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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation WEISSBERG FOUNDATION		A Employer identification number 54-1475954
Number and street (or P.O. box number if mail is not delivered to street address) 1901 NORTH MOORE STREET NO. 803		B Telephone number (540) 341-0099
City or town, state, and ZIP code ARLINGTON, VA 22209		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,702,420.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		1,047,139.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		9,817.	9,817.		STATEMENT 2
4 Dividends and interest from securities		187,607.	187,607.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		178,183.			STATEMENT 1
b Gross sales price for all assets on line 6a		2,603,891.			
7 Capital gain net income (from Part IV, line 2)			328,977.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,628.	1,628.		STATEMENT 4
12 Total. Add lines 1 through 11		1,424,374.	528,029.		
13 Compensation of officers, directors, trustees, etc		4,800.	0.		4,800.
14 Other employee salaries and wages		113,235.	0.		113,235.
15 Pension plans, employee benefits					
16a Legal fees STMT 5		627.	0.		627.
b Accounting fees STMT 6		3,150.	1,575.		1,575.
c Other professional fees STMT 7		33,284.	0.		33,284.
17 Interest					
18 Taxes STMT 8		1,952.	1,405.		0.
19 Depreciation and depletion					
20 Occupancy		37,986.	0.		37,986.
21 Travel, conferences, and meetings		2,305.	0.		2,305.
22 Printing and publications					
23 Other expenses STMT 9		54,016.	15,825.		38,189.
24 Total operating and administrative expenses. Add lines 13 through 23		251,355.	18,805.		232,001.
25 Contributions, gifts, grants paid		1,312,509.			1,312,509.
26 Total expenses and disbursements. Add lines 24 and 25		1,563,864.	18,805.		1,544,510.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<139,490.>			
b Net investment income (if negative, enter -0-)			509,224.		
c Adjusted net income (if negative, enter -0-)				N/A	

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			
	2 Savings and temporary cash investments	90,980.	400,254.	400,254.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	6,358,243.	6,112,722.	7,256,756.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	216,478.	13,235.	45,410.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	6,665,701.	6,526,211.	7,702,420.	
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			
	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 ▶ <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.		
29 Retained earnings, accumulated income, endowment, or other funds	6,665,701.	6,526,211.		
30 Total net assets or fund balances	6,665,701.	6,526,211.		
31 Total liabilities and net assets/fund balances	6,665,701.	6,526,211.		

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 6,665,701.
2 Enter amount from Part I, line 27a	2 <139,490.>
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 6,526,211.
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 6,526,211.

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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				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,603,891.		2,274,914.	328,977.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			328,977.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	328,977.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,143,762.	7,118,127.	.160683
2010	784,545.	6,151,860.	.127530
2009	877,774.	5,426,100.	.161769
2008	786,428.	7,421,017.	.105973
2007	931,205.	8,177,402.	.113875

2 Total of line 1, column (d)	2	.669830
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	.133966
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,244,373.
5 Multiply line 4 by line 3	5	970,500.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,092.
7 Add lines 5 and 6	7	975,592.
8 Enter qualifying distributions from Part XII, line 4	8	1,544,510.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,092.
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	5,092.
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	5,092.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,840.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,840.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,748.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 4,748. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Located at ► SAME ADDRESS, ARLINGTON, VA	Telephone no. ► (540) 341-0099 ZIP+4 ► 22209		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		4,800.	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
ILENE TRACHTENBERG 1909 ABBOTSFORD DR, VIENNA, VA 22182	EXECUTIVE DIRECTOR 24.00	73,000.	6,225.	0.

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 IN JUNE 2012, THE ONE YEAR PRI LOAN WAS RENEWED, AND SUBSEQUENTLY IN DECEMBER 2012, THE LOAN WAS REPAID IN FULL. ACCORDINGLY, AT 12/31/12, THE BALANCE WAS ZERO.	0.
2	
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	7,160,297.
b	Average of monthly cash balances	1b	194,396.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,354,693.
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	7,354,693.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	110,320.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,244,373.
6	Minimum investment return. Enter 5% of line 5	6	362,219.

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	362,219.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,092.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,092.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	357,127.
4	Recoveries of amounts treated as qualifying distributions	4	200,000.
5	Add lines 3 and 4	5	557,127.
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	557,127.

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	1,544,510.
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	1,544,510.
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	5,092.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,539,418.

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				557,127.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	535,275.			
b From 2008	368,444.			
c From 2009	608,897.			
d From 2010	486,692.			
e From 2011	795,510.			
f Total of lines 3a through e	2,794,818.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	1,544,510.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				557,127.
e Remaining amount distributed out of corpus	987,383.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	3,782,201.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	535,275.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,246,926.			
10 Analysis of line 9				
a Excess from 2008	368,444.			
b Excess from 2009	608,897.			
c Excess from 2010	486,692.			
d Excess from 2011	795,510.			
e Excess from 2012	987,383.			

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

N/A

1 a 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)

2 a 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

Tax year

Prior 3 years

(a) 2012

(b) 2011

(c) 2010

(d) 2009

(e) Total

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).)

MARVIN F. WEISSBERG

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:

SEE STATEMENT 13

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

c Any submission deadlines:

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

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

- | | | | | |
|---|--|-------|-----|----|
| 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? | | Yes | No |
| | | | | |
| 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. | | | |


[illegible]

- 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		

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.

Sign Here



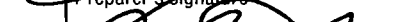
8/5/13



Signature of officer or trustee
Date
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ **Yes**
☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KELLY TOOLE		8/5/13		P00173840
	Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP			Firm's EIN ▶ 39-0859910	
	Firm's address ▶ 8219 LEESBURG PIKE, SUITE 800 TYSONS CORNER, VA 22182			Phone no (703) 923-8300	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

WEISSBERG FOUNDATION

Employer identification number

54-1475954

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
WEISSBERG FOUNDATION	54-1475954

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>MARVIN F WEISSBERG</u> <u>1401 N. OAK STREET, APT 302</u> <u>ARLINGTON, VA 22209</u>	\$ <u>923,875.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>WEISSBERG CORPORATION</u> <u>28 BLACKWELL PARK LANE, SUITE 202</u> <u>WARRENTON, VA 20186</u>	\$ <u>19,371.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	<u>WEISSBERG CORPORATION</u> <u>28 BLACKWELL PARK LANE, SUITE 202</u> <u>WARRENTON, VA 20186</u>	\$ <u>37,986.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	<u>WEISSBERG CORPORATION</u> <u>28 BLACKWELL PARK LANE, SUITE 202</u> <u>WARRENTON, VA 20186</u>	\$ <u>65,907.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
WEISSBERG FOUNDATION	54-1475954

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITIES - SEE ATTACHED	\$ 923,875.	VARIOUS
2	HEALTH INSURANCE PREMIUMS	\$ 19,371.	VARIOUS
3	RENT	\$ 37,986.	VARIOUS
4	PAYROLL	\$ 65,907.	VARIOUS
		\$	

Name of organization	Employer identification number
WEISSBERG FOUNDATION	54-1475954

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	MERRILL LYNCH	P	VARIOUS	VARIOUS
b	MERRILL LYNCH	P	VARIOUS	VARIOUS
c	GOLDMAN SACHS 23863-2	P	03/27/09	07/30/12
d	GOLDMAN SACHS 24755-9	P	VARIOUS	VARIOUS
e	GOLDMAN SACHS 24755-9	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS 24756-7	P	01/30/12	03/19/12
g	GOLDMAN SACHS 24756-7	P	VARIOUS	VARIOUS
h	BUCKEYE PARTNERS, L.P.	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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 1,442.		1,005.	437.
b 911,906.		739,216.	172,690.
c 10,000.		10,000.	0.
d 9,573.		6,660.	2,913.
e 67,515.		51,071.	16,444.
f 84,585.		80,000.	4,585.
g 1,504,099.		1,386,962.	117,137.
h <104.>			<104.>
i 14,875.			14,875.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			437.
b			172,690.
c			0.
d			2,913.
e			16,444.
f			4,585.
g			117,137.
h			<104.>
i			14,875.
j			
k			
l			
m			
n			
o			

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	328,977.
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

**SCHEDULE B, PART II, NONCASH
SECURITIES ATTACHMENT**

Marvin Weissberg Stock Transfers to the Weissberg Foundation Account at Merrill Lynch- 2012

Date of Gift	Number of shares	Stock, held by <i>Charles Schwab</i>	Market Value when Gifted	Cost Basis	Date Acquired by MFW
June 22, 2012	1,000	Bristol Myers	\$35,360	\$19,646	5/28/09
June 22, 2012	2,000	Comcast Corp. Cl A	\$60,940	\$42,448	3/8/02 & 7/12/02
June 22, 2012	750	Coviden	\$39,480	\$14,303	1/28/03 & 4/23/03
June 22, 2012	2,000	Duke Energy	\$45,760	\$32,423	3/8/05
June 22, 2012	1,000	IBM	\$193,700	\$98,961	11/28/00
June 22, 2012	1,000	Merck	\$40,180	\$35,842	12/13/10
June 22, 2012	285	Motorola	\$13,645	\$8,034	2/22/10
June 22, 2012	1,000	Spectra	\$27,950	\$23,373	3/8/05
June 22, 2012	2,000	Unilever	\$65,360	\$41,176	8/22/02
Dec. 26, 2012	2,000	Comcast	\$71,760	\$42,448	7/12/02
Dec. 26, 2012	1,000	Conoco Phillips	\$57,950	\$48,851	8/9/11
Dec. 26, 2012	2,000	CSX	\$39,400	\$7,331	4/12/00
Dec. 26, 2012	1,000	Honda Motor	\$36,130	\$20,864	7/12/02
Dec. 26, 2012	1,000	Ingersoll Rand	\$46,790	\$18,124	11/28/00
Dec. 26, 2012	1,000	Johnson Controls	\$30,230	\$15,499	3/8/02
Dec. 26, 2012	1,000	Lowe's	\$35,200	\$4,643	7/31/97
Dec. 26, 2012	1,000	Toronto Dom Bank	\$84,040	\$60,460	3/31/08
Total Market Value			<u>\$923,875</u>		

Note: The Weissberg Foundation's statements in June and December 2012 from Merrill Lynch reflect the cost basis for the stocks when MFW acquired them, even though the Foundation acquired the assets in June and December 2012. ML will correct this error 2012, and will review and correct, if necessary, 2011 and 2010 records.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
MERRILL LYNCH	1,442.	1,005.	0.	0.		437.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
MERRILL LYNCH	911,906.	890,010.	0.	0.		21,896.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED 03/27/09	DATE SOLD 07/30/12
GOLDMAN SACHS 23863-2	10,000.	10,000.	0.	0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
GOLDMAN SACHS 24755-9	9,573.	6,660.	0.	0.		2,913.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
GOLDMAN SACHS 24755-9	67,515.	51,071.	0.	0.		16,444.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED 01/30/12	DATE SOLD 03/19/12
GOLDMAN SACHS 24756-7	84,585.	80,000.	0.	0.		4,585.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
GOLDMAN SACHS 24756-7	1,504,099.	1,386,962.	0.	0.		117,137.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
BUCKEYE PARTNERS, L.P.	<104.>	0.	0.		0.	<104.>

CAPITAL GAINS DIVIDENDS FROM PART IV 14,875.

TOTAL TO FORM 990-PF, PART I, LINE 6A 178,183.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BUCKEYE PARTNERS, L.P.	20.
GOLDMAN SACHS	586.
MERRILL LYNCH	4,983.
ROOT CAPITAL LOAN	4,000.
VIRGINIA COMMERCE BANK	228.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,817.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BUCKEYE PARTNERS, L.P.	32.	0.	32.
GOLDMAN SACHS	84,542.	10,984.	73,558.
MERRILL LYNCH	117,908.	3,891.	114,017.
TOTAL TO FM 990-PF, PART I, LN 4	202,482.	14,875.	187,607.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	669.	669.	
BUCKEYE PARTNERS, L.P.	959.	959.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,628.	1,628.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	627.	0.		627.
TO FM 990-PF, PG 1, LN 16A	627.	0.		627.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,150.	1,575.		1,575.
TO FORM 990-PF, PG 1, LN 16B	3,150.	1,575.		1,575.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	33,284.	0.		33,284.
TO FORM 990-PF, PG 1, LN 16C	33,284.	0.		33,284.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	1,405.	1,405.		0.
FEDERAL EXCISE TAXES	547.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,952.	1,405.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	1,235.	0.		1,235.
POSTAGE & DELIVERY	1,008.	0.		1,008.
SUPPLIES	4,394.	0.		4,392.
BROKER FEES	15,825.	15,825.		0.
CONTRACTED SERVICES	9,896.	0.		9,896.
BANK CHARGES	10.	0.		10.
HEALTH INSURANCE	19,371.	0.		19,371.
MISCELLANEOUS EXPENSE	2,277.	0.		2,277.
TO FORM 990-PF, PG 1, LN 23	54,016.	15,825.		38,189.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH	3,032,432.	3,928,682.
GOLDMAN SACHS	3,080,290.	3,328,074.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,112,722.	7,256,756.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BUCKEYE PARTNERS, L.P.	FMV	13,235.	45,410.
ROOT CAPITAL PRI LOAN	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,235.	45,410.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARVIN F. WEISSBERG 1901 NORTH MOORE STREET, STE. 803 ARLINGTON, VA 22209	PRESIDENT 0.00	0.	0.	0.
NINA V. WEISSBERG 93237 MT. GILEAD ROAD LEESBURG, VA 20175	V.P./DIRECTOR 0.00	0.	0.	0.
MARTIN HEYERT 4527 Q LANE, NW WASHINGTON, DC 20007	DIRECTOR 0.00	1,800.	0.	0.
BARBARA NAPOLITANO 3128 GRACEFIELD ROAD, #412 SILVER SPRING, MD 20904	TREASURER 0.00	1,000.	0.	0.
WALLACE BABINGTON 290 N STREET, SW WASHINGTON, DC 20024	SECRETARY 0.00	2,000.	0.	0.
WESLIE WEISSBERG 567-A 3RD STREET BROOKLYN, NY 11215	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		4,800.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARVIN WEISSBERG, 1901 NORTH MOORE STREET, SUITE 803, ARLINGTON, VA 22209

TELEPHONE NUMBER

(703) 276-7500

FORM AND CONTENT OF APPLICATIONS

SEE STATEMENT 14.

ANY SUBMISSION DEADLINES

BY INVITATION ONLY.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE WEISSBERG FOUNDATION WORKS TO STRENGTHEN SOCIAL JUSTICE, COMBAT POVERTY, IMPROVE HEALTH AND ENRICH THE ARTS PRIMARILY IN THE WASHINGTON, D.C. METROPOLITAN AREA. WE ARE INTERESTED IN THE FOLLOWING: PROGRAMS THAT TARGET UNDERSERVED SEGMENTS OF SOCIETY, OUTREACH THAT CROSSES AND BRIDGES ETHNIC AND CULTURAL COMMUNITIES, ARTISTIC ENDEAVORS LOCATED IN AND GENUINELY INVOLVED WITH UNDERSERVED COMMUNITIES, AND YOUNG ORGANIZATIONS COMMITTED TO NEW APPROACHES TO OLD PROBLEMS. THE FOUNDATION ENCOURAGES PROPOSALS FOR COMMUNITY-CENTERED INITIATIVES AND INNOVATIVE APPROACHES TO EFFECT SOCIO-ECONOMIC CHANGE. THE FOUNDATION AWARDS GRANTS TO NONPROFIT, CHARITABLE ORGANIZATIONS DESIGNATED BY THE INTERNAL REVENUE SERVICE AS 501(C)(3) ORGANIZATIONS AND WHOSE ACTIVITIES AND PROGRAMS MEET THE FOUNDATION'S FUNDING GUIDELINES.

STATEMENT 14

FORM AND CONTENT OF APPLICATIONS

APPLICATION REQUIREMENTS: 1. CURRENT AUDITED FINANCIAL STATEMENTS OR RECENT IRS FORM 990. 2. PROOF OF SEC 501(C)(3) TAX EXEMPT STATUS. 3. BRIEF PROPOSAL. PLEASE INCLUDE THE FOLLOWING: a) THE DATE, NAME, ADDRESS AND PHONE NUMBER OF YOUR ORGANIZATION, AND THE NAME OF A CONTACT PERSON. b) THE GOALS, PURPOSE AND INTENT OF THE GRANT, AND THE POPULATION TO BE SERVED. DESCRIBE IN A CONCISE SUMMARY THE NEED, CURRENT CONDITION, PROBLEM OR ISSUES YOU ARE SEEKING TO ADDRESS. c) KEY INDIVIDUALS. PROFILE THE INDIVIDUALS INVOLVED THAT WILL HAVE PRIMARY RESPONSIBILITY FOR SUPERVISING THE GRANT. INCLUDE THE NAMES OF THE EXECUTIVE OFFICER AND BOARD OF DIRECTORS. d) BUDGET. PROVIDE A BUDGET OF THE COSTS AND EXPENSES FOR ADMINISTERING THE PROGRAM AND A CURRENT ANNUAL BUDGET. STATE THE DOLLAR AMOUNT OF THE REQUEST. e) SPECIFY THE SITE WHERE THE GRANT WILL BE ADMINISTERED. f) LIST SPECIFIC GOALS TO BE ACHIEVED AND THE TIMETABLE FOR IMPLEMENTATION. g) EXPLAIN HOW YOU PLAN TO MEASURE AND EVALUATE THE SUCCESS OF THE GRANT. DESCRIBE THE SCHEDULE AND STEPS YOU WILL TAKE TO EVALUATE WHETHER YOU HAVE REACHED YOUR STATED GOALS.

STATEMENT 15

Weissberg Foundation -- Grants 2012

<u>Organization</u>	<u>Purpose</u>	<u>Foundation Status of Recipient</u>	<u>Amount</u>
826DC, Washington, DC	General operating support and to purchase a refurbished bookbinder for storytelling and bookmaking field trips	Other Public Charity	\$ 22,000
Adventure Theatre MTC, Glen Echo, MD	To administer a re-granting program to support small arts organizations in Washington DC, support students and educators in their pursuit of arts exposure, and for general operating support	Other Public Charity	\$ 20,000
Alexandria Neighborhood Health Services, Alexandria, VA	General operating support	Other Public Charity	\$ 7,000
Hour Children, Long Island City, NY	To support ways to leverage additional resources for the program, maximizing the new relationship with the Bedford Hills Parenting Center.	Other Public Charity	\$ 10,000
Bard Prison Initiative, Annandale-on-Hudson, NY	To support the Consortium for Liberal Arts in Prison program.	Other Public Charity	\$ 20,000
Arena Stage, Washington, DC	To support Camp Arena Stage Bob Alexander scholarships	Other Public Charity	\$ 22,500
Arlington Free Clinic, Arlington, VA	General operating support	Other Public Charity	\$ 5,000
Atlas Performing Arts Center, Washington, DC	General operating support	Other Public Charity	\$ 20,000
Beloit College, Beloit, WI	To support the Weissberg Program in Human Rights	Other Public Charity	\$ 155,517
Bowen McCauley Dance, Arlington, VA	General operating support	Other Public Charity	\$ 2,000
Capital Fringe, Washington, DC	To support the Fringe Festival	Other Public Charity	\$ 10,000
Castleton Festival - Chateauville Foundation, Castleton, VA	General operating support	Private Foundation	\$ 6,000
Centenary College Of Louisiana, Shreveport, Louisiana	To carry out the mission of OUTreach on the Centenary College Campus	Other Public Charity	\$ 1,000
Center For Independent Documentary, Sharon, MA	To support the <i>Mothers of Bedford</i> film	Other Public Charity	\$ 2,500

STATEMENT 15

Weissberg Foundation -- Grants 2012

Center For Self Discovery, Washington, DC	General operating support	Other Public Charity	\$ 3,100
Community Of Hope, Washington, DC	To support the Marie Reed Health Clinic	Other Public Charity	\$ 20,000
Constellation Theatre Company, Washington, DC	General operating support	Other Public Charity	\$ 1,000
Contemporary American Theater Festival, Shepherdstown, WV	To support the Weissberg Fellowship program, and cooperative activities with Metro TeenAIDS programs in Washington DC	Other Public Charity	\$ 16,000
Cultural DC, Washington, DC	General operating support	Other Public Charity	\$ 4,000
Dance Place, Washington, DC	General operating support	Other Public Charity	\$ 1,000
DC Public Education Fund, Washington, DC	To support the DCPS school improvement Catalyst Project	Other Public Charity	\$ 20,000
DC Rape Crisis Center, Washington, DC	General operating support	Other Public Charity	\$ 1,000
Deaf Camps, Inc, Catonsville, MD	General operating support	Other Public Charity	\$ 1,000
Faction Of Fools, Washington, DC	General operating support	Other Public Charity	\$ 1,000
Folger Shakespeare Library, Washington, DC	General operating support	Other Public Charity	\$ 1,000
Forum Theatre, Silver Spring, MD	General operating support	Other Public Charity	\$ 1,000
Global Fund For Women, San Francisco, CA	To create and support the Weissberg Fund for Women's Leadership	Other Public Charity	\$ 400,000
Helen Hayes Awards, Washington, DC	General operating support	Other Public Charity	\$ 5,000
Jubilee Jump Start, Washington, DC	General operating support	Other Public Charity	\$ 30,000
La Clinica Del Pueblo, Washington, DC	General operating support	Other Public Charity	\$ 20,000
Media Matters, New York, NY	To support the Progressive Talent Initiative for Immigration Training	Other Public Charity	\$ 20,000

STATEMENT 15

Weissberg Foundation -- Grants 2012

Metro Teen AIDS, Washington, DC	To support MTA's Children and Families Program, HIV prevention and education services for youth at risk for HIV infection in DC, and for capacity-building activities	Other Public Charity	\$	42,500
MusicLink Foundation, Arlington, VA	General operating support	Private Foundation	\$	5,500
National Center For Family Philanthropy, Washington, DC	General operating support	Other Public Charity	\$	500
New Endeavors By Women, Washington, DC	General operating support	Other Public Charity	\$	24,000
New Futures, Washington, DC	General operating support	Other Public Charity	\$	20,150
New York University, New York, NY	To support the Weissberg Forum for Discourse in the Public Square, and construction of the NYU-DC Center	Other Public Charity	\$	100,000
Offender Aid And Restoration, Arlington, VA	General operating support	Other Public Charity	\$	20,000
Osborne Association, Bronx, NY	To support the Family Ties program and the Teen College Dreams program	Other Public Charity	\$	20,176
Primary Stages, New York, NY	To support planning activities to develop a cooperative program with universities in Washington, DC and activities related to theater in Washington, DC	Other Public Charity	\$	2,000
Root Capital, Cambridge, MA	To fund the delivery of FASTrack services to gender inclusive businesses in the Andes	Other Public Charity	\$	80,000
Signature Theater, Arlington, VA	To fund Weissberg Fellowships for Signature Theatre's Overtures students, and to support Signature Theater's Education Program.	Other Public Charity	\$	16,000
Sitar Arts Center, Washington, DC	General operating support	Other Public Charity	\$	20,000
Solas Nua, Washington, DC	General operating support	Other Public Charity	\$	1,000
Synetic Theater, Arlington, VA	General operating support	Other Public Charity	\$	5,000

STATEMENT 15

Weissberg Foundation -- Grants 2012

The Trustees Of Columbia University In The City Of New York, New York, NY	To support the Teen College Dreams program of the Criminal Justice Initiative	Other Public Charity	\$	566
Wesleyan University Center For Prison Education, Middletown, CT	General operating support	Other Public Charity	\$	20,000
Turning The Page, Washington, DC	General operating support	Other Public Charity	\$	2,000
Washington AIDS Partnership, Washington, DC	For general operating support, and to re-grant \$5,000 each for Joseph's House and HIPS	Other Public Charity	\$	20,000
Washington Area Women's Foundation, Washington, DC	To support the Early Care and Education Funders Collaborative	Private Foundation	\$	25,000
Washington Concert Opera, Washington, DC	General operating support	Other Public Charity	\$	3,000
Washington Stage Guild, Washington, DC	General operating support	Other Public Charity	\$	1,000
Washington Tennis & Education Foundation, Washington, DC	General operating support	Private Foundation	\$	26,000
Wendt Center, Washington, DC	To support the Wendt Center's performance at Arena Stage's Voices of Now Festival	Other Public Charity	\$	500
Wolf Trap Foundation For The Performing Arts, Vienna, VA	To support the Wolf Trap Institute's Early Childhood STEM Learning Through the Arts project	Private Foundation	\$	2,000
Words & Music, Washington, DC	General operating support	Other Public Charity	\$	7,000
TOTAL GRANTS				<u>\$ 1,312,509</u>