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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE ISAK AND ROSE WEINMAN FOUNDATION INC

13-6110132

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

Room/suite

B Telephone number

C/O BROWN BROTHERS HARRIMAN TR CO., N.A.

(212) 493-8000

City or town, state, and ZIP code

140 BROADWAY, NEW YORK, NY 10005-1101

C If exemption application is pending, check here ☐

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

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

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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

I Fair market value of all assets at end of year

J Accounting method

☒

Cash

☐

Accrual

(from Part II, col. (c), line 16)

☐

Other (specify)

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

\$ 13,123,897. (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))

(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

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

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 3,111,967.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

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Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 3

b Accounting fees STMT 4

c Other professional fees STMT 5

17 Interest

18 Taxes STMT 6

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 7

24 Total operating and administrative

expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

6/4 21

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			869,232.	404,870.	404,870.
	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					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 8			9,685,426.	10,363,260.	12,141,515.
	c Investments - corporate bonds STMT 9			401,309.	400,000.	420,378.
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 10			84,000.	165,152.	157,134.
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶ )					
	16 Total assets (to be completed by all filers)			11,039,967.	11,333,282.	13,123,897.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
<b>Net Assets or Fund Balances</b>	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ )					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
<b>Net Assets or Fund Balances</b>	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			11,039,967.	11,333,282.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
	30 Total net assets or fund balances			11,039,967.	11,333,282.	
	31 Total liabilities and net assets/fund balances			11,039,967.	11,333,282.	

**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 11,039,967.
2 Enter amount from Part I, line 27a	2 293,315.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 11,333,282.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 11,333,282.

**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 BROWN BROTHERS HARRIMAN - SEE STATEMENT			
b ATTACHED	P		
c BROWN BROTHERS HARRIMAN - SEE STATEMENT			
d ATTACHED	P		
e CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 1,004,396.		984,653.	19,743.
c			
d 2,058,612.		1,606,383.	452,229.
e 48,959.			48,959.

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			19,743.
c			
d			452,229.
e			48,959.

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	520,931.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	510,945.	12,142,949.	.042078
2010	642,030.	11,446,985.	.056087
2009	663,270.	10,353,404.	.064063
2008	799,755.	12,137,223.	.065893
2007	963,844.	13,322,029.	.072350

2 Total of line 1, column (d)	2	.300471
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	.060094
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,647,275.
5 Multiply line 4 by line 3	5	760,025.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,670.
7 Add lines 5 and 6	7	767,695.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	456,020.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	15,340.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,340.
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	15,340.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,538.	
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	13,538.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,802.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BROWN BROTHERS HARRIMAN TR CO, N.A. Telephone no ► 212-493-8000 Located at ► 140 BROADWAY, 5TH FLOOR, NEW YORK, NY ZIP+4 ► 10005-1101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BROWN BROTHERS HARRIMAN 140 BROADWAY, NEW YORK, NY 10005	INVESTMENT ADVISORY FEES	85,368.

Total number of others receiving over \$50,000 for professional services

0

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.



**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	12,661,475.
b	Average of monthly cash balances	1b	178,398.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,839,873.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,839,873.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	192,598.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,647,275.
6	Minimum investment return. Enter 5% of line 5	6	632,364.

**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	632,364.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15,340.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,340.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	617,024.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	617,024.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	617,024.

**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	456,020.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	456,020.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	456,020.

**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				617,024.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	323,051.			
b From 2008	203,562.			
c From 2009	149,679.			
d From 2010	78,990.			
e From 2011				
f Total of lines 3a through e	755,282.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	456,020.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				456,020.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	161,004.			161,004.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	594,278.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	162,047.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	432,231.			
10 Analysis of line 9				
a Excess from 2008	203,562.			
b Excess from 2009	149,679.			
c Excess from 2010	78,990.			
d Excess from 2011				
e Excess from 2012				

N/A

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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

### 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

- a The name, address, and telephone number 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
<b>a</b> Paid during the year				
THE ARTS COMPANY INC. 43 LINNAEAN STREET SUITE 25 CAMBRIDGE, MA 02138	NONE	PUBLIC	FOR THE OUTSIDE IN PROJECT	5,000.
AMERICAN FEDERATION FOR AGING RESEARCH 55 WEST 39TH STREET NEW YORK, NY 10018	NONE	PUBLIC	GENERAL PURPOSE	5,000.
APPLESEED FOUNDATION 727 15TH STREET, NW 11TH FL WASHINGTON, DC 20005	NONE	PUBLIC	GENERAL PURPOSE	2,500.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVENUE BOSTON, MA 02115	NONE	PUBLIC	GENERAL PURPOSE	5,000.
CARNEGIE HALL 881 SEVENTH AVENUE NEW YORK, NY 10019	NONE	PUBLIC	GENERAL PURPOSE	15,000.
<b>Total</b>	SEE CONTINUATION SHEET(S)			<b>446,000.</b>
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>				<b>0.</b>





**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CASA 1354 W. HEDDING ST SAN JOSE, CA 95126	NONE	PUBLIC	GENERAL SUPPORT	5,000.
CELIAC DISEASE CENTER AT COLUMBIA UNIVERSITY 151 FORT WASHINGTON AVENUE, SUITE 645 NEW YORK, NY 10032	NONE	PUBLIC	GENERAL PURPOSE	25,000.
CENTRAL PARK CONSERVATORY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE	PUBLIC	GENERAL PURPOSE	5,000.
CHAPEL HAVEN, INC 1040 WHALLEY AVENUE NEW HAVEN, CT 06515	NONE	PUBLIC	GENERAL PURPOSE	20,000.
CITIZEN COMMITTEE FOR CHILDREN 105 EAST 22ND STREET NEW YORK, NY 10010	NONE	PUBLIC	GENERAL PURPOSE	20,000.
CITY CENTER 130 WEST 56TH STREET NEW YORK, NY 10019	NONE	PUBLIC	GENERAL PURPOSE	5,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320	NONE	PUBLIC	GENERAL PURPOSE	2,500.
DE CORDOVA MUSEUM 51 SANDY POND ROAD LINCOLN, MA 01773	NONE	PUBLIC	GENERAL PURPOSE	15,000.
DOE FUND 232 EAST 84TH STREET NEW YORK, NY 10028	NONE	PUBLIC	GENERAL PURPOSE	5,000.
DUKE UNIVERSITY 2127 CAMPUS DRIVE DURHAM, NC 27708	NONE	PUBLIC	GENERAL PURPOSE	25,000.
<b>Total from continuation sheets</b>				<b>413,500.</b>

**Part XV** Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EPIC THEATER 252 WEST 38TH STREET NEW YORK, NY 10018	NONE	PUBLIC	GENERAL PURPOSE	5,000.
FAMILY FIRM INSTITUTE 200 LINCOLN STREET BOSTON, MA 02111	NONE	PUBLIC	GENERAL PURPOSE	5,000.
HOSPITAL FOR SPECIAL SURGERY 535 EAST 70TH STREET NEW YORK, NY 10021	NONE	PUBLIC	GENERAL PURPOSE	5,000.
KELLOGG SCHOOL 2001 SHERIDAN RD EVANSTON, IL 60201	NONE	PUBLIC	GENERAL PURPOSE	5,000.
LEGAL AID SOCIETY 199 WATER STREET NEW YORK, NY 10038	NONE	PUBLIC	GENERAL PURPOSE	10,000.
LINCOLN CENTER 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC	GENERAL PURPOSE	10,000.
MANHATTAN THEATRE CLUB 311 W. 43RD STREET NEW YORK, NY 10036	NONE	PUBLIC	GENERAL PURPOSE	35,000.
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10021	NONE	PUBLIC	GENERAL PURPOSE	5,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PUBLIC	GENERAL PURPOSE	20,000.
METROPOLITAN OPERA 150 WEST 65TH STREET NEW YORK, NY 10023	NONE	PUBLIC	GENERAL PURPOSE	20,000.
Total from continuation sheets				



**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE	PUBLIC	GENERAL PURPOSE	10,000.
NEW YORK HOSPITAL 525 EAST 68TH STREET NEW YORK, NY 10021	NONE	PUBLIC	GENERAL PURPOSE	50,000.
NY PUBLIC LIBRARY FIFTH AVENUE AT 42ND STREET NEW YORK, NY 10018	NONE	PUBLIC	GENERAL PURPOSE	20,000.
NYC OPERA 20 LINCOLN PLAZA NEW YORK, NY 10023	NONE	PUBLIC	GENERAL PURPOSE	5,000.
OPERA ORCHESTRA 239 WEST 72ND STREET, #2R NEW YORK, NY 10023	NONE	PUBLIC	GENERAL PURPOSE	15,000.
PLANNED PARENTHOOD 26 BLEECKER STREET NEW YORK, NY 10012	NONE	PUBLIC	GENERAL PURPOSE	1,000.
PROSPECT THEATRE COMPANY 520 EIGHTH AVENUE, 3RD FL #307 NEW YORK, NY 10018	NONE	PUBLIC	GENERAL PURPOSE	5,000.
ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC	GENERAL PURPOSE	25,000.
TEMPLE EMANUEL 1 EAST 65TH STREET NEW YORK, NY 10065	NONE	PUBLIC	GENERAL PURPOSE	20,000.
THE ARMORY 5313 INDIAN RIVER RD # 112 VIRGINIA BEACH, VA 23464	NONE	PUBLIC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

### 3 Grants and Contributions Paid During the Year (Continuation)

223631  
05-01-12

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BBH	366,095.	48,959.	317,136.
BBH	19,000.	0.	19,000.
TOTAL TO FM 990-PF, PART I, LN 4	385,095.	48,959.	336,136.

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2011 OVERPAYMENT APPLIED	3,838.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,838.	0.	

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FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
S & C LEGAL SERVICES	4,000.	0.		4,000.
TO FM 990-PF, PG 1, LN 16A	4,000.	0.		4,000.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	5,140.	0.		5,140.
TO FORM 990-PF, PG 1, LN 16B	5,140.	0.		5,140.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BBH INVESTMENT ADVISORY FEES	85,368.	85,368.		0.
TO FORM 990-PF, PG 1, LN 16C	85,368.	85,368.		0.

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FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	4,469.	4,469.		0.
FEDERAL EXCISE TAXES	21,510.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25,979.	4,469.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	750.	0.		750.
ADR FEES	223.	223.		0.
ADVERTISEMENT EXPENSES	130.	0.		130.
TO FORM 990-PF, PG 1, LN 23	1,103.	223.		880.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	5,476,016.	7,112,534.
SEE STATEMENT ATTACHED	710,045.	677,352.
SEE STATEMENT ATTACHED	3,577,199.	3,714,675.
T ROWE PRICE NEW ASIA FUND	600,000.	636,954.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,363,260.	12,141,515.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	400,000.	420,378.
TOTAL TO FORM 990-PF, PART II, LINE 10C	400,000.	420,378.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH CAP PARTNERS IV	COST	165,152.	157,134.
TOTAL TO FORM 990-PF, PART II, LINE 13		165,152.	157,134.

## STATEMENT OF ACCOUNT

01/01/2012 through 12/31/2012  
1035001549  
THE ISAK AND ROSE WEINMAN  
FOUNDATION

## Schedule Of Principal Investments

[illegible]

## STATEMENT OF ACCOUNT

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Statement Period  
Account Number  
01/01/2012 through 12/31/2012  
1035001549  
THE ISAK AND ROSE WEINMAN  
FOUNDATION

## Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
FIXED INCOME MUTUAL FUNDS											
39,909.29	T ROWE PRICE INST HIGH YIELD	9.76	389,514.67	9.21	367,564.56	2,202	21,950	28,894	100.00	100.00	2.96
TOTAL FIXED INCOME MUTUAL FUNDS											
	TOTAL HIGH YIELD BONDS		389,514.67		367,564.56		21,950	28,894	100.00	100.00	2.96
INFLATION PROTECTED BONDS											
FIXED INCOME MUTUAL FUNDS											
4,139.376	VANGUARD FIXED INCOME SEC FDN FLATION-PROTE	14.53	60,145.13	12.69	52,533.93	0	7,611	1,515	100.00	100.00	0.46
TOTAL FIXED INCOME MUTUAL FUNDS											
	TOTAL INFLATION PROTECTED BONDS		60,145.13		52,533.93		7,611	1,515	100.00	100.00	0.46
STRATEGIC RESERVES											
FIXED INCOME MUTUAL FUNDS											
213,686.862	BBH LIMITED DURATION FUND CL N	10.40	2,222,343.36	10.09	2,157,100.32	0	65,243	37,823	100.00	100.00	16.91
TOTAL FIXED INCOME MUTUAL FUNDS											
	TOTAL STRATEGIC RESERVES		2,222,343.36		2,157,100.32		65,243	37,823	100.00	100.00	16.91
TOTAL FIXED INCOME											
	TOTAL FIXED INCOME		3,714,674.77		3,577,198.81		137,476	101,998	100.00	100.00	28.26

## STATEMENT OF ACCOUNT

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Statement Period  
Account Number  
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1035001549  
THE ISAK AND ROSE WEINMAN  
FOUNDATION

## Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
EQUITY											
TRADITIONAL INVESTMENTS											
US LARGE CAP EQUITY											
CONSUMER DISCRETIONARY											
1,675	BED BATH & BEYOND INC	55 91	93,649 25	57 28	95,942 81	0	2,294.	0		1 32	0 71
10,800	COMCAST CORP CL A	37 36	403,488 00	24 66	266,357 16	1,755	137,131	7,020		5 67	3 07
13,100	LIBERTY INTERACTIVE A	19 68	257,808 00	16 04	210,160 67	0	47,647	0		3 62	1 96
4,300	TARGET CORP	59 17	254,431 00	50 12	215,520 21	0	38,911	6,192		3 58	1 94
	TOTAL CONSUMER DISCRETIONARY		1,009,376 25		787,980.85		221,395	13,212		100 00	7 68
CONSUMER STAPLES											
1,700	ANHEUSER-BUSCH INBEV SPN ADR	87 41	148,597 00	50 74	86,261 09	0	62,336	2,198		2 09	1 13
2,600	DIAGEO PLC- SPONSORED ADR	116 58	303,108 00	57 46	149,392 31	0	153,716	7,212		4 26	2 31
5,250	NESTLE S A SPONS ADR	65 17	342,142 50	30 02	157,589 04	0	184,553	9,303		4 81	2 60
2,500	PEPSICO INC	68 43	171,075 00	58 02	145,057 03	1,344	26,018	5,375		2 41	1 30
1,700	WAL-MART STORES INC	68 23	115,991 00	45 98	78,170 16	0	37,821	2,703		1 63	0 88
	TOTAL CONSUMER STAPLES		1,080,913.50		616,469 63		464,444	26,791		100 00	8 22
ENERGY											
1,700	EOG RESOURCES INC	120 79	205,343.00	92 37	157,028 77	0	48,314	1,156		2 89	1 56
2,000	OCCIDENTAL PETROLEUM CORP	76 61	153,220 00	50 41	100,813 28	0	52,407	4,320		2 15	1 17
5,100	SOUTHWSTN ENERGY CO	33 41	170,391 00	36.66	186,949 66	0	16,559.	0		2 40	1 30



## STATEMENT OF ACCOUNT

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Statement Period  
Account Number  
01/01/2012 through 12/31/2012  
1035001549  
THE ISAK AND ROSE WEINMAN  
FOUNDATION

## Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	TOTAL ENERGY		528,954 00		444,791 71		84,162	5,476	100 00	4 03	
	FINANCIALS										
6,000	BERKSHIRE HATHAWAY INC-CL B	89 70	538,200 00	61 45	368,703 60	0	169,496	0	7 57	4 10	
4,900	CHUBB CORP	75 32	369,068 00	50 87	249,283 13	2,009	119,785	8,036	5 19	2 81	
12,000	PROGRESSIVE CORP OHIO	21 10	253,200 00	17 78	213,361 77	0	39,838	4,884	3 56	1 93	
11,200	U S BANCORP	31 94	357,728 00	23 68	265,263 74	2,184	92,464	8,736	5 03	2 72	
7,000	WELLS FARGO & CO	34.18	239,260 00	31 16	218,118 75	0	21,141	6,160	3 36	1 82	
	TOTAL FINANCIALS		1,757,456 00		1,314,730 99		442,724	27,816	100 00	13 38	
	HEALTHCARE										
5,200	BAXTER INTL INC	66 66	346,632 00	47 17	245,303 98	2,340	101,328	9,360	4 87	2 64	
5,200	DENTSPLY INTL INC	39 61	205,972 00	27 60	143,515 58	286	62,456	1,144	2 90	1 57	
3,000	JOHNSON & JOHNSON	70 10	210,300 00	62 38	187,138 32	0	23,162	7,320	2 96	1 60	
4,800	NOVARTIS AG - ADR	63 30	303,840 00	52 43	251,643 87	0	52,196	10,109	4 27	2 31	
1,700	HENRY SCHEIN INC COM STK	80 42	136,714 00	63 58	108,088 81	0	28,625	0	1 92	1 04	
	TOTAL HEALTHCARE		1,203,458 00		935,690 56		267,767	27,933	100 00	9 16	
	INDUSTRIALS										
6,000	WASTE MANAGEMENT INC	33 74	202,440 00	33 71	202,249 74	0	190	8,520	2 85	1 54	
	TOTAL INDUSTRIALS		202,440 00		202,249 74		190	8,520	100 00	1 54	

## STATEMENT OF ACCOUNT

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Statement Period  
Account Number  
01/01/2012 through 12/31/2012  
1035001549  
THE ISAK AND ROSE WEINMAN  
FOUNDATION

## Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
INFORMATION TECHNOLOGY											
3,400	AUTOMATIC DATA PROCESSING INC	56 93	193,562 00	39 97	135,881 86	1,479	57,680	5,916		2 72	1 47
12,100	DELL INC	10 14	122,694 00	23 69	286,655 48	968	163,961	3,872		1 73	0 93
2,907	EBAY INC	50 9977	148,250 31	11 92	34,657 84	0	113,592	0		2 08	1 13
423	GOOGLE INC CL A	707 38	299,221 74	591 32	250,129 43	0	49,092	0		4 21	2 28
6,200	MICROSOFT CORP	26 7097	165,600 14	13 12	81,371 07	0	84,229	5,704		2 33	1 26
3,300	QUALCOMM INC	61 8596	204,136 68	59 62	196,743 57	0	7,393	3,300		2 87	1 55
	TOTAL INFORMATION TECHNOLOGY		1,133,464 87		985,439 25		148,025	18,792		100 00	8 62
MATERIALS											
2,200	CELANESE CORP SERIES A	44 53	97,966 00	42 98	94,549 69	0	3,416	660		1 38	0 75
900	PRAXAIR INC	109 45	98,505 00	104 57	94,113 32	0	4,392	1,980		1 38	0 75
	TOTAL MATERIALS		196,471 00		188,663 01		7,808	2,640		100 00	1 50
	TOTAL US LARGE CAP EQUITY		7,112,533 62		5,476,015 74		1,636,515	131,180		100.00	54 13
US SMALL/MID CAP EQUITY											
SA SMALL CAP EQUITY FUNDS											
14,556 041	LONGLEAF PARTNERS SMALL CAP FD	28 88	420,378 46	27 48	400,000 00	0	20,378	146		100 00	3 20
	TOTAL SA SMALL CAP EQUITY FUNDS		420,378 46		400,000 00		20,378	146		100 00	3 20
	TOTAL US SMALL/MID CAP EQUITY		420,378 46		400,000 00		20,378	146		100 00	3 20

## STATEMENT OF ACCOUNT

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Statement Period  
Account Number  
01/01/2012 through 12/31/2012  
1035001549  
THE ISAK AND ROSE WEINMAN  
FOUNDATION

## Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
NON-US DEVELOPED EQUITY											
BBH INTERNATIONAL EQ FUNDS											
51,082 347	BBH INTERNATIONAL EQUITY FUND CL N	13 26	677,351 92	13 90	710,044 62	0	32,693-	16,959	100 00	100 00	5 15
TOTAL BBH INTERNATIONAL EQ FUNDS											
			677,351 92		710,044 62		32,693-	16,959	100 00	100 00	5 15
TOTAL NON-US DEVELOPED EQUITY											
			677,351 92		710,044 62		32,693-	16,959	100 00	100 00	5 15
EMERGING MARKETS EQUITY											
SA EMERGING MARKETS EQUITY											
37,891 393	T ROWE PRICE NEW ASIA FUND	16 81	636,954 32	15 83	600,000 00	0	36,954	6,063	100 00	100 00	4 85
TOTAL SA EMERGING MARKETS EQUITY											
			636,954 32		600,000 00		36,954	6,063	100 00	100 00	4 85
TOTAL EMERGING MARKETS EQUITY											
			636,954 32		600,000 00		36,954	6,063	100 00	100 00	4 85
ALTERNATIVE INVESTMENTS											
PRIVATE EQUITY											
157,134.18	BBH CAP PARTNERS IV (CAYMAN) (VALUED AS OF 09/30/2012)	1 00	157,134 18	1 05	165,152 34	0	8,018-	0	100 00	100 00	1 20
TOTAL PRIVATE EQUITY											
			157,134 18		165,152 34		8,018-	0	100 00	100 00	1 20
TOTAL EQUITY											
			9,004,352 50		7,351,212.70		1,653,136	154,348	100.00	100.00	68 53

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
W. LOEBER LANDAU 510 PARK AVENUE NEW YORK, NY 10022	PRES/TREAS/DIR 1.00	0.	0.	0.
FREDERICK A. TERRY 125 BROAD STREET NEW YORK, NY 10004	DIRECTOR 1.00	0.	0.	0.
BARBARA LANDAU 510 PARK AVENUE NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
DONNA LANDAU HARDIMAN 1000 PARK AVENUE NEW YORK, NY 10028	DIRECTOR 1.00	0.	0.	0.
BLAIR LANDAU TRIPPE 7 LAMONT AVE CAMBRIDGE, MA 02138	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

# 2012 Tax Information Statement

Account Number: 1035001549  
 Recipient's Tax ID Number: 13-6110132  
 Recipient's Name and Address:  
 ISAK & ROSE WEINMAN FNDTN  
 C/O SULLIVAN & CROMWELL  
 125 BROAD ST  
 NEW YORK, NY 10004

Corrected ☐ 2nd TIN notice ☐

BROWN BROTHERS HARRIMAN  
 140 BROADWAY  
 NEW YORK, NY 10005

## 2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
<b>Short Term Sales</b>									
05528X802	BBH BROAD MARKET FIXED INCOME	05/02/2012	12/07/2011	BBBMX	650,000 00	0 00	1,891 37	0 00	0 00
63045 5870				BBBMX					
05528X802	BBH BROAD MARKET FIXED INCOME	05/02/2012	01/18/2012	BBBMX	8,069 42	0 00	39 21	0 00	0 00
784 2000				BBBMX					
05528X802	BBH BROAD MARKET FIXED INCOME	05/11/2012	01/18/2012	BBBMX	49,710 15	0 00	289 85	0 00	0 00
4830 9180				BBBMX					
05528X802	BBH BROAD MARKET FIXED INCOME	05/24/2012	01/18/2012	BBBMX	24,903 20	0 00	96 80	0 00	0 00
2420 1360				BBBMX					
05528X802	BBH BROAD MARKET FIXED INCOME	06/05/2012	01/18/2012	BBBMX	24,927 33	0 00	72 67	0 00	0 00
2422 4810				BBBMX					
278642103	EBAY INC	08/27/2012	11/18/2011	EBAY	8,773 90	0 00	4,957 68	0 00	0 00
292 0000				EBAY					
278642103	EBAY INC	08/28/2012	11/18/2011	EBAY	18,268 94	0 00	10,296 51	0 00	0 00
608 0000				EBAY					
77958B204	T ROWE PRICE INST HIGH YIELD	11/19/2012	04/30/2012	TRHYX	200,000 00	0 00	2,098 64	0 00	0 00
20986 3590				TRHYX					
<b>Total Short Term Sales</b>					<b>984,652.94</b>	<b>0.00</b>	<b>19,742.73</b>	<b>0.00</b>	<b>0.00</b>

Long Term 15% Sales

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 Recipient's Tax ID Number: 13-6110132  
 Recipient's Name and Address:  
 ISAK & ROSE WEINMAN FNDTN  
 C/O SULLIVAN & CROMWELL  
 125 BROAD ST  
 NEW YORK, NY 10004

Account Number: 1035001549  
 Recipient's Tax ID Number: 13-6110132

☐ Corrected ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN  
 140 BROADWAY  
 NEW YORK, NY 10005

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Bonds, etc	Cost or Other Basis				
278865100	ECOLAB INC	01/19/2012	Various	ECL	46,847.80	0.00	19,408.55	0.00	0.00
1100.0000				66,256.35					
278865100	ECOLAB INC	02/01/2012	Various	ECL	9,759.42	0.00	5,392.37	0.00	0.00
250.0000				15,151.79					
278865100	ECOLAB INC	02/02/2012	04/15/2009	ECL	7,064.23	0.00	4,405.36	0.00	0.00
189.0000				11,469.59					
92826C839	VISA INC- CLA SHARES	02/03/2012	Various	V	25,620.95	0.00	9,761.24	0.00	0.00
331.0000				35,382.19					
92826C839	VISA INC- CLA SHARES	02/06/2012	12/16/2010	V	12,835.04	0.00	5,254.27	0.00	0.00
169.0000				18,089.31					
92826C839	VISA INC- CLA SHARES	02/09/2012	12/16/2010	V	37,973.50	0.00	18,593.46	0.00	0.00
500.0000				56,566.96					
92826C839	VISA INC- CLA SHARES	02/27/2012	12/16/2010	V	37,973.50	0.00	20,510.49	0.00	0.00
500.0000				58,483.99					
92826C839	VISA INC- CLA SHARES	03/26/2012	03/23/2011	V	27,656.41	0.00	18,446.88	0.00	0.00
384.0000				46,103.29					
92826C839	VISA INC- CLA SHARES	03/27/2012	12/17/2010	V	7,045.02	0.00	5,434.54	0.00	0.00
104.0000				12,479.56					

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Bonds, etc.	Stocks					
92826C839	VISA INC- CL.A SHARES	03/27/2012	03/23/2011	V	1,919.93	1,152.35	0.00	767.58	0.00	0.00
16.0000										
92826C839	VISA INC- CL.A SHARES	03/28/2012	12/17/2010	V	3,841.58	2,167.70	0.00	1,673.88	0.00	0.00
32.0000										
92826C839	VISA INC- CL.A SHARES	04/03/2012	12/17/2010	V	7,677.90	4,335.40	0.00	3,342.50	0.00	0.00
64.0000										
278865100	ECOLAB INC	04/17/2012	Various	ECL	23,179.61	13,759.83	0.00	9,419.78	0.00	0.00
370.0000										
92826C839	VISA INC- CL.A SHARES	04/17/2012	12/17/2010	V	44,369.08	24,589.84	0.00	19,779.24	0.00	0.00
363.0000										
278865100	ECOLAB INC	04/18/2012	04/14/2009	ECL	21,572.61	12,817.30	0.00	8,755.31	0.00	0.00
345.0000										
278865100	ECOLAB INC	04/20/2012	04/14/2009	ECL	5,292.47	3,157.89	0.00	2,134.58	0.00	0.00
85.0000										
278865100	ECOLAB INC	04/25/2012	04/14/2009	ECL	16,278.97	9,696.57	0.00	6,582.40	0.00	0.00
261.0000										
92826C839	VISA INC- CL.A SHARES	04/26/2012	12/17/2010	V	29,015.95	16,054.52	0.00	12,961.43	0.00	0.00
237.0000										

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Cusip	Quantity Sold	Date of Sale or Exchange	Description	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks Bonds, etc	Cost or Other Basis				
931142103			WAL-MART STORES INC		WMT					
1800.0000		06/07/2012	Various		118,749.64	90,252.13	0.00	28,497.51	0.00	0.00
20030N101			COMCAST CORP CL A		CMCSA					
2048.0000		06/20/2012	Various		63,899.84	58,781.30	0.00	5,118.54	0.00	0.00
20030N101			COMCAST CORP CL A		CMCSA					
2352.0000		06/27/2012	Various		73,111.69	66,457.23	0.00	6,654.46	0.00	0.00
931142103			WAL-MART STORES INC		WMT					
600.0000		07/02/2012	Various		41,544.68	29,707.18	0.00	11,837.52	0.00	0.00
931142103			WAL-MART STORES INC		WMT					
700.0000		07/17/2012	Various		51,078.91	34,055.48	0.00	17,023.43	0.00	0.00
931142103			WAL-MART STORES INC		WMT					
400.0000		07/27/2012	06/28/2006		29,830.61	19,064.00	0.00	10,766.61	0.00	0.00
931142103			WAL-MART STORES INC		WMT					
183.0000		08/03/2012	06/28/2006		13,643.53	8,721.78	0.00	4,921.75	0.00	0.00
931142103			WAL-MART STORES INC		WMT					
358.0000		08/06/2012	06/28/2006		26,691.74	17,062.28	0.00	9,629.46	0.00	0.00
931142103			WAL-MART STORES INC		WMT					
359.0000		08/08/2012	06/28/2006		26,734.17	17,109.94	0.00	9,624.23	0.00	0.00

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
25243Q205	DIAGEO PLC- SPONSORED ADR	DEO	81,441.92	47,547.61	0.00	33,894.31	0.00	0.00
765.0000	08/21/2012 Various							
25243Q205	DIAGEO PLC- SPONSORED ADR	DEO	35,684.34	20,029.55	0.00	15,654.79	0.00	0.00
335.0000	08/22/2012 10/08/2008							
278642103	EBAY INC	EBAY	18,793.06	11,948.80	0.00	6,844.26	0.00	0.00
400.0000	08/28/2012 06/13/2011							
278642103	EBAY INC	EBAY	2,595.94	793.84	0.00	1,802.10	0.00	0.00
53.0000	09/06/2012 10/23/2008							
278642103	EBAY INC	EBAY	24,490.01	14,936.00	0.00	9,554.01	0.00	0.00
500.0000	09/06/2012 06/13/2011							
278642103	EBAY INC	EBAY	7,201.43	2,201.80	0.00	4,999.63	0.00	0.00
147.0000	09/07/2012 10/23/2008							
53071M112	LIBERTY VENTURES - RTS	LVNAR	2,564.25	2,455.75	0.00	108.50	0.00	0.00
218.0000	09/18/2012 Various							
278642103	EBAY INC	EBAY	29,631.60	7,986.66	0.00	21,644.94	0.00	0.00
593.0000	09/21/2012 Various							
03524A108	ANHEUSER-BUSCH INBEV SPN ADR	BUD	67,840.51	40,708.42	0.00	27,132.09	0.00	0.00
749.0000	10/05/2012 Various							

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Cusip	Quantity Sold	Date of Sale or Exchange	Description	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks Bonds, etc.	Cost or Other Basis				
03524A108			ANHEUSER-BUSCH INBEV SPN ADR		BUD					
351 0000		10/15/2012	09/06/2011		30,478 19	18,395 07	0 00	12,083 12	0 00	0 00
94106L109			WASTE MANAGEMENT INC		WM					
1853 0000		11/06/2012	Various		59,709 55	65,684 51	0 00	-5,974 96	0 00	0 00
94106L109			WASTE MANAGEMENT INC		WM					
987 0000		11/07/2012	06/21/2006		31,578 36	34,392 11	0 00	-2,813 75	0 00	0 00
94106L109			WASTE MANAGEMENT INC		WM					
893 0000		11/08/2012	06/21/2006		28,550 98	31,116 67	0 00	-2,565 69	0 00	0 00
263534BK4			E I DU PONT DE NEMOURS 4 75% 11/15/2012							
400000 0000		11/15/2012	05/24/2006		400,000 00	401,308 51	0 00	-1,308 51	0 00	0 00
779588204			T ROWE PRICE INST HIGH YIELD		TRHYX					
21353.9720		11/19/2012	Various		205,638 76	203,016 83	0 00	2,621 93	0 00	0 00
94106L109			WASTE MANAGEMENT INC		WM					
367 0000		11/21/2012	06/21/2006		11,732 95	12,788 15	0 00	-1,055 20	0 00	0 00
94106L109			WASTE MANAGEMENT INC		WM					
200 0000		11/27/2012	06/21/2006		6,406 00	6,969 02	0 00	-563 02	0 00	0 00
278642103			EBAY INC		EBAY					
503 0000		12/06/2012	01/23/2009		26,147 37	5,996 87	0 00	20,150 50	0 00	0 00

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					Stocks Bonds, etc.	Cost or Other Basis				
278642103		EBAY INC	12/11/2012	01/23/2009	EBAY	7,117.55	0.00	23,944.14	0.00	0.00
597.0000										
53071M880		LIBERTY VENTURES SER A	12/11/2012	Various	LVN TA	29,270.93	0.00	9,378.18	0.00	0.00
655.0000										
Total Long Term 15% Sales						1,606,383.24	0.00	452,228.74	0.00	0.00