Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2012

For calendar year 2012, or tax year beginning May 1 **, 2012, and ending** Apr 30 , 2013

Name of foundation: THE WEILER FOUNDATION, INC.

A Employer identification number: 31-1475728

Number and street (or P O box number if mail is not delivered to street address): 231 BRADLEY PLACE — Room/suite: 204

B Telephone number (see the instructions): (561) 734-0440

City or town: PALM BEACH — State: FL — ZIP code: 33480

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, column (c), line 16)* ► $ 14,011,101.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	369,305.	369,305.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	206,674.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 1,713,812.				
	7 Capital gain net income (from Part IV, line 2)		206,673.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	89,445.	89,445.		
	12 **Total.** Add lines 1 through 11	665,424.	665,423.	10.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	54,024.	27,000.		27,024.
	14 Other employee salaries and wages	28,015.	280.		27,735.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	1,100.	1,100.		
	b Accounting fees (attach sch) L-16b Stmt	30,350.			30,350.
	c Other prof fees (attach sch) L-16c Stmt	96,517.	96,517.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	4,871.	4,871.		
	19 Depreciation (attach sch) and depletion L-19 Stmt	58.			
	20 Occupancy	38,284.	383.		37,901.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	13,102.	2,372.		10,730.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	266,321.	132,523.		133,740.
	25 Contributions, gifts, grants paid	351,800.			
	26 **Total expenses and disbursements.** Add lines 24 and 25	618,121.	132,523.		133,740.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	47,303.			
	b **Net investment income** (if negative, enter -0-)		532,900.		
	c **Adjusted net income** (if negative, enter -0-)			10.	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1 Cash — non-interest-bearing	6,890.	3,937.	3,937.
	2 Savings and temporary cash investments	573,277.	244,546.	244,546.
	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 sch) ►			
	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 (attach schedule) L-10a Stmt	286,760.	286,760.	300,399.
	b Investments — corporate stock (attach schedule) L-10b Stmt	6,348,241.	7,140,651.	12,018,675.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	1,497,951.	1,201,007.	1,264,412.
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	173,000.	173,000.	173,000.
	14 Land, buildings, and equipment basis ► 15,767.			
	Less accumulated depreciation (attach schedule) L-14 Stmt ► 15,532.	546.	235.	129.
	15 Other assets (describe ► L-15 Stmt)	4,408.	6,003.	6,003.
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	8,891,073.	9,056,139.	14,011,101.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► BANK OVERDRAFT)		117,763.	
	23 **Total liabilities** (add lines 17 through 22)		117,763.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	8,891,073.	8,938,376.	
	30 **Total net assets or fund balances** (see instructions)	8,891,073.	8,938,376.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	8,891,073.	9,056,139.	

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	8,891,073.
2	Enter amount from Part I, line 27a	2	47,303.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	8,938,376.
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	8,938,376.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	GENERAL MILLS	P	08/08/09	05/10/12
b	CONAGRA	P	06/17/09	05/10/12
c	PHILLIPS 66	P	11/18/04	06/12/12
d	PHILLIPS 66	P	12/09/04	06/12/12
e	See Columns (a) thru (d)			

	(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	296,846.		219,683.	77,163.
b	255,606.		187,488.	68,118.
c	90,041.		53,087.	36,954.
d	26,679.		15,756.	10,923.
e	See Columns (e) thru (h)		1,031,125.	13,515.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				77,163.
b				68,118.
c				36,954.
d				10,923.
e	See Columns (i) thru (l)			13,515.

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	206,673.
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	10.

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 (column (b) divided by column (c))
2011	462,644.	11,821,890.	0.039135
2010	441,192.	10,994,100.	0.040130
2009	350,701.	10,270,543.	0.034146
2008	532,957.	11,115,081.	0.047949
2007	573,560.	13,019,723.	0.044053

2	**Total** of line 1, column (d)	2	0.205413
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	0.041083
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,910,739.
5	Multiply line 4 by line 3	5	530,412.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,329.
7	Add lines 5 and 6	7	535,741.
8	Enter qualifying distributions from Part XII, line 4	8	133,740.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	10,658.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	10,658.
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	10,658.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 6,380.		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	6,380.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	4,278.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	0.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 0. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ► N/A

14 The books are in care of ► BARTLETT BURNAP Telephone no ► (561) 659-2212

Located at ► 231 BRADLEY PLACE PALM BEACH FL ZIP + 4 ► 33480

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

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

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

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

				Yes	No
1 a	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)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		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?	☐ 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)		2 b		X
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__				
3 a	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)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		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)? **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? ☐ 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** No: X

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? **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
BARTLETT BURNAP 231 BRADLEY PLACE #204 PALM BEACH FL 33480	PRESIDENT 10.00	18,024.	0.	0.
WILLIAM BULLIS, ESQ 11999 SAN VECENTE BLCD LOS ANGELES CA 90049	VICE PRESIDENT 0.00	0.	0.	0.
CHRISTIANE BURNAP 231 BRADLEY PLACE #204 PALM BEACH FL 33480	DIRECTOR 10.00	18,000.	0.	0.
See Information about Officers, Directors, Trustees, Etc		18,000.	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 ► None

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 ►		None

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	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	12,751,905.
b	Average of monthly cash balances	1b	355,444.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,107,349.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,107,349.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	196,610.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,910,739.
6	**Minimum investment return.** Enter 5% of line 5	6	645,537.

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	645,537.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,658.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,658.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	634,879.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	634,879.
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	634,879.

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	133,740.
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	133,740.
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	133,740.

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				634,879.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			584,716.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007 573,560.				
b From 2008 532,957.				
c From 2009 350,701.				
d From 2010 441,192.				
e From 2011 462,644.				
f **Total** of lines 3a through e	2,361,054.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 133,740.				
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				
e Remaining amount distributed out of corpus	133,740.			
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	2,494,794.			
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				
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 instructions			584,716.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				634,879.
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)	573,560.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,921,234.			
10 Analysis of line 9				
a Excess from 2008 532,957.				
b Excess from 2009 350,701.				
c Excess from 2010 441,192.				
d Excess from 2011 462,644.				
e Excess from 2012 133,740.				

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					

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

BARTLETT BURNAP
231 BRADLEY PLACE #204
PALM BEACH FL 33480 (561) 659-2212

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALZHEIMERS COMMUNITY CARE		501(c)(3)	DONEE'S DISCRECTION	5,000.
BEST FRIENDS ANIMAL SOCIETY		501(c)(3)	DONEE'S DISCRECTION	10,000.
Criminal Justice Legal Foundation		501(c)(3)	DONEE'S DISCRECTION	5,000.
HOSPICE OF PALM BEACH COUNTY		501(c)(3)	DONEE'S DISCRECTION	5,000.
THE SALVATION ARMY OF PALM BEACH		501(c)(3)	DONEE'S DISCRECTION	5,000.
SOUTH FLORIDA SCIENCE MUSEUM		501(c)(3)	DONEE'S DISCRECTION	5,000.
ZOOLOGY SOCIETY OF THE PALM BEACHES		501(c)(3)	DONEE'S DISCRECTION	3,500.
AMERICAN SPECTATOR FOUNDATION		501(c)(3)	DONEE'S DISCRECTION	5,000.
CATCHING THE DREAM		501(c)(3)	DONEE'S DISCRECTION	2,500.
See Line 3a statement				305,800.
Total			► 3a	351,800.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					206,674.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					206,674.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 206,674.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2 a 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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/30/13 Title: DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
PAUL F. SCHNEIDER CPA	[signature]	05/28/13		P00216467

Firm's name ► SCHNEIDER HAMMER & ASSOCIATES, LLC — Firm's EIN ► 27-1794167

Firm's address ► 7860 PETERS RD STE F110, PLANTATION FL 33324-4027 — Phone no (954) 474-8889

Form **4562**

Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No 179

Name(s) shown on return: THE WEILER FOUNDATION, INC.

Identifying number: 31-1475728

Business or activity to which this form relates: Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	58.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental			27.5 yrs	MM	S/L	
property			27.5 yrs	MM	S/L	
i Nonresidential real			39 yrs	MM	S/L	
property				MM	S/L	

Section C — Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	58.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Form 990-PF Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name: THE WEILER FOUNDATION, INC.

Employer Identification Number: 31-1475728

Asset Information:

Description of Property: SCHEDULE ATTACHED
Date Acquired: Various
How Acquired:
Date Sold: 04/30/13
Name of Buyer:
Sales Price: 1,713,812.
Cost or other basis (do not reduce by depreciation): 1,507,138.
Sales Expense:
Valuation Method:
Total Gain (Loss): 206,674.
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Form 4562

Depreciation and Amortization Report

2012

THE WEILER FOUNDATION, INC.
Form 990PF - page 1

Tax Year 2012
► Keep for your records

31-1475728

Asset Description	Code	Date in Service	Cost (net of land)	Land	Business Use %	Section 179	Special Depreciation Allowance	Depreciable Basis	Life	Method/ Convention	Prior Depreciation	Current Depreciation
DEPRECIATION												
OFFICE EQUIPMENT		01/05/98	12,732		100.00			12,732	7.00	200DB/HY	12,732	0
OFFICE EQUIPMENT		07/18/02	2,240		100.00			2,240	7.00	200DB/HY	2,240	0
OFFICE EQUIPMENT		05/28/07	646		100.00			646	7.00	200DB/HY	502	58
OFFICE EQUIPMENT		11/30/10	149		100.00		149	0	7.00	200DB/HY	0	0
SUBTOTAL PRIOR YEAR			15,767	0		0	149	15,618			15,474	58
TOTALS			15,767	0		0	149	15,618			15,474	58

Code: S = Sold, A = Auto, L = Listed, C = COGS

Form 4562

Alternative Minimum Tax Depreciation Report

2012

THE WEILER FOUNDATION, INC.

Form 990PF - page 1

Tax Year 2012

► Keep for your records

31-1475728

Asset Description	Code	Date in Service	Cost (net of land)	Land	Business Use %	Section 179	Special Depreciation Allowance	Depreciable Basis	Life	Method/ Convention	Prior Depreciation	Current Depreciation	Adjustment/ Preference
DEPRECIATION													
OFFICE EQUIPMENT		01/05/98	12,732		100.00			12,732	7.00	200DB/HY	12,732	0	
OFFICE EQUIPMENT		07/18/02	2,240		100.00			2,240	7.00	200DB/HY	2,240	0	
OFFICE EQUIPMENT		05/28/07	646		100.00			646	7.00	200DB/HY	502	58	
OFFICE EQUIPMENT		11/30/10	149		100.00		149	0	7.00	200DB/HY	0	0	
SUBTOTAL PRIOR YEAR			15,767	0		0	149	15,618			15,474	58	
TOTALS			15,767	0		0	149	15,618			15,474	58	

Code: S = Sold, A = Auto, L = Listed, C = COGS

Federal 990 Depreciation Report
Regular Tax

Activity Form 990PF page 1
Total cost of goods sold

Description / Cost of Goods Sold	In Service / Disposed	Cost / Basis	Land / Sec 179	Bus % / Listed	Type / Mthd	Class / Life	Conv / Year	**Depr** / Prior
OFFICE EQUIPMENT	05/28/07	646.		100.00	MACRS	7	HY	58.
		646.			200DB	7.00	6	502.
OFFICE EQUIPMENT	01/05/98	12,732.		100.00	MACRS	7	HY	0.
		12,732.			200DB	7.00	16	12,732.
OFFICE EQUIPMENT	07/18/02	2,240.		100.00	MACRS	7	HY	0.
		2,240.			200DB	7.00	11	2,240.
OFFICE EQUIPMENT	11/30/10	149.		100.00	MACRS	7	HY	0.
		0.			200DB	7.00	3	0.
Total		15,767.						58.
		15,618.						15,474.

Federal 990 Depreciation Report
Alternative Minimum Tax

Activity Form 990PF page 1
Passive adjustment Passive preference

Description	Real	Passive	AMT Cost / AMT Basis	AMT Life / AMT Mthd	AMT Depr / AMT Prior	**AMT Adj** / **AMT Pref**
OFFICE EQUIPMENT			646.	7.00	79.	-21.
			646.	150DB	448.	
OFFICE EQUIPMENT			12,732.	10.00	0.	0.
			12,732.	150DB	12,732.	
OFFICE EQUIPMENT			2,240.	7.00	0.	0.
			2,240.	150DB	2,240.	
OFFICE EQUIPMENT			149.	7.00	0.	0.
			0.	200DB	0.	
Total			15,767.		79.	-21.
			15,618.		15,420.	

Form 4562
Special Depreciation Allowance Report

Activity. Form 990PF page 1

Description	In Service	AMT Cost	AMT Basis	AMT SDA	Cost	SDA Basis	**SDA**
OFFICE EQUIPMENT	05/28/07	646.			646.		
OFFICE EQUIPMENT	01/05/98	12,732.			12,732.		
OFFICE EQUIPMENT	07/18/02	2,240.			2,240.		
OFFICE EQUIPMENT	11/30/10	149.		149.	149.		149.
Total		15,767.		149.	15,767.		149.

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
MISC	96,233.	96,233.	
ROYALTY INCOME	2,698.	2,698.	
FROM FLOW THROUGH ENTITIES	-9,486.	-9,486.	
Total	89,445.	89,445.	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FEDERAL EXCISE TAX PAID	3,391.	3,391.		
PAYROLL TAXES	1,480.	1,480.		
Total	4,871.	4,871.		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK CHARGES	21.	2.		19.
COMPUTER	50.	5.		45.
DUES & SUBSCRIPTIONS	26.	3.		23.
INSURANCE	3,056.	306.		2,750.
LICENSE	61.	6.		55.
OFFICE EXPENSE	679.	7.		672.
POSTAGE	2,093.	209.		1,884.
ROYALTY EXPENSES	1,247.	1,247.		
TELEPHONE	5,769.	577.		5,192.
REPAIRS & MAINTENANCE	100.	10.		90.
Total	13,102.	2,372.		10,730.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
GM LIQ CO CASH IN LIEU	P	06/12/12	06/12/12
GOLDMAN SACHS 5.45%	P	01/15/96	11/01/12
DARDEN RESTAURANTS	P	02/25/11	02/28/13
MATERIALS SELECT SPDR FD	P	01/25/11	04/18/13
INDUSTRIALS SEL SEC SPDR FD	P	02/25/11	04/18/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
10.		0.	10.
300,000.		296,944.	3,056.
231,988.		236,720.	-4,732.
272,155.		275,939.	-3,784.
240,487.		221,522.	18,965.
Total		1,031,125.	13,515.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			10.
			3,056.
			-4,732.
			-3,784.
			18,965.
Total			13,515.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] IAN BURNAP 231 BRADLEY PLACE #204 PALM BEACH FL 33480	DIRECTOR 10.00	18,000.	0.	0.
Person [X] Business [ ]				
Total		18,000.	0.	0.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
COLGATE UNIVERSITY		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 10,000.
THE FUND FOR AMERICAN STUDIES		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 5,000.
HARVARD WESTLAKE SCHOOL		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 15,000.
HOOVER INSTITUTION		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 25,000.
KECK SCHOOL OF MEDICINE USC		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 20,000.
MANHATTAN INSTITUTE		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 2,500.
PACIFIC LEGAL RESEARCH		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 10,000.
ST. JOHN'S PREPARATORY SCHOOL		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 15,000.
MCCARTHY'S WILDLIFE SANCTUARY		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 7,500.
Claremont Institute		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 5,000.
FLORIDA WILD MAMMAL ASSOCIATION		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 2,000.
HOSPITAL ALBERT SCHWEITZER HAITI		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 10,000.
SAFE HARBOR ANIMAL SANCTUARY		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 10,000.
Cato Institute		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 20,000.
The Heritage Foundation		501(c)(3)	DONEE'S DISCRECTION	Person or Business X 20,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
Leukemia & Lymphoma Society		501(c)(3)	DONEE'S DISCRECTION	Person or [ ] Business [X] 5,000.
Lucile Packard Children's Hospital		501(c)(3)	DONEE'S DISCRECTION	Person or [ ] Business [X] 10,000.
Pacific Research Institute		501(c)(3)	DONEE'S DISCRECTION	Person or [ ] Business [X] 15,000.
CLASSICAL SOUTH FLORIDA		501(c)(3)	DONEE'S DISCRETION	Person or [ ] Business [X] 20,800.
ZOOLOGICAL SOCIETY OF THE PALM BEACHES		501(c)(3)	DONEE'S DISCRETION	Person or [ ] Business [X] 21,500.
OPPORTUNITY INC		501(c)(3)	DONEE'S DISCRETION	Person or [ ] Business [X] 5,000.
AMERICAN FUTURE FOUNDATION		501(c)(3)	DONEE'SDISCRETION	Person or [ ] Business [X] 5,000.
JUNGLE FRIENDS PRIMATE SANCTUARY		501(c)(3)	DONEE'S DISCRETION	Person or [ ] Business [X] 5,000.
NEW HORIZONS SERVICE DOGS INC		501(c)(3)	DONEE'S DISCRETION	Person or [ ] Business [X] 1,500.
AMERICAN COUNCIL FOR TRUSTEES & ALUMNI		501(c)(3)	DONEE'S DISCRETION	Person or [ ] Business [X] 5,000.
CAPITAL RESEARCH CENTER		501(c)(3)	DONEE'S DISCRETION	Person or [ ] Business [X] 10,000.
CENTER FOR IMMIGRATION STUDIES		501(c)(3)	DONEE'S DISCRETION	Person or [ ] Business [X] 10,000.
USC ANDRUS GERONTOLOGY CENTER		501(c)(3)	DONEE'S DISCRETION	Person or [ ] Business [X] 10,000.
HOOVER INSTITUTE		501(c)(3)	DONEE'S DISCRETION	Person or [ ] Business [X] 5,000.
Total				305,800.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ENGELBERG & MILGRIM	LEGAL	1,100.			
Total		1,100.			

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISC	ACCOUNTING	30,350.			
Total		30,350.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISC	INVESTMENT MANAGEMENT	96,517.			
Total		96,517.			

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
OFFICE EQUIPMENT	05/28/07	646	502	200DB	7.00	58		
OFFICE EQUIPMENT	01/05/98	12732	12732	200DB	7.00	0		
OFFICE EQUIPMENT	07/18/02	2240	2240	200DB	7.00	0		
OFFICE EQUIPMENT	11/30/10	149	0	200DB	7.00	0		
Total								

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
US TREASURY NOTE 3.625%			286,760.	300,399.

Form 990-PF, Page 2, Part II, Line 10a Continued
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
Total			286,760.	300,399.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
ABBOTT LABORATORIES	153,467.	206,752.
ABBVIE	255,724.	349,980.
ACCENTURE PLC	291,269.	309,472.
ALTRIA GROUP	190,420.	438,120.
AMERICAN ELECTRIC	223,399.	370,296.
AMERISOURCEBERGEN	275,997.	405,900.
A T & T	219,113.	318,410.
BRISTOL MYERS SQUIBB	253,605.	397,200.
COLGATE PALMOLIVE CO	230,530.	597,050.
CONOCOPHILLIPS	231,648.	423,150.
DOMINION RESERVE INC VA	234,180.	456,432.
ELI LILLY & CO	254,678.	337,818.
ENTERPRISE PRODUCT PARTNERS LP	127,353.	424,550.
EXPEDIA INC	251,823.	223,360.
GENERAL ELECTRIC	272,966.	356,640.
GENERAL MOTORS WTS	137,500.	39,567.
IBM	199,357.	405,080.
ISHARES JP MORGAN EM BD FD	250,852.	254,940.
ISHARES JP MORGAN SMALLCAP 600	198,757.	286,836.
JP MORGAN CHASE & CO	343,706.	367,575.
KIMBERLY CLARK	169,485.	350,846.
KLA TENCOR	279,751.	292,950.
LOCKHEED MARTIN	338,363.	366,633.
MAGELLAN MIDSTREAM PTRS	70,773.	954,540.
MCDONALDS CORP	167,433.	306,420.
PENN VIRGINIA RES PTRNS	144,338.	500,000.
PHILIP MORRIS INTL	104,805.	477,950.
POWERSHARES QQQ TR	230,922.	282,880.
THE FINANCIAL SELECT SPDR FD	451,742.	504,900.
TJX COS INC NEW	246,473.	555,978.
UNITED TECHNOLOGIES	340,222.	456,450.
Total	7,140,651.	12,018,675.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
CATEPILLAR INC 7% 12/15/13	405,493.	416,468.
HEWLETT PACKARD 6.125% 3/01/14	403,909.	417,084.
GENERAL ELECTRIC CAP CORP 4.875% 3/04/15	391,605.	430,860.
Total	1,201,007.	1,264,412.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
INVESTMENT - MERIT ENERGY	173,000.	173,000.
Total	173,000.	173,000.

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
OFFICE EQUIPMENT	15,767.	15,532.	235.
Total	15,767.	15,532.	235.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
PREPAID EXCISE TAX	4,408.	6,003.	6,003.
Total	4,408.	6,003.	6,003.