Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: WILLIAM M WEISS FOUNDATION

A Employer identification number: 34-1787366

Number and street (or P O box number if mail is not delivered to street address): 7490 HUNTERS HOLLOW TRAIL

Room/suite:

B Telephone number (see instructions):

City or town, state, and ZIP code: RUSSELL TWP OH 44072

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 [X] 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 (from Part II, col (c), line 16) ▶ $ 4,511,989

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

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) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	12	12		
	4	Dividends and interest from securities	49,393	49,393		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	145,916			
	b	Gross sales price for all assets on line 6a 1,205,105				
	7	Capital gain net income (from Part IV, line 2)		145,916		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	13			
	12	**Total.** Add lines 1 through 11	195,334	195,321	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 2	28,445			
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	1,071			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	29,516	0	0	0
	25	Contributions, gifts, grants paid	178,000			178,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	207,516	0	0	178,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-12,182			
	b	**Net investment income** (if negative, enter -0-)		195,321		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	1,083,701	587,626	587,626
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) SEE STMT 4	3,115,960	3,599,853	3,924,363
c	Investments – corporate bonds (attach schedule)			
11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	4,199,661	4,187,479	4,511,989
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	4,199,661	4,187,479	
30	**Total net assets or fund balances** (see instructions)	4,199,661	4,187,479	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,199,661	4,187,479	

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	4,199,661
2	Enter amount from Part I, line 27a	2	-12,182
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,187,479
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,187,479

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	CAPITAL GAIN DISTRIBUTION			
b	SEE ATTACHMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	23,898			23,898
b	1,205,105	1,083,087		122,018
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				23,898
b				122,018
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 145,916

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	200,000	4,079,885	0.049021
2010	216,566	3,517,037	0.061576
2009	160,653	3,040,735	0.052834
2008	238,877	3,841,118	0.062189
2007	204,053	4,620,690	0.044161

2	**Total** of line 1, column (d)	2	0.269781
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053956
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,259,579
5	Multiply line 4 by line 3	5	229,830
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,953
7	Add lines 5 and 6	7	231,783
8	Enter qualifying distributions from Part XII, line 4	8	178,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,906
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	3,906
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	3,906
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	69
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	3,975
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶ Refunded ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM WEISS Telephone no ▶ 216-831-3246
24920 SITTINGBOURNE LAND
Located at ▶ BEACHWOOD OH ZIP+4 ▶ 44122-3246

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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 (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
		0.00	0	0	0
JEFFREY WEISS 7490 HUNTERS HOLLOW	SO RUSSELL OH 44072	0.00	0	0	0
DAVID WEISS 8432 LAKE SHORE DR	BAINBRIGE OH 44023	0.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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 (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,098,970
b	Average of monthly cash balances	1b	225,476
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,324,446
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	4,324,446
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	64,867
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,259,579
6	**Minimum investment return.** Enter 5% of line 5	6	212,979

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	212,979
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 3,906		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,906
3	Distributable amount before adjustments Subtract line 2c from line 1	3	209,073
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	209,073
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	209,073

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	178,000
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	178,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	178,000

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

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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					209,073
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010	23,562				
e From 2011					
f **Total** of lines 3a through e		23,562			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 178,000					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					178,000
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		23,562			23,562
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					7,511
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9.					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 5				178,000
Total			▶ 3a	178,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					12
4 Dividends and interest from securities			14	49,393	
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					145,916
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b REFUNDS					13
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		49,393	145,941

13 **Total.** Add line 12, columns (b), (d), and (e) 13 195,334

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

x [signature] | x 5/2/2013 | PRINCIPAL OFFICER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY BABIN	[signature]	4/29/13		P00084285

Firm's name ▶ GREENWALD & BABIN, INC.

Firm's address ▶ 3601 GREEN ROAD, SUITE 208 BEACHWOOD, OH 44122

Firm's EIN ▶ 34-1395121

Phone no 216-464-7373

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
REFUNDS	$ 13	$	$
TOTAL	$ 13	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEE	$ 35	$	$	$
INVESTMENT FEE	150			
INVESTMENT FEE	25,260			
INVESTMENT FEE	3,000			
TOTAL	$ 28,445	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STATE OF OHIO	$ 200	$	$	$
FEDERAL TAX	871			
TOTAL	$ 1,071	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MANNING & NAPIES	$ 452,063	$ 482,887	COST	$ 543,770
FIDELITY	1,028,383	1,354,908	COST	1,366,819
MORGAN STANLEY #168	1,635,514	1,762,058	COST	2,013,774
TOTAL	$ 3,115,960	$ 3,599,853		$ 3,924,363

Federal Statements

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
AIDS SERVICES AUSTIN TX 44122	PO BOX 4874			
ALBANY PARK THEATRE PROJECT CHICAGO IL 60625	170 NOARTH DEARBORN			5,000
ARC - BERGEN COUNTY HACKENSACK NJ 07601	223 MOORE STREET			1,000
ARC - NATIONAL SILVER SPRINGS MD 20910	1010 WAYNE AVE			5,000
ARC-GREATER CLEVELAND CLEVELAND OH 44115	CLEVELAND			5,000
ARC - OHIO COLUMBUS OH 43210	1335 DUBLIN ROAD			5,000
BECK CENTER, THE LAKEWOOD OH 44107	17801 DETROIT AVE			3,000
CHAGRIN FALLS COMMUNITY C CHAGRIN FALLS OH 44023	7060 WOODLAND AVE			10,000
CLEVELAND CLINIC FOUNDATI CLEVELAND OH 44115	18901 LAKE SHORE DRIVE			
CLEVELAND MUSIC SCHOOL SE CLEVELAND OH 44115	11125 MAGNOLIA DR			10,000
CLEVELAND FOODBANK CLEVELAND OH 44122	11125 MAGNOLIA DR			3,000
CLEVELAND SCHOLARSHIP PRO CLEVELAND OH 44115	200 PUBLIC SQ			5,000
CYSTIC FIBROSIS FOUNDATIO BETHESDA MD 20910	6931 ARLINGTON RD			5,000
DOBAMA THEATRE CLEVELAND OH 44115	2490 LEE BLVD			3,000
EVANS SCHOLARS FOUNDATION GOLF IL 60625	1 BRIAR RD			
FAIRMOUNT CENTER FOR THE CLEVELAND OH 44115	8400 FAIRMOUNT RD			3,000
FAIRMOUNT TEMPLE CLEVELAND OH 44115	23737 FAIRMOUNT BLVD			5,000
FIELDSTONE FARM THERAPEUT CHAGRIN FALLS OH 44023	PO BOX 23129			1,000
FINE ARTS ASSOCIATION WILLOUGHBY OH 44094	38660 MENTOR AVE			2,000

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
FIRST UNITARIAN CHURCH (O SHAKER HEIGHTS OH 44118	2125 CHESTNUT STREET			5,000
FREE MEDICAL CLINIC, THE CLEVELAND OH 44115	12201 EUCLID AVE			
GATHERING PLACE BEACHWOOD OH 44122	23300 COMMERCE PARK			15,000
GEAUGA COUNTY COUNTY BOAR CHESTERLAND OH 44026	8200 CEDAR RD			
GOODMAN THEATER CHICAGO IL 60625	170 NORTH DEARBORN			10,000
HABITAT FOR HUMANITY CLEVELAND OH 44115	2110 WEST 110TH STREET			5,000
HANDS ON PORTLAND PORTLAND OR 97209	1621 NORTH WEST 21ST AVE			
HARVEST FOR HUNGER CLEVELAND OH 44115	15500 S WATERLOO RD			
HATTIE LARLHAM MANTUA OH 44255	9771 DIAGONAL RD			
HEIGHTS PARENT CENTER CLEVELAND HTS OH 44118	14780 SUPERIOR RD			
HELP FOUNDATION CLEVELAND OH 44115	3622 PROSPECT AVE			
HOSPICE OF THE WESTERN R CLEVELAND OH 44115	300 EAST 185TH ST			5,000
IDEASTREAM (WVIZ/WCPN) BEACHWOOD OH 44122	1375 EUCLID AVE			5,000
INGENUITY FESTIVAL BEACHWOOD OH 44122	2429 SUPERIOR AVE			5,000
JEWISH FAMILY SERVICES BEACHWOOD OH 44122	3659 S GREEN RD			
LOOKINGGLASS THEATRE COMP CHICAGO IL 60625	875 NORTH MICHIGAN AVE			2,500
MONTEFIORE FOUNDATION BEACHWOOD OH 44122	875 NORTH MICHIGAN AVE			5,000
NEW AVENUES TO INDEPENDEN CLEVELAND OH 44115	17608 EUCLID AVE			10,000

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Address Relationship	Status	Purpose	Amount
NAMI GREATER CLEVELAND CLEVELAND OH 44115	CLEVELAND			2,000
NORTHWESTERN UNIVERSITY EVANSTON IL 44122	EVANSTON			6,000
NORTH COAST COMMUNITY HOM CLEVELAND OH 44115	14221 BROADWAY AVE			6,000
OHIO SPECIAL OLYMPICS COLUMBUS OH 43210	3303 WINCHESTERN PIKE			
PBS 45-49 PRODUCERS KENT OH 44242	1750 CAMPUS CENTER DR			
PLAYHOUSE SQUARE FOUNDATI CLEVELAND OH 44115	1501 EUCLID AVE			3,000
POLICE ATHLETIC LEAGUE CLEVELAND OH 44115	2100 PAYNE AVE			2,000
PROJECT LOVE BEACHWOOD OH 44122	23511 CHAGREEN BLVD			2,000
SHAW FESTIVAL FOUNDATION LEWISTON NY 14092	800 FLEET BANK BUILDING			
STEPPENWOLF THEATRE LEWISTON NY 14092	1650 NORTH HALSTED STREET			2,500
TIMELINE THEATRE COMPANY CHICAGO IL 60625	170 NORTH DEARBORN			3,000
VOICES FOR CHILDREN CLEVELAND HTS OH 44118	3634 EUCLID AVE			
VICTORY GARDEN THEATER CHICAGO IL 44122	CHICAGO			5,000
WELCOME HOUSE CLEVELAND OH 44115	20575 CENTER RIDGE RD			5,000
WKHR CHAGRIN FALLS OH 44023	17425 SNYDER ROAD			
WKSU KENT OH 44242	1613 E SUMMIT ST			1,000
WOODBRIDGE DEVELOPMENTAL WOODBRIDGE OH 44242	PO BOX 59			
WRITERS THEATRE GLENCOE IL 60625	376 PARK AVE			2,000

Federal Statements

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TOTAL				178,000

SCHEDULE FOR PART IV 1B		DATE OF SALE	Sold Proceeds	Cost	New Purchasing	Contribution	Capital Gain/Loss
LINE 10b CORPORATE STOCKS							
	Fidelity #X70-204498						
							$ -
							$ -
							$ -
	Morgan stanley #168						
1740	BOSTON SCIENTIFIC CO	1/17/2012	9,591 56	$ 15,403 35			$ (5,811 79)
20	BOSTON SCIENTIFIC CO	1/17/2012	$ 110 25	$ 139 02			$ (28 77)
140	WALT DISNEY	1/1/1912	$ 5,499 37	$ 4,512 52			$ 986 85
750	WALT DISNEY	1/1/1912	$ 29,460 93	$ 19,128 65			$ 10,332 28
290	Autodesk inc	1/27/12	$ 10,598 22	$ 6,992 77			$ 3,605 45
110	NORFOLK SOUTHERN	1/27/12	$ 8,151 48	$ 5,932 44			$ 2,219 04
480	QUALCOMM INC	1/31/12	$ 28,245 67	$ 19,160 83			$ 9,084 84
57	PETROLEUM	1/31/12	$ 730 72	$ 825 76			$ (95 04)
74 078	COLUMBIA	1/31/12	$ 3,372 79	$ 2,996 48			$ 376 31
1146 998	COLUMBIA	1/31/12	$ 52,222 80	$ 56,132 91			$ (3,910 11)
360	Bank of New York	1/31/12	$ 7,252 78	$ 10,328 18			$ (3,075 40)
850	Bank of New York	1/31/12	$ 17,124 62	$ 24,646 01			$ (7,521 39)
260	Amphenol Co	1/31/12	$ 14,105 55	$ 11,155 98			$ 2,949 57
							$ -
850	CISCO	2/10/12	$ 16,949 69	$ 18,512 90			$ (1,563 21)
40	FLOWERS	2/10/12	$ 4,512 01	$ 4,266 25			$ 245 76
410	OWENS ILLINOIS	2/10/12	$ 9,866 55	$ 12,400 04			$ (2,533 49)
160	PALL CO	2/10/12	$ 9,676 68	$ 5,287 79			$ 4,388 89
510	STATE STREET	2/10/12	$ 20,280 68	$ 24,198 89			$ (3,918 21)
330	CTRIP CO	2/10/12	$ 7,553 63	$ 13,843 63			$ (6,290 00)
80	IMAX	2/10/12	$ 1,771 89	$ 2,236 32			$ (464 43)
760	KRAFT	2/10/12	$ 29,007 91	$ 12,874 08			$ 16,133 83
20	PALL CORP	2/11/12	$ 1,209 58	$ 1,012 05			$ 197 53
							$ -
80	AMERICAM EXPRESS	3/30/12	$ 4,635 20	$ 1,895 58			$ 2,739 62
90	AMERICAM EXPRESS	3/30/12	$ 5,214 59	$ 3,641 19			$ 1,573 40
170	DICKS	3/30/12	$ 8,089 23	$ 2,425 59			$ 5,663 64
390	LIBERTY GLOBAL	3/30/12	$ 19,873 73	$ 14,205 01			$ 5,668 72
130	UNITED PARCEL	3/30/12	$ 10,594 03	$ 6,819 80			$ 3,774 23
240	IMAX CO	3/30/12	$ 6,264 67	$ 6,708 96			$ (444 29)
							$ -
330	BIERSDORF AG	4/26/12	$ 22,971 47	$ 17,704 50			$ 5,266 97
220	CHARLES SCHWAB	4/26/12	$ 3,179 94	$ 3,136 32			$ 43 62
740	CHARLES SCHWAB	4/26/12	$ 10,696 16	$ 10,351 34			$ 344 82
150	IMAX CO	4/26/12	$ 3,617 70	$ 4,193 10			$ (575 40)
30	LONZA	4/26/12	$ 1,337 60	$ 2,536 50			$ (1,198 90)

10	LONZA	4/26/12	$ 445 87	$ 769 00	$ (323 13)
40	LONZA	4/26/12	$ 1,783 46	$ 3,468 00	$ (1,684 54)
20	LONZA	4/26/12	$ 891 73	$ 1,744 00	$ (852 27)
180	OWENS ILLINOIS	4/26/12	$ 4,283 43	$ 5,443 92	$ (1,160 49)
150	OWENS ILLINOIS	4/26/12	$ 3,569 53	$ 4,423 31	$ (853 78)
330	BIOMATIM	4/26/12	$ 10,827 08	$ 12,374 60	$ (1,547 52)
220	DISCOVER	4/26/12	$ 7,340 62	$ 5,775 40	$ 1,565 22
100	DISCOVER	4/26/12	$ 3,336 64	$ 2,510 92	$ 825 72
180	OWENS ILLINOIS	4/26/12	$ 4,283 43	$ 4,680 74	$ (397 31)
					$ -
0 931	BANCO	5/3/12	$ 5 52	$ 10 38	$ (4 86)
60	CARNIVAL	5/3/12	$ 1,931 15	$ 2,357 54	$ (426 39)
80	CARNIVAL	5/3/12	$ 2,574 87	$ 3,109 36	$ (534 49)
350	CISCO	5/3/12	$ 5,851 83	$ 6,060 25	$ (208 42)
240	CISCO	5/3/12	$ 4,012 68	$ 3,899 59	$ 113 09
390	CISCO	5/3/12	$ 6,520 61	$ 7,258 17	$ (737 56)
280	CISCO	5/3/12	$ 4,681 47	$ 6,933 81	$ (2,252 34)
40	CME GROUP	5/3/12	$ 10,396 06	$ 12,375 49	$ (1,979 43)
310	DISCOVER	5/3/12	$ 15,820 55	$ 11,795 10	$ 4,025 45
150	DISCOVER	5/3/12	$ 7,655 11	$ 5,769 65	$ 1,885 46
170	DISCOVER	5/3/12	$ 8,675 79	$ 6,438 39	$ 2,237 40
420	GEN-PROBE	5/3/12	$ 34,266 99	$ 17,684 52	$ 16,582 47
60	NASTERCARD	5/3/12	$ 4,895 28	$ 2,737 80	$ 2,157 48
60	VISA	5/3/12	$ 25,603 78	$ 14,088 94	$ 11,514 84
160	VISA	5/3/12	$ 18,841 86	$ 12,306 64	$ 6,535 22
70	VISA	5/3/12	$ 8,243 32	$ 4,946 85	$ 3,296 47
10	WASHINGTON POST	5/3/12	$ 3,470 07	$ 3,600 00	$ (129 93)
30	WASHINGTON POST	5/3/12	$ 10,410 22	$ 11,201 19	$ (790 97)
					$ -
70	AMAZON	5/3/12	$ 16,135 68	$ 12,961 57	$ 3,174 11
2900	BOSTON SCIENTIFIC	5/3/12	$ 17,184 72	$ 20,157 32	$ (2,972 60)
340	CARNIVAL	5/3/12	$ 10,943 20	$ 10,416 51	$ 526 69
160	CARNIVAL	5/3/12	$ 5,149 74	$ 5,178 80	$ (29 06)
50	CARNIVAL	5/3/12	$ 1,609 29	$ 1,648 44	$ (39 15)
220	CISCO	5/3/12	$ 3,678 30	$ 4,423 69	$ (745 39)
10	WASHINGTON POST	5/3/12	$ 3,470 08	$ 3,860 00	$ (389 92)
					$ -
1646	BANCO	6/22/12	$ 10,092 55	$ 18,345 81	$ (8,253 26)
679	BANCO	6/22/12	$ 4,163 33	$ 6,583 04	$ (2,419 71)
150	CERNER	6/22/12	$ 11,927 78	$ 5,873 76	$ 6,054 02
210	CERNER	6/22/12	$ 16,698 88	$ 10,235 98	$ 6,462 90
130	DEUTSCHE BOERSE	6/22/12	$ 6,980 66	$ 9,208 28	$ (2,227 62)
720	KROGER	6/22/12	$ 16,447 09	$ 14,415 12	$ 2,031 97
220	KROGER	6/22/12	$ 5,025 50	$ 4,632 21	$ 393 29
30	UNITED PARSEL	6/22/12	$ 2,333 65	$ 1,573 80	$ 759 85
130	UNITED PARSEL	6/22/12	$ 10,112 48	$ 5,870 33	$ 4,242 15
					$ -
511	BANCO	6/22/12	$ 3,133 23	$ 3,998 40	$ (865 17)
329	BANCO	6/22/12	$ 2,017 28	$ 2,695 48	$ (678 20)
1382	BANCO	6/22/12	$ 8,473 82	$ 11,191 44	$ (2,717 62)

50	BECTON	6/22/12	$ 3,666 20	$ 3,832 93	$ (166 73)
80	UNITED PARSEL	6/22/12	$ 6,223 07	$ 4,984 35	$ 1,238 72
					$ -
20	AMAZON	7/19/12	$ 4,432 90	$ 3,703 31	$ 729 59
460	NEWS CO	7/19/12	$ 10,093 09	$ 7,412 72	$ 2,680 37
90	WALT DISNEY	7/19/12	$ 4,443 62	$ 2,900 91	$ 1,542 71
					$ -
200	CMEGROUP	8/3/12	$ 10,196 09	$ 12,375 49	$ (2,179 40)
250	QIAGEN	8/3/12	$ 4,315 43	$ 5,180 28	$ (864 85)
340	QUANTA	8/3/12	$ 8,033 64	$ 6,140 23	$ 1,893 41
290	QUANTA	8/3/12	$ 6,852 23	$ 5,164 58	$ 1,687 65
650	TIME WARNER	8/3/12	$ 26,929 02	$ 19,931 08	$ 6,997 94
					$ -
50	CMEGROUP	8/3/12	$ 2,549 02	$ 2,430 40	$ 118 62
1030	CORINGS	8/3/12	$ 11,867 49	$ 14,850 95	$ (2,983 46)
1760	CORINGS	8/3/12	$ 20,278 44	$ 23,931 95	$ (3,653 51)
80	QUANTA	8/3/12	$ 1,890 27	$ 1,583 58	$ 306 69
					$ -
1190	CHARLES SCHWAB	9/24/2012	$ 15,941 48	$ 16,646 08	$ (704 60)
300	UNILIVER	9/24/2012	$ 10,814 16	$ 6,898 86	$ 3,915 30
140	UNILIVER	9/24/2012	$ 5,046 61	$ 3,175 20	$ 1,871 41
50	UNILIVER	9/24/2012	$ 1,802 35	$ 962 72	$ 839 63
					$ -
770	CHARLES SCHWAB	9/24/2012	$ 10,315 07	$ 9,802 10	$ 512 97
540	MOODYS CO	9/24/2012	$ 24,045 93	$ 19,355 98	$ 4,689 95
160	MOODYS CO	9/24/2012	$ 7,124 72	$ 6,143 39	$ 981 33
					$ -
440	ALLSCCRIPT SOLUTION	10/26/2012	$ 5,808 48	$ 7,941 74	$ (2,133 26)
10	FEDEX	10/26/2012	$ 913 47	$ 628 77	$ 284 70
50	FEDEX	10/26/2012	$ 4,567 33	$ 3,042 00	$ 1,525 33
70	FEDEX	10/26/2012	7/3/1917	$ 3,627 29	$ 2,766 98
80	FEDEX	10/26/2012	$ 7,307 73	$ 5,831 65	$ 1,476 08
20	GOOGLE	10/26/2012	$ 13,557 28	$ 5,985 40	$ 7,571 88
20	GOOGLE	10/26/2012	$ 13,557 28	$ 11,794 80	$ 1,762 48
					$ -
2250	ALCOA	10/26/2012	$ 20,372 84	$ 22,414 05	$ (2,041 21)
500	ALCOA	10/26/2012	$ 4,527 30	$ 4,249 40	$ 277 90
370	ALLSCRIPT	10/27/2012	$ 4,884 41	$ 6,810 59	$ (1,926 18)
					$ -
580	AMADEUS	11/14/2012	$ 13,949 84	$ 10,834 40	$ 3,115 44
180	DEUTSCHE BOERSE	11/14/2012	$ 9,608 56	$ 12,749 92	$ (3,141 36)
60	DEUTSCHE BOERSE	11/14/2012	$ 3,202 85	$ 3,429 20	$ (226 35)
90	FLOWSERVE CO	11/14/2012	12,508 15	$ 9,599 07	$ 2,909 08
60	FLOWSERVE CO	11/14/2012	$ 8,338 77	$ 7,482 73	$ 856 04
40	FLOWSERVE CO	11/14/2012	$ 5,559 17	$ 3,327 60	$ 2,231 57
510	QUANTA	11/14/2012	$ 12,961 04	$ 10,095 35	$ 2,865 69
					$ -
100	MOODYS CO	11/14/2012	$ 4,516 43	$ 3,839 62	$ 676 81
10	MOODYS CO	11/14/2012	$ 451 64	$ 391 73	$ 59 91
990	UNITED CONTINENTAL	11/14/2012	$ 20,065 46	$ 19,041 66	$ 1,023 80

				$ -
250	AUTODESK INC	12/3/2012	$ 8,308 86	$ 4,739 80	$ 3,569 06
80	AUTODESK INC	12/3/2012	$ 2,658 84	$ 1,471 20	$ 1,187 64
10	AUTODESK INC	12/3/2012	$ 332 35	$ 260 90	$ 71 45
440	RYANAIR	12/18/2012	$ 15,286 44	$ 11,730 18	$ 3,556 26
					$ -
120	ALLSCRIPTS HEALTH	12/21/2012	$ 1,105 99	$ 2,208 84	$ (1,102 85)
590	ALLSCRIPTS HEALTH	12/21/2012	$ 5,437 79	$ 11,861 89	$ (6,424 10)
390	ALLSCRIPTS HEALTH	12/21/2012	$ 3,594 47	$ 6,200 53	$ (2,606 06)
320	ALLSCRIPTS HEALTH	12/21/2012	$ 2,949 31	$ 3,563 19	$ (613 88)
60	MASTERCARD	12/14/2012	$ 28,964 21	$ 24,640 48	$ 4,323 73
310	MOODYS CORP	12/4/2012	$ 15,123 71	$ 12,143 73	$ 2,979 98
30	MOODYS CORP	12/4/2012	$ 1,463 59	$ 1,103 69	$ 359 90
			$ 1,205,104 58	$ 1,083,086 77	$ 122,017 81

WILLIAM M WEISS FOUNDATION
INVESTMENTS
2012

	BOOK VALUE		FAIR MKT VALUE	
LINE 10b CORPORATE STOCKS MUTUAL FUNDS				
M&N				
8,869 67 Life Sciences	$65,750 06		114,152 67	
12,976 02 International Series	$108,740 30		112,891 41	
10,590 36 Finan Servic	$79,504 54		68,413 71	
6,092 61 World Opportun	$61,666 99		47,217 74	
5,280 56 Technologies series	$54,077 82		57,558 14	
2,859 86 Real Estate series	$27,021 49		41,668 09	
2,861 78 Emerging Markets	$22,859 15		33,311 10	
6,911 00 Small Cap	$63,267 11		68,557 12	
		$482,887 46		543,769 98
MORGAN STANLEY #168				
380 00 Accor	$13,205 00		$13,373 98	
260 00 Adecco	$12,070 92		$13,645 48	
180 00 Air Prod	$14,315 60		$15,123 60	
2,500 00 Alcoa	$21,247 00		$21,700 00	
1,320 00 Alere Inc	$39,849 39		$24,420 00	
930 00 ALLSCRIPTS				
580 00 Amadeus				
120 00 AMAZON	$22,715 24		$30,104 40	
730 00 AMS NETWORKS	$28,722 60		$36,135 00	
820 00 AMDOCS	$23,835 99		$27,871 80	
330 00 American Express	$14,625 75		$18,968 40	
450 00 Amphenol Co	$21,563 48		$29,115 00	
100 00 Apache	$8,990 50		$7,850 00	
560 00 ANHEUSER-BUSCH	$30,654 40		$48,536 11	
810 00 Autodesk inc	$23,990 78		$28,633 50	
720 00 BAKER HUGIES	$31,651 18		$29,410 30	
2,724 00 BANCO SANTANDER				
0 00 Bank of New York				
310 00 BECTON DICKINSON	$23,764 13		$24,238 90	
330 00 BEIERSDORF				
2,900 00 BOSTON SCIENTIFIC				
570 00 Cameron	$26,927 95		$32,182 20	
740 00 CARNIVAL	$22,231 68		$27,209 80	
540 00 CERNER CO	$31,725 98		$41,855 40	
570 00 Chesapeake Energy	$9,914 98		$9,473 40	
2,150 00 CHARLES SCHWAB				
2,110 00 CISCO SYS INC				
90 00 CME GROUP				
640 00 COCA COLA	$17,224 80		$23,200 00	
1,030 00 CORNING				
330 00 CTRIP COM INTL				
470 00 DANONE	$29,236 00		$31,020 00	
370 00 DEUTSCHE BOERSE				
400 00 Dicks	$6,525 54		$18,196 00	
100 00 Digital Realty	$6,871 53		$6,789 00	
1,120 00 Directv	$51,583 66		$56,179 20	
880 00 DISCOVER	$22,663 34		$33,924 00	
320 00 Dupont Fabros	$7,383 37		$7,731 20	
630 00 DISCOVERY COMMUNICATION				
2,390 00 EMC CO	$40,626 97		$60,467 00	
2,610 00 ELECTRONIC ARTS	$42,814 70		$37,897 20	
620 00 Encana	$13,014 85		$12,251 20	
120 00 Eog	$12,817 65		$14,494 80	
590 00 Fastenal	$25,079 66		$27,523 50	
210 00 FEDEX				
230 00 FLOWSERVE CO				
480 00 GEN-PROBE				
80 00 GOOGLE	$40,841 74		$56,590 40	

1,510 00	HESS CO	$78,168 08		$79,969 60	
440 00	Johnson&Johnson	$30,621 67		$30,844 00	
460 00	Joy	$25,829 83		$29,338 80	
2,840 00	Juniper	$56,847 97		$55,862 80	
470 00	IMAX CORP				
480 00	KONINKLIJKE	$6,576 00		$6,413 75	
600 00	KRAFT FOODS				
940 00	KROGER				
140 00	Linkedin	$14,350 50		$16,074 80	
390 00	LIBERTY GLOBAL				
100 00	LONZA GROUP				
270 00	Manpower Group	$9,811 02		$11,458 80	
380 00	Mc Graw	$21,182 30		$20,774 60	
60 00	MASTERCARD				
780 00	MONSANTO CO	$48,835 26		$73,827 00	
620 00	MOODYS CORP	$22,809 50		$31,198 40	
960 00	Myriad	$25,554 02		$26,160 00	
180 00	NESTLE SA	$5,834 29		$11,720 10	
820 00	NEWS CORP	$14,606 75		$20,918 20	
270 00	NORFOLK SOUTHERN	$16,750 23		$16,696 80	
250 00	Novo	$39,490 42		$40,487 88	
920 00	OWENS ILLINOIS				
320 00	PALL CO	$17,339 18		$19,283 20	
620 00	PETROLEO SA ADR	$11,760 84		$11,972 20	
1,390.00	QIAGEN NV	$23,120 42		$25,228 22	
500 00	QUALCOMM INC	$24,192 89		$30,929 80	
1,220 00	QUANTA SERVICES				
220 00	Range	$14,468 78		$13,822 60	
2250 000	Riverbed	$49,615 58		$44,370 00	
380 00	RYANAIR HOLDINGS	$10,130 61		$13,026 00	
470 00	SCHLUMBERGER	$31,931 48		$32,570 34	
190 00	Siemens	$15,546 50		$20,555 70	
3,720 00	SOUTHWEST AIRLINES	$29,373 67		$38,092 80	
1,180 00	Spirit Airlines	$21,114 21		$20,921 99	
510 00	STATE STREET				
50 00	SYNGENTA	$15,450 00		$20,025 12	
1,750 00	TELENOR	$27,677 70		$35,281 41	
170 00	Tiffany	$9,431 87		$9,747 80	
570 00	THE DERECT TV				
730 00	TIMEWARNER	$23,193 90		$34,915 90	
200 00	TOYOTA MOTOR	$15,615 00		$18,650 00	
1,220 00	Tyson Foods	$19,452 53		$23,668 00	
830 00	UNILEVER	$24,920 01		$32,137 60	
1,830 00	US Airlines	$19,245 56		$24,705 00	
370 00	UNITED PARCEL				
700 00	Verifone	$22,127 91		$20,776 00	
360 00	Viacome	$19,571 26		$18,986 40	
1,220 00	VIRGIN MEDIA	$29,317 25		$44,835 00	
230 00	VISA				
1,070 00	VOLCANO	$29,847 68		$25,262 70	
600 00	WALT DISNEY	$19,339 38		$29,874 00	
40 00	WASHINGTON POST CO				
160 00	WATERS	$12,934 45		$13,939 20	
1,860 00	WEATERFORD INTL	$30,152 59		$20,813 40	
1,610 00	Western Union	$28,315 55		$21,912 10	
360 00	Westport Innovations	$10,916 78		$9,615 60	
0 00	COLUMBIA				
			$1,762,057 78		$2,013,774 38
FIDELITY					
9,736 51	Fidelity Diversified Intl	$400,141 35		$ 291,511 20	
3,538 48	Spartan 500 Index	$156,549 88		$ 178,658 06	
4,392 44	Fidelity Small Cap	$77,890 33		$ 79,459 19	
2,163 08	Fidelity Capital Appreciation	$88,726 84		$ 63,551 17	
2,793 54	Fidelity Disciplined Equity	$67,574 51		$ 69,613 12	
5,697 40	Fidelity Mid Cap Stock	$138,267 64		$ 167,389 61	
1,800 10	Fidelity Growth Company	$110,646 66		$ 168,093 24	
1,055 90	Disney Walt	$39,484 83		$ 52,573 31	
899 70	Fidelty Dividend Growth	$25,144 46		$ 26,901 00	
250 15	ILLINOY TOOL	$11,755 40		$ 15,211 49	
459 44	INTL PAPER	$13,661 98		$ 18,304 24	
1,500 00	PETROLEUM	$16,450 50		$ 25,699 50	
153 73	TUPPERWARE	$8,613 50		$ 9,854 15	
200,000 00	APPLE	$200,000 00		$ 200,000 00	
			$1,354,907 88		$1,366,819 28
TOTAL		$ 3,599,853.12		$ 3,924,363.64	