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: WEISSMAN FAMILY FOUNDATION, INC

A Employer identification number: 13-3688122

Number and street (or P O box number if mail is not delivered to street address): 81 MANURSING WAY

Room/suite:

B Telephone number (see instructions): (914) 967-5845

City or town, state, and ZIP code: RYE, NY 10580-4311

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)* ▶ $ 25,719,310.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	50.	50.		ATCH 1
	4 Dividends and interest from securities	798,002.	798,002.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,412,876.			
	b Gross sales price for all assets on line 6a 5,094,907.				
	7 Capital gain net income (from Part IV, line 2)		1,412,876.		
	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)				
	12 **Total.** Add lines 1 through 11	2,210,928.	2,210,928.		
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) ATCH 3	6,000.	3,000.		3,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	15,000.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	41,130.	39,339.		1,791.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	62,130.	42,339.		4,791.
	25 Contributions, gifts, grants paid	852,000.			852,000.
	26 Total expenses and disbursements. Add lines 24 and 25	914,130.	42,339.	0	856,791.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,296,798.			
	b **Net investment income** (if negative, enter -0-)		2,168,589.		
	c **Adjusted net income** (if negative, enter -0-)				

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			Beginning of year	End of year	
Part II	**Balance Sheets**	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	892,676.	3,329,361.	3,329,361.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach 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	12,955,870.	11,812,257.	22,389,949.
	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 ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,848,546.	15,141,618.	25,719,310.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	48,368.	48,368.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	12,898.	12,898.	
	29	Retained earnings, accumulated income, endowment, or other funds	13,787,280.	15,080,352.	
	30	**Total net assets or fund balances** (see instructions)	13,848,546.	15,141,618.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,848,546.	15,141,618.	

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	13,848,546.
2	Enter amount from Part I, line 27a	2	1,296,798.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,145,344.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	3,726.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,141,618.

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	1,412,876.
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	382,363.	16,922,739.	0.022595
2010	412,842.	10,666,613.	0.038704
2009	383,827.	9,292,598.	0.041305
2008	767,075.	11,368,636.	0.067473
2007	908,071.	12,706,163.	0.071467

2 **Total** of line 1, column (d)	2	0.241544
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	0.048309
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	25,473,928.
5 Multiply line 4 by line 3	5	1,230,620.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,686.
7 Add lines 5 and 6	7	1,252,306.
8 Enter qualifying distributions from Part XII, line 4	8	856,791.

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	43,372.
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	43,372.
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	43,372.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . 6a 18,359.		
b	Exempt foreign organizations - tax withheld at source 6b		
c	Tax paid with application for extension of time to file (Form 8868) 6c		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments. Add lines 6a through 6d	7	18,359.
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	25,013.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **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

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 ▶ WITHUMSMITH+BROWN, P.C. Telephone no ▶ 212-751-9100

Located at ▶ 1411 BROADWAY, 9TH FLOOR NEW YORK, NY ZIP+4 ▶ 10018

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		
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
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		
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 [X] 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 [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 [X] 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 [X] 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**		
	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? [ ] 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 [X] No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	24,504,015.
b	Average of monthly cash balances	1b	1,357,841.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	25,861,856.
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	25,861,856.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	387,928.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,473,928.
6	**Minimum investment return.** Enter 5% of line 5	6	1,273,696.

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	1,273,696.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	43,372.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	43,372.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,230,324.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,230,324.
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	1,230,324.

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	856,791.
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	856,791.
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	856,791.

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				1,230,324.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years. 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 78,056.				
b From 2008 253,489.				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	331,545.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 856,791.				
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				856,791.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	331,545.			331,545.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				41,988.
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)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

NONE

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

NONE

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

Check here ▶ [X] 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

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*				
ATCH 9				
Total . . . . ▶ **3a**				852,000.
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			14	50.	
4 Dividends and interest from securities			14	798,002.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,412,876.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,210,928.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,210,928.

(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)

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

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

Hilbert Weissman | 5-15-13 | Director

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
BARRY HOROWITZ, CPA		MAY 13 2013		P00112797

Firm's name ▶ WITHUMSMITH+BROWN PC — Firm's EIN ▶ 22-2027092

Firm's address ▶ 1411 BROADWAY 9TH FLOOR NEW YORK, NY 10018 — Phone no 212-751-9100

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)	
		JP MORGAN - SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
414,733.		423,181.					-8,448.	
		JP MORGAN - SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
4,680,174.		3,258,850.					1,421,324.	
TOTAL GAIN(LOSS)							1,412,876.	

REALIZED GAINS AND LOSSES
WEISSMAN FAMILY FOUNDATION INC
EIN 13-3688122
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
4/11/2007	1/9/2012	330 00	ST JUDE MED INC COM	12 690 94	11 866 67		(824.27)
4/11/2007	1/11/2012	4 770 00	ST JUDE MED INC COM	183,441 80	171 555 95		(11 885 85)
6/8/2010	1/25/2012	1,500 00	CHECK POINT SOFTWARE TECH LTD ORD	44 656 95	84,799 32		40 142 37
5/24/2010	2/2/2012	1 700 00	LIFE TECHNOLOGIES CORP COM	82,240 73	82 889 89		649 16
5/11/2011	2/28/2012	1,500 00	WPX ENERGY INC COM	25,706.29	27 923 19	2,216 90	
2/16/2011	2/28/2012	1 900 00	WPX ENERGY INC COM	28 847 10	35 369 38		6 522 28
5/26/2010	2/28/2012	810 00	KINDER MORGAN MANAGEMENT LLC SHS	39,016 39	64,835 12		25 818 73
5/26/2010	2/29/2012	1 690 00	KINDER MORGAN MANAGEMENT LLC SHS	81 404 57	135 417 26		54,012 69
5/26/2010	3/1/2012	0.23	KINDER MORGAN MANAGEMENT LLC SHS	11.27	18 20		6 93
1/5/2010	4/2/2012	6 900 00	AON PLC SHS CL A	259 511 07	338 427 75		78 916 68
5/26/2010	4/3/2012	1,231 00	KINDER MORGAN MANAGEMENT LLC SHS	59,295 28	92,782 58		33,487 30
1/19/2012	4/4/2012	10 100 00	JOHNSON CTLS INC COM	328,572 19	321,021 29	(7 550 90)	
5/26/2010	4/4/2012	316 00	KINDER MORGAN MANAGEMENT LLC SHS	15,221.21	23 702 60		8 481 39
5/26/2010	4/13/2012	1,363 00	KINDER MORGAN MANAGEMENT LLC SHS	65 653 51	100,237 54		34,584 03
2/16/2011	4/18/2012	3 900 00	WILLIAMS COS INC DEL COM	88,543 67	125,030 42		36 486 75
7/29/2008	5/7/2012	3 920 00	HOLOGIC INC COM	91,672 34	67,235 50		(24 436 84)
7/30/2008	5/7/2012	3,180 00	HOLOGIC INC COM	71,611 52	54 543 09		(17,068 43)
7/31/2008	5/7/2012	2 360 00	HOLOGIC INC COM	44,175 40	40 478 52		(3,696 88)
7/31/2008	5/8/2012	6,040 00	HOLOGIC INC COM	113 059 08	102,360 00		(10,699 08)
9/25/2008	5/22/2012	2,760 00	COOPER INDUSTRIES PLC SHS	116 556 18	193 883 44		77,327.26
3/25/2010	6/4/2012	1 710 00	STATE STR CORP COM	79,862 81	67,548 78		(12 314 03)
3/25/2010	6/5/2012	2 790 00	STATE STR CORP COM	130,302 49	110,778 37		(19,524 12)
10/2/2007	7/5/2012	5 800 00	COMCAST CORP NEW CL A	140 664 50	183 471 92		42,807 42
4/27/2004	7/5/2012	200 00	COMCAST CORP NEW CL A	3 999 37	6 326 62		2,327.25
2/16/2010	7/5/2012	10 00	GOOGLE INC CL A	5,432 57	5,965 64		533 07
7/23/2012	8/6/2012	960 00	COACH INC COM	55,445 18	52,630 82	(2,814 36)	
7/17/2012	8/6/2012	240 00	COACH INC COM	13 457 33	13,157 70	(299 63)	
5/24/2010	9/19/2012	985 00	LIFE TECHNOLOGIES CORP COM	47 651.25	48 484 65		833 40
5/21/2010	9/19/2012	215 00	LIFE TECHNOLOGIES CORP COM	10 309 01	10,582 94		273 93
1/9/1990	10/5/2012	10,700 00	PHILIP MORRIS INTL INC COM	497,443 00	1,003 034 04		505 591 04
2/16/2010	10/10/2012	80 00	GOOGLE INC CL A	43,460 59	59 547 58		16 086 99
12/2/2009	10/22/2012	0 33	KRAFT FOODS GROUP INC COM	9 32	15 75		6 43
12/22/2008	11/5/2012	5 400 00	CVS CAREMARK CORPORATION COM	143,867 34	251,649 47		107 782 13
11/11/2009	11/5/2012	1 600 00	CVS CAREMARK CORPORATION COM	48,629 60	74 562 81		25,933.21
1/9/1990	12/11/2012	11,250 00	PHILIP MORRIS INTL INC COM	523,012 50	1,002 992 65		479 980 15
9/30/2009	12/14/2012	6 900 00	WESTERN UN CO COM	131,057.22	90,452 13		(40,605 09)
10/28/2010	12/14/2012	3,000 00	WESTERN UN CO COM	55 539 00	39,327 02		(16,212 01)
TOTAL GAINS						2,216 90	1,578 590 59
TOTAL LOSSES						(10 664 89)	(157,266 60)
TOTAL NET GAIN (LOSS)				3,682,030 60	5,094,906 60	(8,447 99)	1,421,323 99

	Cost Basis	Proceeds	Short Term	Long Term
SHORT-TERM	423,180 99	414,733 00	(8,447 99)	
LONG-TERM	3,258 849 61	4 680 173 60		1 421,323 99
TOTAL	3,682,030 60	5,094,906 60	(8,447 99)	1,421,323 99

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN CHECKING	12.	12.
JP MORGAN BROKERAGE	38.	38.
TOTAL	50.	50.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN		798,002.	798,002.
	TOTAL	798,002.	798,002.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	6,000.	3,000.		3,000.
TOTALS	6,000.	3,000.		3,000.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
2011 FEDERAL EXCISE TAX	15,000.
TOTALS	15,000.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NYS DEPT. OF LAW FILING FEE	750.		750.
POSTAGE	59.		59.
PROFESSIONAL DEVELOPMENT	287.		287.
PUBLICATION ANN. RET. NOTICE	695.		695.
INVESTMENT ADVISORY FEES	39,339.	39,339.	
TOTALS	41,130.	39,339.	1,791.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		11,812,257.	22,389,949.
	TOTALS	11,812,257.	22,389,949.

S/A

PORTFOLIO APPRAISAL
WEISSMAN FAMILY FOUNDATION INC.
2023-0145
December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
COMMON STOCK							
Energy							
3,000 00	DEVON ENERGY CORP NEW COM	67 75	203,256 00	52 04	156,120 00	2 0	1 7
9,300 00	MARATHON OIL CORP COM	23 00	213,876 75	30 66	285,138 00	3 6	2 2
3,400 00	SCHLUMBERGER LTD COM	67 21	228,515 02	69 30	235,615 24	3 0	1 8
6,300 00	WILLIAMS COS INC DEL COM	24.79	156,186 42	32 74	206,262 00	2 6	4 1
			801,834 19		883,135 24	11 2	2 5
Industrials							
7,900 00	REPUBLIC SVCS INC COM	30 62	241,901 96	29 33	231,707 00	2 9	3 2
3,000 00	UNITED PARCEL SERVICE INC CL B	71 84	215,533 20	73 73	221,190 00	2 8	3 4
			457,435 16		452,897 00	5 8	3 3
Consumer Discretionary							
9,550 00	COMCAST CORP NEW CL A	19 98	190,843 45	37 36	356,788 00	4 5	2 1
6,400 00	DELPHI AUTOMOTIVE PLC SHS	31 39	200,876 81	38 25	244,800 00	3 1	1 8
8,100 00	DIGITAL GENERATION INC COM	29 67	240,357 85	10 91	88,371 00	1 1	0 0
5,500 00	IMAX CORP COM	27 02	148,594 33	22 48	123,640 00	1 6	0 0
10,000 00	JOHNSON CTLS INC COM	32 53	325,319 00	30 67	306,700 00	3 9	2 5
			1,105,991 44		1,120,299 00	14 2	1 7
Health Care							
3,400 00	BAXTER INTL INC COM	52 94	179,994 01	66 66	226,644 00	2 9	2 7
5,000 00	LIFE TECHNOLOGIES CORP COM	42 68	213,424 90	49 03	245,150 00	3 1	0 0
5,100 00	THERMO FISHER SCIENTIFIC INC COM	33 71	171,926 28	63 78	325,278 00	4 1	0 9
			565,345 19		797,072 00	10 1	1 2

PORTFOLIO APPRAISAL
WEISSMAN FAMILY FOUNDATION INC.
2023-0145
December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Financials							
4,200 00	ACE LTD SHS	32 33	135,766 00	79 80	335,160 00	4 3	2 5
6,900 00	AON PLC SHS CL A	49 05	338,427 75	55 61	383,709 00	4 9	1 3
3,900.00	CIT GROUP INC COM NEW	42 26	164,820 03	38 64	150,696 00	1 9	0 0
11,200 00	METLIFE INC COM	37 31	417,915 12	32 94	368,928 00	4 7	3 3
8,900 00	SUNTRUST BKS INC COM	21 58	192,052 21	28 35	252,315 00	3 2	1 4
			1,248,981 11		1,490,808 00	18 9	1 9
Information							
320 00	APPLE INC COM	612 30	195,934 62	532 17	170,295 36	2 2	2 3
13,800 00	BROADRIDGE FINL SOLUTIONS INC COM	22 79	314,472 15	22 88	315,744 00	4 0	3 1
4,000 00	CHECK POINT SOFTWARE TECH LTD ORD	29 77	119,085 20	47 64	190,560 00	2 4	0 0
450 00	GOOGLE INC CL A	494 59	222,566 79	707 38	318,321 00	4 0	0 0
10,700 00	MICROSOFT CORP COM	25 64	274,299 46	26 71	285,793 79	3 6	3 4
17,000 00	ORACLE CORP COM	23 69	402,736 42	33 32	566,440 00	7 2	0 7
			1,529,094 64		1,847,154 15	23 5	1 5
	COMMON STOCK Total		5,708,681 73		6,591,365 39	83 7	1 8

MISC ASSETS-UNSUPERVISED

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Consumer Staples							
106,000 00	ALTRIA GROUP INC COM	12 57	1,331,963 27	31 44	3,332,640 00		5 6
33,889 00	KRAFT FOODS GROUP INC COM	15 78	534,914 59	45 47	1,540,932 83		4 4
101,668 00	MONDELEZ INTL INC CL A	9 80	996,589 40	25 45	2,587,775 93		2 0
99,680 00	PHILIP MORRIS INTL INC COM	32 51	3,240,107 72	83 64	8,337,235 20		4 1
			6,103,574 98		15,798,583 96		4 1
	MISC ASSETS-UNSUPERVIS Total		6,103,574 98		15,798,583 96		4 1

Total 11,812,256.71 22,389,949.35

ATTACHMENT 7

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN OR LOSS		3,726.
	TOTAL	3,726.

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	Employer identification number
WEISSMAN FAMILY FOUNDATION, INC	13-3688122

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	-8,448.
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	-8,448.

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					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,421,324.
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	1,421,324.

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

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			-8,448.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,421,324.
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			1,412,876.

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
WEISSMAN FAMILY FOUNDATION, INC

Employer identification number
13-3688122

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 JP MORGAN - SEE SCHEDULE ATTACHED	VARIOUS	VARIOUS	414,733.	423,181.	-8,448.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -8,448.

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

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	JP MORGAN - SEE SCHEDULE ATTACHED	VARIOUS	VARIOUS	4,680,174.	3,258,850.	1,421,324.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 1,421,324.

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)	
		JP MORGAN - SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
414,733.		423,181.					-8,448.	
		JP MORGAN - SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
4,680,174.		3,258,850.					1,421,324.	
TOTAL GAIN(LOSS)							1,412,876.	

REALIZED GAINS AND LOSSES
WEISSMAN FAMILY FOUNDATION INC
EIN 13-3688122
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
4/11/2007	1/9/2012	330 00	ST JUDE MED INC COM	12 690 94	11,866 67		(824.27)
4/11/2007	1/11/2012	4,770 00	ST JUDE MED INC COM	183 441 80	171,555 95		(11,885 85)
6/8/2010	1/25/2012	1,500 00	CHECK POINT SOFTWARE TECH LTD ORD	44,656 95	84 799 32		40,142 37
5/24/2010	2/2/2012	1,700 00	LIFE TECHNOLOGIES CORP COM	82,240 73	82 889 89		649 16
5/11/2011	2/28/2012	1,500 00	WPX ENERGY INC COM	25,706.29	27 923 19	2,216 90	
2/16/2011	2/28/2012	1 900 00	WPX ENERGY INC COM	28 847 10	35,369 38		6,522 28
5/26/2010	2/28/2012	810 00	KINDER MORGAN MANAGEMENT LLC SHS	39 016 39	64,835 12		25 818 73
5/26/2010	2/29/2012	1 690 00	KINDER MORGAN MANAGEMENT LLC SHS	81 404 57	135,417 26		54 012 69
5/26/2010	3/1/2012	0 23	KINDER MORGAN MANAGEMENT LLC SHS	11 27	18 20		6 93
1/5/2010	4/2/2012	6,900 00	AON PLC SHS CL A	259 511 07	338 427 75		78 916 68
5/26/2010	4/3/2012	1,231 00	KINDER MORGAN MANAGEMENT LLC SHS	59,295 28	92 782 58		33,487 30
1/19/2012	4/4/2012	10 100 00	JOHNSON CTLS INC COM	328,572 19	321,021 29	(7 550 90)	
5/26/2010	4/4/2012	316 00	KINDER MORGAN MANAGEMENT LLC SHS	15,221.21	23,702 60		8,481 39
5/26/2010	4/13/2012	1 363 00	KINDER MORGAN MANAGEMENT LLC SHS	65 653 51	100,237 54		34,584 03
2/16/2011	4/18/2012	3,900 00	WILLIAMS COS INC DEL COM	88,543 67	125,030 42		36 486 75
7/29/2008	5/7/2012	3,920 00	HOLOGIC INC COM	91,672 34	67,235 50		(24,436 84)
7/30/2008	5/7/2012	3,180 00	HOLOGIC INC COM	71,611 52	54 543 09		(17,068 43)
7/31/2008	5/7/2012	2,360 00	HOLOGIC INC COM	44,175 40	40,478 52		(3,696 88)
7/31/2008	5/8/2012	6 040 00	HOLOGIC INC COM	113,059 08	102 360 00		(10,699 08)
9/25/2008	5/22/2012	2 760 00	COOPER INDUSTRIES PLC SHS	116,556 18	193 883 44		77,327.26
3/25/2010	6/4/2012	1 710 00	STATE STR CORP COM	79 862 81	67,548 78		(12,314 03)
3/25/2010	6/5/2012	2,790 00	STATE STR CORP COM	130,302 49	110,778 37		(19 524 12)
10/2/2007	7/5/2012	5 800 00	COMCAST CORP NEW CL A	140,664 50	183,471 92		42 807 42
4/27/2004	7/5/2012	200 00	COMCAST CORP NEW CL A	3 999 37	6,326 62		2,327.25
2/16/2010	7/5/2012	10 00	GOOGLE INC CL A	5 432 57	5,965 64		533 07
7/23/2012	8/6/2012	960 00	COACH INC COM	55,445 18	52,630 82	(2 814 36)	
7/17/2012	8/6/2012	240 00	COACH INC COM	13 457 33	13 157 70	(299 63)	
5/24/2010	9/19/2012	985 00	LIFE TECHNOLOGIES CORP COM	47 651.25	48 484 65		833 40
5/21/2010	9/19/2012	215 00	LIFE TECHNOLOGIES CORP COM	10 309 01	10,582 94		273 93
1/9/1990	10/5/2012	10,700 00	PHILIP MORRIS INTL INC COM	497,443 00	1,003,034 04		505 591 04
2/16/2010	10/10/2012	80 00	GOOGLE INC CL A	43 460 59	59,547 58		16,086 99
12/2/2009	10/22/2012	0 33	KRAFT FOODS GROUP INC COM	9 32	15 75		6 43
12/22/2008	11/5/2012	5 400 00	CVS CAREMARK CORPORATION COM	143,867 34	251,649 47		107 782 13
11/11/2009	11/5/2012	1,600 00	CVS CAREMARK CORPORATION COM	48 629 60	74 562 81		25,933 21
1/9/1990	12/11/2012	11,250 00	PHILIP MORRIS INTL INC COM	523,012 50	1,002,992 65		479 980 15
9/30/2009	12/14/2012	6,900 00	WESTERN UN CO COM	131 057 22	90 452 13		(40,605 09)
10/28/2010	12/14/2012	3,000 00	WESTERN UN CO COM	55 539 00	39,327 02		(16,212 01)
TOTAL GAINS						2,216 90	1,578,590 59
TOTAL LOSSES						(10,664 89)	(157 266 60)
TOTAL NET GAIN (LOSS)				3,682,030 60	5,094,906 60	(8,447 99)	1,421,323 99

	Cost Basis	Proceeds	Short Term	Long Term
SHORT-TERM	423,180 99	414,733 00	(8,447 99)	
LONG-TERM	3 258,849 61	4 680 173 60		1,421,323 99
TOTAL	3,682,030 60	5,094,906 60	(8,447 99)	1,421,323 99

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN CHECKING		12.	12.
JP MORGAN BROKERAGE		38.	38.
	TOTAL	50.	50.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN		798,002.	798,002.
	TOTAL	798,002.	798,002.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		6,000.	3,000.		3,000.
	TOTALS	6,000.	3,000.		3,000.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
2011 FEDERAL EXCISE TAX	15,000.
TOTALS	15,000.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NYS DEPT. OF LAW FILING FEE	750.		750.
POSTAGE	59.		59.
PROFESSIONAL DEVELOPMENT	287.		287.
PUBLICATION ANN. RET. NOTICE	695.		695.
INVESTMENT ADVISORY FEES	39,339.	39,339.	
TOTALS	41,130.	39,339.	1,791.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	11,812,257.	22,389,949.
TOTALS	11,812,257.	22,389,949.

S/A

PORTFOLIO APPRAISAL
WEISSMAN FAMILY FOUNDATION INC.
2023-0145
December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
COMMON STOCK							
Energy							
3,000 00	DEVON ENERGY CORP NEW COM	67 75	203,256 00	52 04	156,120 00	2 0	1 7
9,300 00	MARATHON OIL CORP COM	23 00	213,876 75	30 66	285,138 00	3 6	2 2
3,400 00	SCHLUMBERGER LTD COM	67 21	228,515 02	69 30	235,615 24	3 0	1 8
6,300 00	WILLIAMS COS INC DEL COM	24 79	156,186 42	32.74	206,262 00	2 6	4 1
			801,834 19		883,135 24	11 2	2 5
Industrials							
7,900 00	REPUBLIC SVCS INC COM	30 62	241,901 96	29 33	231,707 00	2 9	3 2
3,000 00	UNITED PARCEL SERVICE INC CL B	71 84	215,533 20	73 73	221,190 00	2 8	3 4
			457,435 16		452,897 00	5 8	3 3
Consumer Discretionary							
9,550 00	COMCAST CORP NEW CL A	19 98	190,843 45	37 36	356,788 00	4 5	2 1
6,400 00	DELPHI AUTOMOTIVE PLC SHS	31 39	200,876 81	38 25	244,800 00	3 1	1 8
8,100 00	DIGITAL GENERATION INC COM	29 67	240,357 85	10 91	88,371 00	1 1	0 0
5,500 00	IMAX CORP COM	27 02	148,594 33	22 48	123,640 00	1 6	0 0
10,000 00	JOHNSON CTLS INC COM	32 53	325,319 00	30 67	306,700 00	3 9	2 5
			1,105,991 44		1,120,299 00	14 2	1 7
Health Care							
3,400 00	BAXTER INTL INC COM	52 94	179,994 01	66 66	226,644 00	2 9	2 7
5,000 00	LIFE TECHNOLOGIES CORP COM	42 68	213,424 90	49 03	245,150 00	3 1	0 0
5,100 00	THERMO FISHER SCIENTIFIC INC COM	33 71	171,926 28	63 78	325,278 00	4 1	0 9
			565,345 19		797,072 00	10 1	1 2

S/A

PORTFOLIO APPRAISAL

WEISSMAN FAMILY FOUNDATION INC.

2023-0145

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Financials							
4,200 00	ACE LTD SHS	32 33	135,766 00	79 80	335,160 00	4 3	2 5
6,900 00	AON PLC SHS CL A	49 05	338,427 75	55 61	383,709 00	4 9	1 3
3,900.00	CIT GROUP INC COM NEW	42 26	164,820 03	38 64	150,696 00	1 9	0 0
11,200 00	METLIFE INC COM	37 31	417,915 12	32 94	368,928 00	4 7	3 3
8,900 00	SUNTRUST BKS INC COM	21 58	192,052 21	28 35	252,315 00	3 2	1 4
			1,248,981 11		1,490,808 00	18 9	1 9
Information							
320 00	APPLE INC COM	612 30	195,934 62	532 17	170,295 36	2 2	2 3
13,800 00	BROADRIDGE FINL SOLUTIONS INC COM	22 79	314,472 15	22 88	315,744 00	4 0	3 1
4,000 00	CHECK POINT SOFTWARE TECH LTD ORD	29 77	119,085 20	47 64	190,560 00	2 4	0 0
450 00	GOOGLE INC CL A	494 59	222,566 79	707 38	318,321 00	4 0	0 0
10,700 00	MICROSOFT CORP COM	25 64	274,299 46	26 71	285,793 79	3 6	3 4
17,000 00	ORACLE CORP COM	23 69	402,736 42	33 32	566,440 00	7 2	0 7
			1,529,094 64		1,847,154 15	23 5	1 5
	COMMON STOCK Total		5,708,681 73		6,591,365 39	83 7	1 8

MISC ASSETS-UNSUPERVISED

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Consumer Staples							
106,000 00	ALTRIA GROUP INC COM	12 57	1,331,963 27	31 44	3,332,640 00		5 6
33,889 00	KRAFT FOODS GROUP INC COM	15 78	534,914 59	45 47	1,540,932 83		4 4
101,668 00	MONDELEZ INTL INC CL A	9 80	996,589 40	25 45	2,587,775 93		2 0
99,680 00	PHILIP MORRIS INTL INC COM	32 51	3,240,107 72	83 64	8,337,235 20		4 1
			6,103,574 98		15,798,583 96		4 1
	MISC ASSETS-UNSUPERVIS Total		6,103,574 98		15,798,583 96		4 1

Total 11,812,256.71 22,389,949.35

ATTACHMENT 7

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN OR LOSS		3,726.
	TOTAL	3,726.

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
MILDRED WEISSMAN 81 MANURSING WAY RYE, NY 10580	PRESIDENT & DIRECTOR	0	0	0
ELLEN WEISSMAN 4985 SHERIDAN DRIVE WILLIAMSVILLE, NY 14221	SECRETARY & DIRECTOR	0	0	0
PAUL WEISSMAN 3260 PACIFIC HEIGHTS ROAD HONOLULU, HI 96813	TREASURER & DIRECTOR	0	0	0
DANIEL WEISSMAN 110 RIVERSIDE DRIVE, APT. 11F NEW YORK, NY 10024	VICE PRESIDENT & DIR	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AFRICARE	N/A PUBLIC	UNRESTRICTED	100,000.
ALBRIGHT-KNOX ART GALLERY	N/A PUBLIC	UNRESTRICTED	10,000.
ALLIANCE FOR DRAMA EDUCATION	N/A PUBLIC	UNRESTRICTED	3,000.
AMERICAN FDTN FOR SUICIDE PREVENTION	N/A PUBLIC	UNRESTRICTED	1,000.
AMERICAN SOCIAL HEALTH ASSOC	N/A PUBLIC	UNRESTRICTED	1,000.
AMNESTY INTERNATIONAL	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARS ANTIQUA	N/A PUBLIC	UNRESTRICTED	1,000.
BACK2BASICS (MANHATTAN CNTRY SCHL)	N/A PUBLIC	UNRESTRICTED	2,500.
BIOTECH PARTNERS	N/A PUBLIC	UNRESTRICTED	60,000.
BUFFALO CHAMBER MUSIC SOCIETY	N/A PUBLIC	UNRESTRICTED	1,000.
BUFFALO OLMSTED PARKS CONSERV	N/A PUBLIC	UNRESTRICTED	2,500.
CARE USA	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTRAL PARK CONSERVANCY	N/A PUBLIC	UNRESTRICTED	5,000.
CHESS IN THE SCHOOLS	N/A PUBLIC	UNRESTRICTED	1,000.
CLARKE SCHOOLS FOR HEARING/SPEECH	N/A PUBLIC	UNRESTRICTED	1,000.
COALITION FOR THE HOMELESS	N/A PUBLIC	UNRESTRICTED	3,000.
COMMUNITY MUSIC SCHOOL	N/A PUBLIC	UNRESTRICTED	1,000.
COMPASSION & CHOICES	N/A PUBLIC	UNRESTRICTED	1,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COUNCIL OF COMMUNITY SERVICES	N/A PUBLIC	UNRESTRICTED	1,000.
DOCTORS WITHOUT BORDERS	N/A PUBLIC	UNRESTRICTED	5,000.
ENVIRONMENTAL DEFENSE FUND X2	N/A PUBLIC	UNRESTRICTED	10,000.
FOODBANK FOR NYC	N/A PUBLIC	UNRESTRICTED	2,000.
FRANKLIN FURNACE ARCHIVE INC	N/A PUBLIC	UNRESTRICTED	500.
FREEDOM FROM HUNGER	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF WAIKIKI AQUARIUM	N/A PUBLIC	UNRESTRICTED	5,000.
GALAGAPOS CONSERVANCY	N/A PUBLIC	UNRESTRICTED	500.
HABITAT FOR HUMANITY INTL	N/A PUBLIC	UNRESTRICTED	5,000.
HAWAII ACADEMY OF PERFOMING ARTS	N/A PUBLIC	UNRESTRICTED	2,500.
HAWAII ARTS ALLIANCE	N/A PUBLIC	UNRESTRICTED	2,500.
HAWAII FOODBANK	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HAWAII PUBLIC RADIO	N/A PUBLIC	UNRESTRICTED	5,000.
HCF/CRP	N/A PUBLIC	UNRESTRICTED	50,000.
HCF/EFG	N/A PUBLIC	UNRESTRICTED	5,000.
HEALTHRIGHT INTERNATIONAL	N/A PUBLIC	UNRESTRICTED	10,000.
HEIFER INTERNATIONAL	N/A PUBLIC	UNRESTRICTED	5,000.
HOMES FOR THE HOMELESS	N/A PUBLIC	UNRESTRICTED	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HONOLULU MUSEUM OF ART	N/A PUBLIC	UNRESTRICTED	5,000.
HOSPICE FNDN OF WESTERN NY	N/A PUBLIC	UNRESTRICTED	1,500.
HUNTER COLLEGE (IN HON OF MW)	N/A PUBLIC	UNRESTRICTED	1,000.
IRISH CLASSICAL THEATER	N/A PUBLIC	UNRESTRICTED	2,500.
JACOB'S PILLOW DANCE	N/A PUBLIC	UNRESTRICTED	5,000.
JERICHO PROJECT	N/A PUBLIC	UNRESTRICTED	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUST BUFFALO LITERARY CENTER INC	N/A PUBLIC	UNRESTRICTED	2,500.
LC-GREAT PERFORMERS CIRCLE	N/A PUBLIC	UNRESTRICTED	25,000.
LEAGUE TREATMENT CENTER	N/A PUBLIC	UNRESTRICTED	3,000.
LIBRARY FNDTN OF BUFFALO & ERIE	N/A PUBLIC	UNRESTRICTED	5,000.
LIGHTHOUSE INTERNATIONAL	N/A PUBLIC	UNRESTRICTED	2,500.
LINCOLN CENTER FILM SOCIETY	N/A PUBLIC	UNRESTRICTED	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LITERACY VOLUNTEERS OF BUFFALO/ERIE CO.	N/A PUBLIC	UNRESTRICTED	5,000.
LITTLE KIDS ROCK	N/A PUBLIC	UNRESTRICTED	2,000.
LOCUST ST NEIGHBORHOOD ART CLASSES	N/A PUBLIC	UNRESTRICTED	1,000.
MARE	N/A PUBLIC	UNRESTRICTED	50,000.
MEMORIAL SLOAN-KETTERING CANCER CENTER	N/A PUBLIC	UNRESTRICTED	1,000.
NATL ART EDUCATION FOUNDATION	N/A PUBLIC	UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NAT'L CENTER FO JEWISH FILM	N/A PUBLIC	UNRESTRICTED	34,000.
NATL CENTER FOR SCIENCE EDUCATION	N/A PUBLIC	UNRESTRICTED	1,000.
NAT'L COALITION AGAINST CENSORSHIP	N/A PUBLIC	UNRESTRICTED	5,000.
NEW LEADERS FOR NEW SCHOOLS	N/A PUBLIC	UNRESTRICTED	3,000.
NEW YORK CARES	N/A PUBLIC	UNRESTRICTED	10,000.
NEW YORK PUBLIC LIBRARY	N/A PUBLIC	UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NYCLU FOUNDATION	N/A PUBLIC	UNRESTRICTED	9,000.
NYCLU FOUNDATION/LHV CHAPTER	N/A PUBLIC	UNRESTRICTED	1,000.
PLANETARY SOCIETY	N/A PUBLIC	UNRESTRICTED	5,000.
PLANNED PARENTHOOD (NATIONAL)	N/A PUBLIC	UNRESTRICTED	1,000.
PLANUSA/CHILDREACH INTL X2	N/A PUBLIC	UNRESTRICTED	10,000.
PROJECT HOPE	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REACH OUT & READ	N/A PUBLIC	UNRESTRICTED	2,500.
READ TO SUCCEED	N/A PUBLIC	UNRESTRICTED	5,000.
RE-TREE WNY	N/A PUBLIC	UNRESTRICTED	2,500.
RIVERSIDE PARK FUND	N/A PUBLIC	UNRESTRICTED	1,000.
RYE FREE READING ROOM	N/A PUBLIC	UNRESTRICTED	40,000.
SALVATION ARMY/OAHU	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAY YES TO BUFFALO	N/A PUBLIC	UNRESTRICTED	2,000.
SHAKESPEARE IN DELAWARE PARK	N/A PUBLIC	UNRESTRICTED	110,000.
SIERRA CLUB FOUNDATION	N/A PUBLIC	UNRESTRICTED	5,000.
SWARTHMORE COLLEGE	N/A PUBLIC	UNRESTRICTED	10,000.
TAKTSE INTERNATIONAL SCHOOL	N/A PUBLIC	UNRESTRICTED	5,000.
THE FRESH AIR FUND (OF NYC)	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE NATURE CONSERVANCY	N/A PUBLIC	UNRESTRICTED	5,000.
THE WOOSTER GROUP	N/A PUBLIC	UNRESTRICTED	500.
THEATRE OF YOUTH	N/A PUBLIC	UNRESTRICTED	2,500.
THIRTEEN (WNET)	N/A PUBLIC	UNRESTRICTED	5,000.
UNION OF CONCERNED SCIENTISTS	N/A PUBLIC	UNRESTRICTED	2,000.
WESTERN NY PUBLIC BROADCASTING ASSOC	N/A PUBLIC	UNRESTRICTED	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WINSTON PREPARATORY SCHOOL	N/A PUBLIC	UNRESTRICTED	10,000.
WORLD WILDLIFE FUND	N/A PUBLIC	UNRESTRICTED	5,000.
		TOTAL CONTRIBUTIONS PAID	852,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ 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: WEISSMAN FAMILY FOUNDATION, INC

Employer identification number: 13-3688122

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	-8,448.
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	-8,448.

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					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,421,324.
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	1,421,324.

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

JSA
2F1210 2 000

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			-8,448.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,421,324.
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			1,412,876.

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: WEISSMAN FAMILY FOUNDATION, INC

Employer identification number: 13-3688122

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 JP MORGAN - SEE SCHEDULE ATTACHED	VARIOUS	VARIOUS	414,733.	423,181.	-8,448.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -8,448.

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

Schedule D-1 (Form 1041) 2012

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 JP MORGAN - SEE SCHEDULE ATTACHED	VARIOUS	VARIOUS	4,680,174.	3,258,850.	1,421,324.

6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b	1,421,324.

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
MILDRED WEISSMAN 81 MANURSING WAY RYE, NY 10580	PRESIDENT & DIRECTOR	0	0	0
ELLEN WEISSMAN 4985 SHERIDAN DRIVE WILLIAMSVILLE, NY 14221	SECRETARY & DIRECTOR	0	0	0
PAUL WEISSMAN 3260 PACIFIC HEIGHTS ROAD HONOLULU, HI 96813	TREASURER & DIRECTOR	0	0	0
DANIEL WEISSMAN 110 RIVERSIDE DRIVE, APT. 11F NEW YORK, NY 10024	VICE PRESIDENT & DIR	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AFRICARE	N/A PUBLIC	UNRESTRICTED	100,000.
ALBRIGHT-KNOX ART GALLERY	N/A PUBLIC	UNRESTRICTED	10,000.
ALLIANCE FOR DRAMA EDUCATION	N/A PUBLIC	UNRESTRICTED	3,000.
AMERICAN FDTN FOR SUICIDE PREVENTION	N/A PUBLIC	UNRESTRICTED	1,000.
AMERICAN SOCIAL HEALTH ASSOC	N/A PUBLIC	UNRESTRICTED	1,000.
AMNESTY INTERNATIONAL	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARS ANTIQUA	N/A PUBLIC	UNRESTRICTED	1,000.
BACK2BASICS (MANHATTAN CNTRY SCHL)	N/A PUBLIC	UNRESTRICTED	2,500.
BIOTECH PARTNERS	N/A PUBLIC	UNRESTRICTED	60,000.
BUFFALO CHAMBER MUSIC SOCIETY	N/A PUBLIC	UNRESTRICTED	1,000.
BUFFALO OLMSTED PARKS CONSERV	N/A PUBLIC	UNRESTRICTED	2,500.
CARE USA	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTRAL PARK CONSERVANCY	N/A PUBLIC	UNRESTRICTED	5,000.
CHESS IN THE SCHOOLS	N/A PUBLIC	UNRESTRICTED	1,000.
CLARKE SCHOOLS FOR HEARING/SPEECH	N/A PUBLIC	UNRESTRICTED	1,000.
COALITION FOR THE HOMELESS	N/A PUBLIC	UNRESTRICTED	3,000.
COMMUNITY MUSIC SCHOOL	N/A PUBLIC	UNRESTRICTED	1,000.
COMPASSION & CHOICES	N/A PUBLIC	UNRESTRICTED	1,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COUNCIL OF COMMUNITY SERVICES	N/A PUBLIC	UNRESTRICTED	1,000.
DOCTORS WITHOUT BORDERS	N/A PUBLIC	UNRESTRICTED	5,000.
ENVIRONMENTAL DEFENSE FUND X2	N/A PUBLIC	UNRESTRICTED	10,000.
FOODBANK FOR NYC	N/A PUBLIC	UNRESTRICTED	2,000.
FRANKLIN FURNACE ARCHIVE INC	N/A PUBLIC	UNRESTRICTED	500.
FREEDOM FROM HUNGER	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF WAIKIKI AQUARIUM	N/A PUBLIC	UNRESTRICTED	5,000.
GALAGAPOS CONSERVANCY	N/A PUBLIC	UNRESTRICTED	500.
HABITAT FOR HUMANITY INTL	N/A PUBLIC	UNRESTRICTED	5,000.
HAWAII ACADEMY OF PERFOMING ARTS	N/A PUBLIC	UNRESTRICTED	2,500.
HAWAII ARTS ALLIANCE	N/A PUBLIC	UNRESTRICTED	2,500.
HAWAII FOODBANK	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HAWAII PUBLIC RADIO	N/A PUBLIC	UNRESTRICTED	5,000.
HCF/CRP	N/A PUBLIC	UNRESTRICTED	50,000.
HCF/EFG	N/A PUBLIC	UNRESTRICTED	5,000.
HEALTHRIGHT INTERNATIONAL	N/A PUBLIC	UNRESTRICTED	10,000.
HEIFER INTERNATIONAL	N/A PUBLIC	UNRESTRICTED	5,000.
HOMES FOR THE HOMELESS	N/A PUBLIC	UNRESTRICTED	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HONOLULU MUSEUM OF ART	N/A PUBLIC	UNRESTRICTED	5,000.
HOSPICE FNDN OF WESTERN NY	N/A PUBLIC	UNRESTRICTED	1,500.
HUNTER COLLEGE (IN HON OF MW)	N/A PUBLIC	UNRESTRICTED	1,000.
IRISH CLASSICAL THEATER	N/A PUBLIC	UNRESTRICTED	2,500
JACOB'S PILLOW DANCE	N/A PUBLIC	UNRESTRICTED	5,000.
JERICHO PROJECT	N/A PUBLIC	UNRESTRICTED	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUST BUFFALO LITERARY CENTER INC	N/A PUBLIC	UNRESTRICTED	2,500.
LC-GREAT PERFORMERS CIRCLE	N/A PUBLIC	UNRESTRICTED	25,000.
LEAGUE TREATMENT CENTER	N/A PUBLIC	UNRESTRICTED	3,000.
LIBRARY FNDTN OF BUFFALO & ERIE	N/A PUBLIC	UNRESTRICTED	5,000.
LIGHTHOUSE INTERNATIONAL	N/A PUBLIC	UNRESTRICTED	2,500.
LINCOLN CENTER FILM SOCIETY	N/A PUBLIC	UNRESTRICTED	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LITERACY VOLUNTEERS OF BUFFALO/ERIE CO.	N/A PUBLIC	UNRESTRICTED	5,000.
LITTLE KIDS ROCK	N/A PUBLIC	UNRESTRICTED	2,000
LOCUST ST NEIGHBORHOOD ART CLASSES	N/A PUBLIC	UNRESTRICTED	1,000.
MARE	N/A PUBLIC	UNRESTRICTED	50,000.
MEMORIAL SLOAN-KETTERING CANCER CENTER	N/A PUBLIC	UNRESTRICTED	1,000.
NATL ART EDUCATION FOUNDATION	N/A PUBLIC	UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NAT'L CENTER FO JEWISH FILM	N/A PUBLIC	UNRESTRICTED	34,000.
NATL CENTER FOR SCIENCE EDUCATION	N/A PUBLIC	UNRESTRICTED	1,000.
NAT'L COALITION AGAINST CENSORSHIP	N/A PUBLIC	UNRESTRICTED	5,000.
NEW LEADERS FOR NEW SCHOOLS	N/A PUBLIC	UNRESTRICTED	3,000.
NEW YORK CARES	N/A PUBLIC	UNRESTRICTED	10,000.
NEW YORK PUBLIC LIBRARY	N/A PUBLIC	UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NYCLU FOUNDATION	N/A PUBLIC	UNRESTRICTED	9,000.
NYCLU FOUNDATION/LHV CHAPTER	N/A PUBLIC	UNRESTRICTED	1,000.
PLANETARY SOCIETY	N/A PUBLIC	UNRESTRICTED	5,000.
PLANNED PARENTHOOD (NATIONAL)	N/A PUBLIC	UNRESTRICTED	1,000.
PLANUSA/CHILDREACH INTL X2	N/A PUBLIC	UNRESTRICTED	10,000.
PROJECT HOPE	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REACH OUT & READ	N/A PUBLIC	UNRESTRICTED	2,500.
READ TO SUCCEED	N/A PUBLIC	UNRESTRICTED	5,000.
RE-TREE WNY	N/A PUBLIC	UNRESTRICTED	2,500.
RIVERSIDE PARK FUND	N/A PUBLIC	UNRESTRICTED	1,000.
RYE FREE READING ROOM	N/A PUBLIC	UNRESTRICTED	40,000.
SALVATION ARMY/OAHU	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAY YES TO BUFFALO	N/A PUBLIC	UNRESTRICTED	2,000.
SHAKESPEARE IN DELAWARE PARK	N/A PUBLIC	UNRESTRICTED	110,000.
SIERRA CLUB FOUNDATION	N/A PUBLIC	UNRESTRICTED	5,000.
SWARTHMORE COLLEGE	N/A PUBLIC	UNRESTRICTED	10,000.
TAKTSE INTERNATIONAL SCHOOL	N/A PUBLIC	UNRESTRICTED	5,000.
THE FRESH AIR FUND (OF NYC)	N/A PUBLIC	UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE NATURE CONSERVANCY	N/A PUBLIC	UNRESTRICTED	5,000.
THE WOOSTER GROUP	N/A PUBLIC	UNRESTRICTED	500.
THEATRE OF YOUTH	N/A PUBLIC	UNRESTRICTED	2,500.
THIRTEEN (WNET)	N/A PUBLIC	UNRESTRICTED	5,000.
UNION OF CONCERNED SCIENTISTS	N/A PUBLIC	UNRESTRICTED	2,000.
WESTERN NY PUBLIC BROADCASTING ASSOC	N/A PUBLIC	UNRESTRICTED	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WINSTON PREPARATORY SCHOOL	N/A PUBLIC	UNRESTRICTED	10,000.
WORLD WILDLIFE FUND	N/A PUBLIC	UNRESTRICTED	5,000.
		TOTAL CONTRIBUTIONS PAID	852,000.