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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning **04/01/12**, and ending **03/31/13**

Name of foundation William E. Weiss Foundation, Inc.		A Employer identification number 55-6016633
Number and street (or P.O. box number if mail is not delivered to street address) P. O. Box 14270	Room/suite	B Telephone number (see instructions) 307-739-8338
City or town, state, and ZIP code Jackson WY 83002		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,226,931 (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	47,839	47,839		
4	Dividends and interest from securities	122,699	122,699		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	362,416			
b	Gross sales price for all assets on line 6a	3,093,522			
7	Capital gain net income (from Part IV, line 2)		362,416		
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	-15,947	-15,947		
12	Total. Add lines 1 through 11	517,007	517,007	0	
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) Stmt 2	1,732			
c	Other professional fees (attach schedule) Stmt 3	67,754	67,754		
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 4	275			275
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	20,282			
22	Printing and publications				
23	Other expenses (attach schedule) Stmt 5	399	399		
24	Total operating and administrative expenses. Add lines 13 through 23	90,442	68,153	0	275
25	Contributions, gifts, grants paid	339,500			339,500
26	Total expenses and disbursements. Add lines 24 and 25	429,942	68,153	0	339,775
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	87,065			
b	Net investment income (if negative, enter -0-)		448,854		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012)

5 614

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing	6,787	7,603	7,603
	2 Savings and temporary cash investments	1,695,893	637,388	637,388
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	880	880	880
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) See Stmt 6	898,722	1,719,135	1,832,314
	c Investments – corporate bonds (attach schedule) See Stmt 7	1,116,763	2,887,953	2,946,161
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) See Statement 8	3,103,644	1,656,795	1,802,585
	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)	6,822,689	6,909,754	7,226,931
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	6,822,689	6,909,754	
	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			
	30 Total net assets or fund balances (see instructions)	6,822,689	6,909,754	
	31 Total liabilities and net assets/fund balances (see instructions)	6,822,689	6,909,754	

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	6,822,689
2 Enter amount from Part I, line 27a	2	87,065
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,909,754
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	6,909,754

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 GenSpring (see attached)	P	Various	Various
b ACL Alternative Fund (flow through)	P	Various	Various
c ACL Alternative Fund (flow through)	P	Various	Various
d Capital gain distributions			
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 3,071,045		2,711,146	359,899
b		7,984	-7,984
c		11,976	-11,976
d 22,477			22,477
e			

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

(i) FMV 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			359,899
b			-7,984
c			-11,976
d			22,477
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	362,416
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	351,915

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	386,828	7,099,934	0.054483
2010	461,068	7,344,806	0.062775
2009	471,036	7,400,863	0.063646
2008	546,249	7,995,064	0.068323
2007	560,037	9,317,850	0.060104

2 Total of line 1, column (d)	2	0.309331
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	0.061866
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,909,377
5 Multiply line 4 by line 3	5	427,456
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,489
7 Add lines 5 and 6	7	431,945
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	339,775

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	8,977
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	8,977
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	8,977
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	880
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	12,380
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	176
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	3,227
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 3,227 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Liz Hutchinson PO Box 14270 Located at ► Jackson	Telephone no ► 307-739-8330 ZIP+4 ► 83002		
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	► ☐	
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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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** ☒

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
Dwyer Brown 6345 Ellenwood Ave St. Louis MO 63105	Treasurer 0.10	0	0	0
Monte Brown 854 Park Lane Montecito CA 93108	President 0.50	0	0	0
William U. Weiss 5050 Poplar #1522 Memphis TN 38157	Vice Preside 0.10	0	0	0
Katrina W. Ryan PO Box 14270 Jackson WY 83002	Secretary 0.10	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

Form 990-PF (2012) **William E. Weiss Foundation, Inc.** 55-6016633Page **7****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 Museum of the City of New York - operations	44,500
2 Contemporary Art Museum of St. Louis	30,000
3 Exchange Club Family Member	25,000
4 Teton Valley Ranch Camp	25,000

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 ▶	

Form **990-PF** (2012)

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	6,248,739
b	Average of monthly cash balances	1b	765,857
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	7,014,596
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	7,014,596
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	105,219
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,909,377
6	Minimum investment return. Enter 5% of line 5	6	345,469

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	345,469
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,977
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,977
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	336,492
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	336,492
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	336,492

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	339,775
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	339,775
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	339,775

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				336,492
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				8,626
b From 2008				149,048
c From 2009				108,865
d From 2010				95,586
e From 2011				31,831
f Total of lines 3a through e	393,956			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 339,775				
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				336,492
e Remaining amount distributed out of corpus	3,283			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	397,239			
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				0
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)	8,626			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	388,613			
10 Analysis of line 9				
a Excess from 2008				149,048
b Excess from 2009				108,865
c Excess from 2010				95,586
d Excess from 2011				31,831
e Excess from 2012				3,283

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

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

1 **Information Regarding Foundation Managers:**

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

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

Liz Hutchinson 307-739-8330
PO Box 14270 Jackson WY 83002

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

Brief one page letter

c Any submission deadlines

November

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

None

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 9				339,500
Total			▶ 3a	339,500
b Approved for future payment N/A				
Total			▶ 3b	

Federal Statements

8/28/2013 5:56 PM

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Partnership flow-thru income	\$ -240	\$ -240	\$
Partnership deductions	-15,707	-15,707	
Total	<u>\$ -15,947</u>	<u>\$ -15,947</u>	<u>\$ 0</u>

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Professional services	\$ 1,732	\$	\$	\$
Total	<u>\$ 1,732</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment fees	\$ 55,754	\$ 55,754	\$	\$
Administrative fees	12,000	12,000		
Total	<u>\$ 67,754</u>	<u>\$ 67,754</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Taxes and licenses	\$ 25	\$	\$	\$ 25
State tax	250			250
Total	<u>\$ 275</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 275</u>

Federal Statements

55-6016633

FYE: 3/31/2013

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
Office Expense	399	399		
Total	<u>399</u>	<u>399</u>	<u>0</u>	<u>0</u>
	\$	\$	\$	\$

Federal Statements

55-6016633

FYE: 3/31/2013

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Genspring - equities	\$ 898,722		Cost	\$
Fpa Fds Tr Fpa Crescent I		293,824	Cost	310,570
Iva Fiduciary Tr Iva Worldwide I		288,985	Cost	303,316
Greenlight Masters Offshore Ltd		121,401	Cost	121,401
Lyrical Multi Mngr Offshore Fd Ltd		9,618	Cost	9,618
Dfa Invt Dimension Grp Intl Core Eq		403,632	Cost	403,427
Dimensional Invt Grp US Lgcap		517,126	Cost	591,274
Ishares Tr S&P Gl C Stapl		42,070	Cost	48,516
Ishares Tr Msci Acjpn Idx		42,479	Cost	44,192
Total	\$ 898,722	\$ 1,719,135		\$ 1,832,314

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Genspring - bonds	\$ 1,116,763		Cost	\$
Templeton Income Tr Glb Bd Advisor		400,708	Cost	393,388
Vanguard Bd Index Fd Tot Bd Ptf		920,548	Cost	925,741
KDP Defensive High Yield		1,063,399	Cost	1,103,105
Loomis Sayles Fds Bd Fd		2,175	Cost	2,221
Tcw Fds Inc Emrg Mkt		501,123	Cost	521,706
Total	\$ 1,116,763	\$ 2,887,953		\$ 2,946,161

Federal Statements

8/28/2013 5:56 PM

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Genspring - alternative investments	\$ 3,103,644		Cost	\$
Silver Creek Low Vol Strat II Ltd		731,007	Cost	924,579
1794 Event Driven Overseas Fd Ltd		116,925	Cost	33,692
ACL Alternative Fund Ltd Class A		487,786	Cost	510,197
JP Morgan Chase & Co Alerian M1		161,202	Cost	181,192
Spdr Gold Trust Gold Shrs		159,875	Cost	152,925
Total	\$ 3,103,644	\$ 1,656,795		\$ 1,802,585

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

Brief one page letter

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

November

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

None

Federal Statements

8/28/2013 5:56 PM

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
Animal Adoption Center Jackson WY 83002	None	PO Box 8532	509(a) (1)			Medical program	10,000
Art Association of Jackson Hole Jackson WY 83001	None	PO Box 1248	501(c) (3)			Artspace gallery	2,500
Avon Old Farms School Avon CT 06001	None	500 Old Farms Road	501(c) (3)			Auditorium	5,000
Bodine School Germantown TN 38139	None	2432 Yester Oaks Drive	501(c) (3)			Operations	10,000
Buffalo Bill Historical Center Cody WY 82414	None	720 Sheridan Avenue	501(c) (3)			Creative Arts West Program	10,000
Center Management Jackson WY 83002	None	PO Box 10965	501(c) (3)			Operations	12,500
Central Park Conservancy New York NY 10022	None	14 East 60th Street	501(c) (3)			Youth development program	10,000
City Academy St Louis MO 63115	None	4175 Kingshighway	501(c) (3)			Violins and maintenance	5,500
Community School of Jackson Hole Jackson WY 83002	None	PO Box 6787	501(c) (3)			Scholarships	20,000
Contemporary Art Museum of St Louis St Louis MO 63103	None	3540 Washington Ave	501(c) (3)			Exhibition expenses	30,000
Exchange Club Family Member Memphis TN 38104	None	2180 Union Ave	501(c) (3)			Play therapy program	25,000
Forest Park Forever St Louis MO 63112	None	5595 Grand Drive	501(c) (3)			Trail development/maintenance	20,000
Greater Santa Barbara Ice Skating Santa Barbara CA 93102	None	PO Box 478	501(c) (3)			Capital campaign	10,000
Girls Actively Participating Jackson WY 83002	None	PO Box 6971	501(c) (3)			Operations	1,500
Grand Teton Music Festival Teton Village WY 83025	None	PO Box 490	509(a) (1)			Musician housing	10,000
Jackson Hole Therapeutic Riding Teton Village WY 83025	None	PO Box 415	501(c) (3)			Horse care	20,000
La Casa de Marla Los Angeles CA 90028	None	9515 Franklin Ave	501(c) (3)			Operations	4,000

Federal Statements

55-6016633

FYE: 3/31/2013

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
Memphis Brooks Museum Memphis TN 38112	None	Overton Park 501(c)(3)				Educational program	10,000
Miss Porter's School Farmington CT 06032	None	60 Main Street 501(c)(3)				Library project	20,000
Museum of the City of New York New York NY 10029	None	1220 5th Avenue 509(a)(1)				Operations	44,500
Teton Valley Ranch Camp Jackson WY 83001	None	PO Box 4915 501(c)(3)				Scholarships	25,000
Santa Barbara Partners in Education Santa Barbara CA 93111	None	4400 Cathedral Oaks Road 501(c)(3)				Education program	5,000
Scholarship Fndtn of Santa Barbara Santa Barbara CA 93130	None	PO Box 3620				Scholarships	3,000
Storyteller Santa Barbara CA 93105	None	2115 State Street				Campaign for the future	15,000
Teton Raptor Center Wilson WY 83014	None	PO Box 1805				Veterinary intern program	3,000
UCSB Sustainability Program Santa Barbara CA 93106	None	University of California				Internship program	8,000
Total							<u>339,500</u>

William E Weiss Foundation
Attachment to Schedule D, Form 990PF
March 31, 2013
EIN 55-6016633

Attachment to Schedule D, Form 990PF

Month	Year	Cost		Gain or (Loss)	
		Basis	Proceeds	Short-term	Long-term
April	2012	1,391,511.55	1,746,690.99	355,179.44	-
May	2012	165,374.25	165,141.25	(233.00)	-
June	2012	63,522.45	63,810.00	287.55	-
July	2012	185,633.20	187,089.60	1,456.40	-
August	2012	75,166.45	77,218.17	2,051.72	-
September	2012	173,693.25	169,738.45	(3,954.80)	-
October	2012	199,594.91	211,516.83	11,921.92	-
November	2012	96,405.50	93,868.50	(2,537.00)	-
December	2012	146,932.44	137,440.13	(9,492.31)	-
January	2013	73,079.91	75,757.20	2,677.29	-
February	2013	74,323.50	75,015.63	692.13	-
March	2013	65,908.75	67,758.75	1,850.00	-
		<u>2,711,146.16</u>	<u>3,071,045.50</u>	<u>359,899.34</u>	<u>-</u>

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1705

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer—see instructions	Employer identification number (EIN) or
	William E. Weiss Foundation, Inc.	55-6016633
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	P.O. Box 14270	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Jackson, WY 83002	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Liz Hutchinson

Telephone No ► 307-739-8330

FAX No ► 307-733-7545

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until November 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 _____ or

► ☒ tax year beginning April 1, 20 12, and ending March 31, 20 13.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	12380
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	880
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	11500

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8-153-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat. No 27916D

Form **8868** (Rev. 1-2013)