/27/2012	125		4,258 68	
	6/29/2012	100		3,301 63	

SIDNEY J. WEINBERG JR. FOUNDATION
SECURITIES POSITION LONG - CHARLES SCHWAB
AS OF DECEMBER 31, 2012

SECURITY	DATE PURCHASED	QTY	FAIR MARKET VALUE	COST BASIS BEGINNING	UNREALIZED GAIN/LOSS
	8/20/2012	100		3,659 26	
	12/11/2012	200		8,851 87	
	12/19/2012	100		4,318 95	
	12/31/2012	100		4,313 00	
		2,350	102,859 50	84,238.47	18,621.03
TOTAL LONG POSITION AS OF 12/31/2012			$ 2,302,989.07	$ 1,946,653.99	$ 356,335 08

THE SIDNEY J. WEINBERG JR. FOUNDATION
EIN: 13-2998603
FYE 12/31/2012

ATTACHMENT TO FORM 990-PF

SCHEDULE OF SUSPENDED PASSIVE ACTIVITY LOSS CARRY FORWARD:

FYE	CURRENT YEAR PASSIVE (LOSS)	PASSIVE (LOSS) UTILIZED	NET PASSIVE (LOSS)	TOTAL PASSIVE (LOSS) CARRYOVER
12/31/2012	(8,723)	0	(8,723)	(8,723)

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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: SIDNEY J. WEINBERG, JR. FOUNDATION

Employer identification number (EIN) or: 13-2998603

Number, street, and room or suite no If a P O box, see instructions.: c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FL

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: NEW YORK, NY 10005

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

- The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0811 FAX No. ▶N/A

- 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 20 12 or

▶ ☐ tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	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.	3a	$ 23,783.00
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.	3b	$ 11,783.00
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 12,000.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

- 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	Name of exempt organization or other filer, see instructions SIDNEY J. WEINBERG, JR. FOUNDATION	Employer identification number (EIN) or 13-2998603
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ▶ BCRS ASSOCIATES, LLC

  Telephone No. ▶ 212-440-0811 FAX No. ▶ N/A
- 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 NOVEMBER 15 , 20 13 .

5 For calendar year 2012, or other tax year beginning ________ , 20 ___ , and ending ________ , 20 ___ .

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 ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

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	$ 23,783.00
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	$ 23,783.00
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	$ 0.00

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 ▶ CPA Date ▶ 08/13/2013