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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

WEINBERG/NEWTON FAMILY FOUNDATION

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

2135 N. CLEVELAND AVENUE

A Employer identification number

26-4407166

B Telephone number

(773) 929-2960

City or town, state, and ZIP code

CHICAGO, IL 60614

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 changeD 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 foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 4,694,216. (Part I, column (d) must be on cash basis.)

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 ►

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)
1 Contributions, gifts, grants, etc., received		3,479.		N/A	
2 Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3 Dividends and interest from securities		119,683.	119,683.	STATEMENT 1	
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	1,253,865.	<75,521.00		RECEIVED	
7 Capital gain net income (from Part IV, line 2)			0.	12705	MAY 20 2013
8 Net short-term capital gain					IRS-DS
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<732.00	<732.00	STATEMENT 2	
12 Total. Add lines 1 through 11		46,909.	118,951.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 3	1,740.	1,739.		0.
b Accounting fees					
c Other professional fees					
17 Interest	STMT 4	1,621.	273.		0.
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	26,342.	26,342.		0.
24 Total operating and administrative expenses Add lines 13 through 23		29,703.	28,354.		0.
25 Contributions, gifts, grants paid		379,327.			379,327.
26 Total expenses and disbursements. Add lines 24 and 25		409,030.	28,354.		379,327.
27 Subtract line 26 from line 12:		<362,121.00			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			90,597.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 29 2013
Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	361,978.	506,128.	506,128.
	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			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 6	4,444,301.	3,968,400.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		4,806,279.	4,474,528.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds	4,806,279.	4,474,528.	
	30	Total net assets or fund balances	4,806,279.	4,474,528.	
	31	Total liabilities and net assets/fund balances	4,806,279.	4,474,528.	

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	4,806,279.
2	Enter amount from Part I, line 27a	2	<362,121. >
3	Other increases not included in line 2 (itemize) ► CHANGE IN UNREALIZED GAIN (LOSS)	3	30,370.
4	Add lines 1, 2, and 3	4	4,474,528.
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	4,474,528.

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 BARRINGTON STRATEGIC WEALTH MANAGEMENT GROUP			P	01/01/11	12/31/11
b WESTERN GAS PARTNERS			P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,248,829.		1,329,386.	<80,557. >		
b 5.			5.		
c 5,031.			5,031.		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			<80,557. >		
b			5.		
c			5,031.		
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	<75,521. >	
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.

 Yes No

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

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	334,814.	4,889,629.	.068474
2010	229,469.	4,287,598.	.053519
2009	16,000.	3,629,740.	.004408
2008	21,487.	4,941,903.	.004348
2007	109,860.	4,907,786.	.022385

2 Total of line 1, column (d)

2 .153134

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 .030627

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 4,704,119.

5 Multiply line 4 by line 3

5 144,073.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 906.

7 Add lines 5 and 6

7 144,979.

8 Enter qualifying distributions from Part XII, line 4

8 379,327.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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

6a
6b
6c
6d

Refunded ►

7	0.
8	20.
9	926.
10	
11	

Part VII-A Statements Regarding Activities

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?
 If "Yes," attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
 If "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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation. ► \$ _____ 0. (2) On foundation managers. ► \$ _____ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
 If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 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.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
 II.

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <u>GRACE ALLEN NEWTON</u> Located at ► <u>2135 NORTH CLEVELAND AVENUE, CHICAGO, IL</u>	Telephone no. ► <u>773-929-2960</u> ZIP+4 ► <u>60614</u>	
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	<input type="checkbox"/>
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	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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 <u>any</u> 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	<u>N/A</u> ► <input type="checkbox"/>	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c <input checked="" type="checkbox"/>	
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is <u>not</u> 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 <u>all</u> years listed, answer "No" and attach statement - see instructions.)	2b <u>N/A</u>	
c	If the provisions of section 4942(a)(2) are being applied to <u>any</u> 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.)	3b <u>N/A</u>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a <input checked="" type="checkbox"/>	
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 <input checked="" type="checkbox"/>	

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

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

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

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

N/A



5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?



If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?



N/A

7b

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
DAVID A. WEINBERG 2135 NORTH CLEVELAND CHICAGO, IL 60614	DIRECTOR AND 1.00	PRESIDENT 0.	0.	0.
GRACE ALLEN NEWTON 2135 NORTH CLEVELAND CHICAGO, IL 60614	DIRECTOR AND 5.00	SECRETARY/TRE 0.	0.	0.
DANIEL C. WEINBERG 575 DEL RAY ROAD WHITEFISH, MT 59937	DIRECTOR 0.25	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

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

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

Total number of others receiving over \$50,000 for professional services ► 0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
3	
4	

All other program-related investments. See instructions.

3	

Total. Add lines 1 through 3 ►

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	4,395,100.
b Average of monthly cash balances	1b	380,655.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,775,755.
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	4,775,755.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,636.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,704,119.
6 Minimum investment return. Enter 5% of line 5	6	235,206.

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	235,206.
2a Tax on investment income for 2012 from Part VI, line 5	2a	906.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	906.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	234,300.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	234,300.
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	234,300.

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	379,327.
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	379,327.
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	906.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	378,421.

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				234,300.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	144,754.			
b From 2008	28,312.			
c From 2009				
d From 2010	15,921.			
e From 2011	92,129.			
f Total of lines 3a through e	281,116.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 379,327.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	379,327.			
d Applied to 2012 distributable amount				0.
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))	234,300.			234,300.
6 Enter the net total of each column as indicated below:	426,143.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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		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.				
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	426,143.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	46,816.			
e Excess from 2012	379,327.			

** SEE STATEMENT 7

Form 990-PF (2012)

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

N/A

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a. The name, address, and telephone number 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;

6. 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACOUSTIC NEUROMA SOCIETY 600 PEACHTREE PARKWAY SUITE 108 CUMMING, GA 30041	NONE	EXEMPT		1,000.
AFP CHICAGO CHAPTER 1717 NORTH NAPER BLVD, SUITE 102 NAPERVILLE, IL 60563	NONE	EXEMPT		2,500.
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEW YORK, NY 10018	NONE	EXEMPT		2,500.
CHICAGO COUNCIL ON GLOBAL AFFAIRS 332 S. MICHIGAN AVENUE, SUITE 1100 CHICAGO, IL 60604	NONE	EXEMPT		2,000.
CHICAGO FOUNDATION FOR WOMEN EAST WACKER DRIVE CHICAGO, IL 60601	NONE	EXEMPT		16,500.
Total	SEE CONTINUATION SHEET(S)			► 3a 379,327.
b Approved for future payment				
NONE				
Total				► 3b 0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		44,097.	<667. >
13 Total. Add line 12, columns (b), (d), and (e)					13 43,430.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHICAGO HUMANITIES FESTIVAL 500 NORTH DEARBORN STREET #825 CHICAGO, IL 60654	NONE	EXEMPT		2,500.
DYSTONIA MEDICAL RESEARCH ONE EAST WACKER DRIVE, SUITE 2810 CHICAGO, IL 60601	NONE	EXEMPT		10,000.
ELMHURST ART MUSEUM 150 COTTAGE HILL AVE. ELMHURST, IL 60126	NONE	EXEMPT		100.
EMERGENCY FUND 651 W. WASHINGTON SUITE 504 CHICAGO, IL 60661	NONE	EXEMPT		1,000.
FAMILY PLANNING, UNIVERSITY OF CHICAGO 1853 WEST POLK STREET CHICAGO, IL 60612	NONE	EXEMPT		5,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60632	NONE	EXEMPT		1,500.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118	NONE	EXEMPT		15,500.
INCS 205 W. RANDOLPH STREET, SUITE 1340 CHICAGO, IL 60606	NONE	EXEMPT		60,000.
INTERFAITH HOUSE 3456 WEST FRANKLIN BOULEVARD CHICAGO, IL 60624	NONE	EXEMPT		1,000.
JUDD GOLDMAN ADAPTIVE SAILING FOUNDATION 1362 S. LYNN WHITE DRIVE CHICAGO, IL 60605	NONE	EXEMPT		1,000.
Total from continuation sheets				354,827.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAKE TANGANYIKA 1646 N. LEAVITT STREET CHICAGO, IL 60647	NONE	EXEMPT		2,000.
MARWEN FOUNDATION 833 N ORLEANS STREET CHICAGO, IL 60610	NONE	EXEMPT		50,125.
MIKVA CHALLENGE 25 E WASHINGTON ST # 820 CHICAGO, IL 60602	NONE	EXEMPT		1,000.
MUSEUM OF CONTEMP. PHOTOGRAPHY 600 S. MICHIGAN AVE CHICAGO, IL 60605	NONE	EXEMPT		5,000.
MUSIC BY THE LAKE 350 CONSTANCE BLVD. P.O. BOX 210 WILLIAMS BAY, WI 53191-0210	NONE	EXEMPT		6,000.
NOBLE NETWORK 1010 N NOBLE ST. CHICAGO, IL 60642	NONE	EXEMPT		100,000.
NORHT SHORE SCULPTURE PARK 9351 KEELER AVENUE SKOKIE, IL 60076	NONE	EXEMPT		1,667.
PARTNERS IN HEALTH 326 WEST 64TH STREET CHICAGO, IL 60621	NONE	EXEMPT		3,500.
PERSPECTIVES CHARTER SCHOOL 1930 SOUTH ARCHER AVENUE CHICAGO, IL 60616	NONE	EXEMPT		250.
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	EXEMPT		25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROGERIA RESEARCH P.O. BOX 3453 PEABODY, MA 01960	NONE	EXEMPT		250.
ROGER BALDWIN FOUNDATION 180 N. MICHIGAN, STE 2300 CHICAGO, IL 60601	NONE	EXEMPT		6,000.
RUSH MEDICAL 1653 W. CONGRESS PARKWAY CHICAGO, IL 60612	NONE	EXEMPT		500.
SCLERODERMA FOUNDATION 300 ROSEWOOD DRIVE, SUITE 105 DANVERS, MA 01923	NONE	EXEMPT		500.
SHRIVER CENTER 111 N WABASH AVE CHICAGO, IL 60602	NONE	EXEMPT		5,000.
SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON, DC 20036-3604	NONE	EXEMPT		250.
STAND FOR CHILDREN 850 W. JACKSON BLVD, SUITE 330 CHICAGO, IL 60607	NONE	EXEMPT		10,000.
TEACH FOR AMERICA 315 WEST 36TH STREET NEW YORK, NY 10018	NONE	EXEMPT		10,000.
TEMPLE EMANUEL 385 WARD ST. NEWTON, MA 02459	NONE	EXEMPT		250.
TRUST WOMEN PO BOX 3222 WICHITA, KS 67201	NONE	EXEMPT		2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WBEZ 848 E GRAND AVE CHICAGO, IL 60611	NONE	EXEMPT		1,000.
WOMEN EMPLOYED 65 E. WACKER PLACE CHICAGO, IL 60601	NONE	EXEMPT		5,000.
COMMUNITY HOSPICE OF NORTHEAST FLORIDA 4266 SUNBEAM RD JACKSONVILLE, FL 32257	NONE	EXEMPT		500.
THE RAINFOREST CONSERVATION FUND 2506 NORTH CLARK STREET CHICAGO, IL 60614-1712	NONE	EXEMPT		1,000.
ACCESS LIVING 115 W CHICAGO AVE CHICAGO, IL 60654	NONE	EXEMPT		2,500.
SONIA SHANKMAN ORTHOGENIC SCHOOL 1365 E 60TH ST CHICAGO, IL 60637	NONE	EXEMPT		2,500.
THE BALANCED MIND FOUNDATION 566 W. LAKE ST. CHICAGO, IL 60661	NONE	EXEMPT		110.
ALBANY PARK THEATRE PROJECT 5100 N RIDGEWAY AVE CHICAGO, IL 60625	NONE	EXEMPT		5,000.
OUNCE OF PREVENTION 33 WEST MONROE STREET CHICAGO, IL 60603	NONE	EXEMPT		300.
KIPP 1616 SOUTH AVERS AVENUE CHICAGO, IL 60623	NONE	EXEMPT		500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PKD FOUNDATION 175 WEST JACKSON BOULEVARD CHICAGO, IL 60604	NONE	EXEMPT		250.
CARL SANDBURG SOCIETY P. O. BOX 705 KERNERSVILLE, NC 27285	NONE	EXEMPT		1,000.
COLLEGE BOUND OPPORTUNITIES 2033 N. MILWAUKEE AVE. SUITE 246 RIVERWOODS, IL 60015	NONE	EXEMPT		5,000.
HANDS OF PEACE 1000 ELM ST GLENVIEW, IL 60025	NONE	EXEMPT		250.
CENTER ON WRONGFUL CONVICTIONS 375 EAST CHICAGO AVENUE CHICAGO, IL 60611	NONE	EXEMPT		250.
MERILLAC SOCIAL CENTER 212 S FRANCISCO AVE CHICAGO, IL 60612	NONE	EXEMPT		250.
JESSE WHITE 213 STATE CAPITOL SPRINGFIELD, IL 62756	NONE	EXEMPT		10.
ALLIANCE CHARITY BUREAU	NONE	EXEMPT		15.
RIELO MUSEUM		EXEMPT		2,000.
Total from continuation sheets				

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	124,640.	5,031.	119,609.
NORTHERN TRUST	9.	0.	9.
WESTERN GAS PARTNERS	65.	0.	65.
TOTAL TO FM 990-PF, PART I, LN 4	124,714.	5,031.	119,683.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WESTERN GAS PARTNERS	<732.>	<732.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<732.>	<732.>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,740.	1,739.		0.
TO FORM 990-PF, PG 1, LN 16B	1,740.	1,739.		0.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND TAX	273.	273.		0.
STATE TAXES PAID	15.	0.		0.
FEDERAL TAXES PAID	1,333.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,621.	273.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	150.	150.		0.
INVESTMENT MANAGEMENT FEES	26,165.	26,165.		0.
ADR MANAGEMENT FEE	27.	27.		0.
TO FORM 990-PF, PG 1, LN 23	26,342.	26,342.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BARRINGTON STRATEGIC WEALTH MANAGEMENT GROUP	COST	3,968,400.	4,188,088.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,968,400.	4,188,088.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 7

PURSUANT TO CODE SECTION 4942(H) AND REGULATION 53.4942(A)-3(D)(2),
THE WEINBERG/NEWTON FAMILY FOUNDATION ELECTS TO TREAT QUALIFYING
DISTRIBUTIONS OF \$379,327 AS A DISTRIBUTION OUT OF CORPUS.