Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation
THE WEIL FOUNDATION
C/O GAFFEY DEANE & TALLEY, PLC

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
3400 FRANKLIN MANOR CT.

City or town, state, and ZIP code
FAIRFAX, VA 22033

A Employer identification number 31-1627660

B Telephone number 703-657-6040

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,515,274.

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

		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	269.	269.		STATEMENT 1
	4	Dividends and interest from securities	123,057.	123,057.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<2,060,819.>			
	b	Gross sales price for all assets on line 6a 3,703,385.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total** Add lines 1 through 11	<1,937,493.>	123,326.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	40,000.	20,000.		20,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest	1,931.	1,931.		0.
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 3	16,266.	16,266.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	58,197.	38,197.		20,000.
	25	Contributions, gifts, grants paid	287,770.			287,770.
	26	**Total expenses and disbursements** Add lines 24 and 25	345,967.	38,197.		307,770.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	<2,283,460.>			
	b	**Net investment income** (if negative, enter -0-)		85,129.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	233,961.	552,079.	553,079.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 4	2,576,093.	3,068,021.	3,117,799.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 5	5,500,764.	2,407,258.	2,844,396.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	8,310,818.	6,027,358.	6,515,274.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	527,254.	527,254.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	7,783,564.	5,500,104.	
	30	**Total net assets or fund balances**	8,310,818.	6,027,358.	
	31	**Total liabilities and net assets/fund balances**	8,310,818.	6,027,358.	

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	8,310,818.
2	Enter amount from Part I, line 27a	2	<2,283,460.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,027,358.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,027,358.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,703,385.		5,764,204.	<2,060,819.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				<2,060,819.>

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 <2,060,819.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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	322,478.	6,578,333.	.049021
2010	377,670.	6,795,655.	.055575
2009	239,208.	6,656,707.	.035935
2008	237,527.	8,760,905.	.027112
2007	580,225.	11,393,602.	.050926

2	**Total** of line 1, column (d)	2	.218569
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	.043714
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,496,159.
5	Multiply line 4 by line 3	5	283,973.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	851.
7	Add lines 5 and 6	7	284,824.
8	Enter qualifying distributions from Part XII, line 4	8	307,770.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	851.
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	851.
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	851.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,705.		
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	3,705.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,854.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		2,854. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
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 ▶ KENNETH M. WEIL Telephone no. ▶203-656-3166

Located at ▶25 BUTLER'S ISLAND ROAD, DARIEN, CT ZIP+4 ▶06820-6203

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☒ Yes ☐ No If "Yes," list the years ▶ 2011 , , ,			
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.)	2b	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. ▶ , , ,			
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)? ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

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.

(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
AUDREY YORK WEIL 25 BUTLER'S ISLAND ROAD DARIEN, CT 06820	PRESIDENT 1.00	0.	0.	0.
KENNETH M. WEIL 25 BUTLER'S ISLAND ROAD DARIEN, CT 06820	SECRETARY/TREASURER 1.00	0.	0.	0.
ALAN R. YORK P.O. BOX 874 LEWISVILLE, NC 27023	ADVISORY COMMITTEE MEMBER 1.00	20,000.	0.	0.
ELIZABETH W. BETTS 5021 MANOR RIDGE LN SAN DIEGO, CA 92130	ADVISORY COMMITTEE MEMBER 1.00	20,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	6,146,357.
b	Average of monthly cash balances			1b	264,987.
c	Fair market value of all other assets			1c	183,741.
d	**Total** (add lines 1a, b, and c)			1d	6,595,085.
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	6,595,085.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	98,926.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,496,159.
6	**Minimum investment return** Enter 5% of line 5			6	324,808.

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	324,808.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	851.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	851.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	323,957.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	323,957.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	323,957.

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	307,770.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	307,770.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	851.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	306,919.

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				323,957.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			311,577.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 307,770.				
a Applied to 2011, but not more than line 2a			307,770.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			3,807.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				323,957.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

SEE STATEMENT 6

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part 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				
A BETTER CHANCE IN DARIEN INC P.O. BOX 3204 DARIEN, CT 06820	NONE	501(C)(3)	OPERATING EXPENSES	5,000.
ALLISON WYATT MEMORIAL FUND 2319 WHITNEY AVENUE, SUITE 3B HAMDEN, CT 06518	NONE	501(C)(3)	SUPPORT CHARITABLE GIVING	500.
CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION P.O. BOX 8500 PHILADELPHIA, PA 19178-1352	NONE	501(C)(3)	OPERATING EXPENSES	4,350.
CONCORD CHRISTIAN CHURCH 3101 DAVIDSON HIGHWAY CONCORD, NC 28027	NONE	501(C)(3)	OPERATING EXPENSES	1,000.
CRISIS CONTROL MINISTRY 200 E. 10TH STREET WINSTONSALEM, NC 27101	NONE	501(C)(3)	OPERATING EXPENSES	3,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	287,770.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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			14	269.	
4 Dividends and interest from securities			14	123,057.	
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			18	<2,060,819.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<1,937,493.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <1,937,493.>

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Kenneth Weil | 1/20/14 | ▶ Secty/Treas

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
JON B. DEANE	Jon B. Deane, CPA	1/8/14		P00152196
Firm's name ▶ GAFFEY DEANE & TALLEY PLC			Firm's EIN ▶ 27-4368547	
Firm's address ▶ 12355 SUNRISE VALLEY DRIVE #305 RESTON, VA 20191			Phone no. (703) 657-6040	

THE WEIL FOUNDATION
C/O GAFFEY DEANE & TALLEY, PLC

CONTINUATION FOR 990-PF, PART IV
31-1627660 PAGE 1 OF 1

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	FIDELITY ACCOUNT 613424773 - SEE ATTACHED	P	VARIOUS	VARIOUS
b	FIDELITY ACCOUNT 613424773 - SEE ATTACHED	P	VARIOUS	VARIOUS
c	GOLDMAN SACHS ACCOUNT 030271936 - SEE ATTACHED	P	VARIOUS	VARIOUS
d	OPPENHEIMER ACCOUNT G781377911 - SEE ATTACHED	P	VARIOUS	VARIOUS
e	OPPENHEIMER ACCOUNT G781377911 - SEE ATTACHED	P	VARIOUS	VARIOUS
f	TONTINE CAPITAL FUND II CLASS A	P	01/01/10	09/30/12
g	TONTINE CAPITAL FUND II CLASS S	P	01/01/10	09/30/12
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,889,027.		1,895,311.	<6,284.>
b	629,791.		592,727.	37,064.
c	189,182.		306,620.	<117,438.>
d	222,787.		224,108.	<1,321.>
e	487,922.		521,555.	<33,633.>
f	245,945.		1,530,191.	<1,284,246.>
g	18.		693,692.	<693,674.>
h	38,713.			38,713.
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<6,284.>
b				37,064.
c				<117,438.>
d				<1,321.>
e				<33,633.>
f				<1,284,246.>
g				<693,674.>
h				38,713.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<2,060,819.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2013

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
Fidelity Brokerage Account #613-424773								
Alger Spectra Fund Class I	Various	1/9/2013	91.489	1,300 06	1,038 99	261.07		
Bear Pro Fund	6/26/2012	7/5/2012	1,571 008	25,764.53	29,570.52	(3,805 99)		
	3/12/2013	5/7/2013	1,117.361	14,760.34	15,564.84	(804 50)		
FMI Common Stock	Various	10/2/2012	242.189	6,170 98	5,161.96	1,009.02		
Hennessy Focus Fund Investor Cl	10/2/2012	1/4/2013	11.048	561 90	560 57	1.33		
	10/2/2012	5/7/2013	137.641	7,929.52	6,983.80	945 72		
Leuthold Asset Allocation Fund	Various	5/7/2013	270.596	2,952.21	2,108.12	844 09		
Loomis Sayles Bond Instl	5/28/2013	6/5/2013	70 270	1,050.54	1,007.56	42 98		
Mainstay Marketfield Fund	9/25/2012	5/7/2013	159.951	2,698 38	2,548.11	150.27		
Pimco Short Term Institutional	Various	7/9/2012	15,420 421	151,402.53	151,465 40	(62 87)		
	10/19/2012	1/4/2013	13,171 226	129,974 00	130,146 76	(172.76)		
					(1 18)	1 18		Wash Sale Adjustment
	Various	5/7/2013	10,266.142	101,711.47	101,442 74	268 73		
ProFunds Large Cap Growth	7/11/2012	7/13/2012	1,731 623	76,503.10	76,008.95	494.15		
	7/17/2012	7/24/2012	1,692 500	73,911 48	74,936 67	(1,025 19)		
					(1,025 19)	1,025 19		Wash Sale Adjustment
	7/25/2012	7/27/2012	500.850	22,598.35	22,130.41	467.94		
	7/30/2012	8/3/2012	1,618.836	73,284.71	73,779.88	(495 17)		
					(490.71)	490.71		Wash Sale Adjustment
	8/6/2012	10/4/2012	1,209 907	57,264 90	55,704 36	1,560.54		

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2013

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
	9/26/2012	10/16/2012	1,216.102	57,266 24	56,100 04	1,166 20		
	Various	11/2/2012	1,289.635	58,523.64	59,492.19	(968 55)		
					(242.14)	242.14		Wash Sale Adjustment
	10/11/2012	11/5/2012	322.409	14,676.06	15,115.20	(439 14)		
ProFunds Mid Cap Growth	9/4/2012	10/25/2012	1,212.153	56,898 46	57,771 22	(872 76)		
ProFunds Small Cap Value	3/11/2013	3/12/2013	724 485	38,745.46	38,912 09	(166.63)		
					(166.63)	166 63		Wash Sale Adjustment
	3/20/2013	3/27/2013	1,069.886	58,169 70	58,528 89	(359.19)		
					(347 58)	347 58		Wash Sale Adjustment
	3/28/2013	4/5/2013	1,035 316	54,933 87	56,658 41	(1,724.54)		
					(1,724.54)	1,724.54		Wash Sale Adjustment
	4/11/2013	4/16/2013	989.731	52,406.26	55,424 18	(3,017 92)		
					(3,017.92)	3,017.92		Wash Sale Adjustment
	4/18/2013	4/25/2013	1,064 613	57,478.46	58,346.18	(867.72)		
					(837.69)	837 69		Wash Sale Adjustment
	4/29/2013	5/7/2013	74 350	4,136.07	4,075 60	60 47		
ProFunds Short Small Cap	7/13/2012	7/16/2012	4,358.495	32,601.54	32,427.20	174 34		
	7/24/2012	7/25/2012	4,332.910	33,493.39	33,580 05	(86.66)		
					(86.66)	86.66		Wash Sale Adjustment
	7/27/2012	7/30/2012	4,552 411	34,143.08	34,093.17	49.91		
	8/3/2012	8/6/2012	4,493 372	33,565.49	33,835 09	(269 60)		
	Various	11/13/2012	8,641 357	63,946.04	61,389.59	2,556 45		
	Various	11/26/2012	10,037 129	72,267.33	73,714 32	(1,446 99)		
					(1,446.99)	1,446 99		Wash Sale Adjustment
	Various	12/13/2012	4,866.940	34,263.26	36,365.81	(2,102.55)		
					(2,102 55)	2,102.55		Wash Sale Adjustment
	Various	12/17/2012	8,157 887	56,697.31	60,794 19	(4,096.88)		
					(4,096.88)	4,096 88		Wash Sale Adjustment
	Various	12/27/2012	9,353.588	64,633 29	68,619.42	(3,986.13)		
					(1,183 02)	1,183.02		Wash Sale Adjustment
	Various	1/3/2013	8,410.875	55,679 99	58,717.94	(3,037 95)		
					(3,037.95)	3,037.95		Wash Sale Adjustment

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2013

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
	1/2/2013	1/4/2013	1,515.465	9,971.76	10,779.41	(807 65)		
					(807.65)	807 65		Wash Sale Adjustment
	1/2/2013	1/8/2013	7,172 225	47,408 41	51,015.60	(3,607.19)		
					(3,607.19)	3,607.19		Wash Sale Adjustment
	Various	2/1/2013	7,449.103	47,152.82	52,100.85	(4,948.03)		
					(2,784 87)	2,784.87		Wash Sale Adjustment
	Various	2/11/2013	8,409 780	52,981.61	58,607.03	(5,625.42)		
					(2,803 10)	2,803.10		Wash Sale Adjustment
	2/7/2013	3/11/2013	1,972 665	12,013.53	13,747.34	(1,733.81)		
Southernsun Small Cap Investor	4/2/2012	1/4/2013	152.952	3,550 01	3,391.54	158 47		
Touchstone Sands Cap Sel Growth	1/9/2013	5/7/2013	349.037	4,823.69	4,540.97	282.72		
Van Eck Intl Inv Gold	Various	9/24/2012	276.749	5,526.69	5,583.36	(56.67)		
	Various	1/7/2013	795 905	13,052 84	14,687 57	(1,634 73)		
					(1,634.73)	1,634.73		Wash Sale Adjustment
	Various	1/14/2013	493.461	8,181.58	9,359.67	(1,178.09)		
					(1,178.09)	1,178 09		
Fidelity Short-Term Totals				1,889,026.88	1,895,310.50	(6,283 62)		

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2013

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	
Alger Spectra Fund Class I	10/5/2011	1/4/2013	56.197	797.44	638.20		159 24	
	Various	1/9/2013	3,030.402	43,062 01	34,414 85		8,647.16	
Brown Capital Management	8/31/2009	1/4/2013	35.910	1,872.36	1,186.73		685 63	
	8/31/2009	5/7/2013	100 051	5,683 89	3,306 42		2,377.47	
FMI Common Stock	Various	10/2/2012	1,382 041	35,214.40	29,456.52		5,757.88	
Hussman Strategic Growth Fund	Various	9/25/2012	1,175.471	12,798.39	16,076 63		(3,278.24)	
	1/7/2009	1/4/2013	422 801	4,451.46	5,765.02		(1,313.56)	
					(595.26)		595.26	Wash Sale Adjustment
	1/7/2009	5/7/2013	211 368	2,148 98	2,891 54		(742.56)	
Hussman Strategic Total Return	10/6/2008	1/4/2013	859.711	10,324.92	10,112 04		212.88	
iShares Tr Dow Jones US Real	1/9/2012	5/7/2013	96.000	7,102.88	5,440.03		1,662.85	
Leuthold Asset Allocation Fund	1/7/2009	1/4/2013	1,536.859	16,106.28	11,892.44		4,213.84	
	Various	5/7/2013	4,712.003	51,407.95	36,708.87		14,699.08	
Loomis Sayles Bond Instl	Various	5/7/2013	1,482 982	23,256 81	21,256 22		2,000.59	
Pimco All Assets All Authority Cl	2/7/2011	5/7/2013	841.489	9,340.53	8,984.40		356.13	
Pimco GNMA Instl	12/30/2008	5/7/2013	411.502	4,718.62	4,556 88		161.74	
	12/30/2008	6/5/2013	5,855.998	66,205.34	66,359.12		(153.78)	

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2013

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)
Pimco High Yield Instl	12/23/2011	5/7/2013	1,863 522	18,422 87	16,700 30		1,722.57
	12/23/2011	6/5/2013	22,313 368	213,959 20	209,411 84		4,547 36
Pimco Total Return Instl	2/8/2010	5/7/2013	185 891	2,074 57	2,037 65		36.92
	2/8/2010	6/5/2013	2,992 565	33,041 84	33,126 27		(84.43)
Southernsun Small-Cap Investor	4/2/2012	5/7/2013	227.078	5,774.59	5,035.20		739 39
Van Eck Intl Inv Gold	Various	7/9/2012	1,590.587	25,544 83	32,089 76		(6,544.93)
	Various	9/10/2012	1,245.817	23,433.82	25,134.10		(1,700 28)
	Various	9/24/2012	249.744	4,987.38	5,038 52		(51 14)
Yacktman Focused Fund	1/4/2010	1/4/2013	24.485	514.93	407.12		107 81
	1/4/2010	5/7/2013	318.498	7,545.22	5,295.80		2,249 42
Fidelity Long-Term Totals				629,791.51	592,727.21		37,064 30
Goldman Sachs Brokerage Account #030-27193-6							
Broadwind Energy Inc	6/5/2008	10/5/2012	806 000	1,798 22	64,157.60		(62,359 38)
Patrick Inds Inc	9/13/2005	10/5/2012	5,300.000	90,706.93	52,364.00		38,342 93
Westmoreland Coal Company	3/4/2008	10/5/2012	1,785.000	17,725 01	15,172 50		2,552.51
Broadwind Energy Inc	6/5/2008	10/8/2012	138.000	302 61	10,984.80		(10,682.19)
Patrick Inds Inc	9/13/2005	10/8/2012	2,425 000	41,862 32	23,959.00		17,903 32
Westmoreland Coal Company	3/4/2008	10/8/2012	1,261.000	11,983.52	10,718 50		1,265.02
Broadwind Energy Inc	6/5/2008	10/9/2012	948 000	2,009.05	75,460.80		(73,451 75)
Patrick Inds Inc	9/13/2005	10/9/2012	590.000	9,870.12	5,829.20		4,040 92
Westmoreland Coal Company	3/4/2008	10/9/2012	450 000	4,337.14	3,825.00		512 14
Broadwind Energy Inc	6/5/2008	10/10/2012	477.000	991 61	37,969.20		(36,977 59)
Westmoreland Coal Company	3/4/2008	10/10/2012	217 000	2,157.23	1,844.50		312.73

Weil Foundation
Realized Gains and Losses
For The Year Ended June 30, 2013

Description	Date Acquired	Date Sold	Quantity	Proceeds	Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)
Westmoreland Coal Company	3/4/2008	10/11/2012	44 000	438 25	374 00		64 25
GS High Yield Fund Institutional Shares	4/30/2009	6/24/2013	702.250	5,000.00	3,960.67		1,039.33
Goldman Sachs Long-Term Totals				189,182 01	306,619.77		(117,437.76)
					Total Long Term		(80,373.46)

THE WEIL FOUNDATION
AUDREY/KEN WEIL
(OMEGA)

Page	Account Number	Financial Advisor	Period Ending
9 of 13	G78-1377911	KEITH, CYNTHIA L - F8M	06/30/13

Date	Type	Quantity	Transaction	Description	Price/Entry	Amount
				** MONEY FUND ACTIVITY **		
06-21	CASH	3.53000	RECEIVED	ADVANTAGE PRIMARY LIQ FD DIVIDEND SHARES REINVESTED		3.53 DEBIT

The Total Money Funds purchased and redeemed represent the total of automatic daily sweeps into and out of your account as per your standing instructions.

Total Money Funds Purchased:	465,178.36	DEBIT
Total Money Funds Redeemed:	472,810.82	CREDIT

Net Money Fund Activity.. $7,628.93 CREDIT

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)	
VAN ECK FDS INTL INVESTORS GOLD FD CL A	1,123.9030	11/12/2012	19 09000	16,041 86	06/05/2013	11 29000	12,688.86	(3,353 00)	ST
VAN ECK FDS INTL INVESTORS GOLD FD CL A	624 7110	12/03/2012	17 57000	8,916 72	06/05/2013	11 29000	7,052 99	(1,863 73)	ST
VAN ECK FDS INTL INVESTORS GOLD FD CL A	5 5610	01/04/2013	16.59000	79.37	06/05/2013	11 29000	62.78	(16.59)	ST
VAN ECK FDS INTL INVESTORS GOLD FD CL A	609.8370	04/15/2013	10 56000	8,704.41	06/05/2013	11 29000	6,885 06	(1,819 35)	ST
HUSSMAN STRATEGIC TOTAL RETURN FD	16 6010	06/29/2012	11.76250	195 27	06/10/2013	11 25000	186 76	(8 51)	ST
HUSSMAN STRATEGIC TOTAL RETURN FD	6.3210	09/28/2012	11 76230	74 35	06/10/2013	11.25000	71 11	(3 24)	ST
HUSSMAN STRATEGIC TOTAL RETURN FD	238 0590	11/16/2012	11 76250	2,800 17	06/10/2013	11 25000	2,678 16	(122 01)	ST
HUSSMAN STRATEGIC TOTAL RETURN FD	17 8370	12/31/2012	11 76260	209 81	06/10/2013	11 25000	200 67	(9.14)	ST
HUSSMAN STRATEGIC TOTAL RETURN FD	30.0450	03/28/2013	11 76200	353.39	06/10/2013	11 25000	338 01	(15 38)	ST
LOOMIS SAYLES BD FD INSTITUTIONAL	32 5430	06/22/2012	14.33850	466 62	06/10/2013	15.34000	499 21	32 59	ST
LOOMIS SAYLES BD FD INSTITUTIONAL	1,679.0340	07/02/2012	14 52000	24,074 72	06/10/2013	15 34000	25,756 38	1,681.66	ST
YACKTMAN FOCUSED FUND SERVICE CLASS	3 5420	06/27/2012	16 62610	58 89	06/10/2013	24 14000	85 50	26 61	ST
YACKTMAN FOCUSED FUND SERVICE CLASS	7 6480	06/27/2012	16 62780	127 17	06/10/2013	24 14000	184 62	57 45	ST
YACKTMAN FOCUSED FUND SERVICE CLASS	9 4590	12/26/2012	16 62750	157 28	06/10/2013	24 14000	228 34	71 06	ST

THE WEIL FOUNDATION
AUDREY/KEN WEIL
(OMEGA)

Page	Account Number	Financial Advisor	Period Ending
10 of 13	G78-1377911	KEITH, CYNTHIA L. - F8M	06/30/13

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)	
YACKTMAN FOCUSED FUND SERVICE CLASS	4.4560	12/26/2012	16 62700	74 09	06/10/2013	24.14000	107 57	33 48	ST
PIMCO ALL ASSET ALL AUTHORITY FD CL D	44 8370	06/21/2012	10 67680	478.72	06/10/2013	10 54000	472 58	(6.14)	ST
PIMCO ALL ASSET ALL AUTHORITY FD CL D	68 6070	09/20/2012	10.67670	732 50	06/10/2013	10.54000	723 12	(9.38)	ST
PIMCO ALL ASSET ALL AUTHORITY FD CL D	280.7270	12/27/2012	10 67670	2,997.26	06/10/2013	10.54000	2,958 86	(38.40)	ST
PIMCO ALL ASSET ALL AUTHORITY FD CL D	58.0910	12/31/2012	10 67680	620 23	06/10/2013	10.54000	612 28	(7 95)	ST
PIMCO ALL ASSET ALL AUTHORITY FD CL D	5,971.9640	01/04/2013	11 04000	63,761 38	06/10/2013	10.54000	62,944 50	(816.88)	ST
PIMCO ALL ASSET ALL AUTHORITY FD CL D	96 3500	03/21/2013	10.67680	1,028.71	06/10/2013	10.54000	1,015 53	(13 18)	ST
PROFUNDS SMALL CAP VALUE PROFD	5.2730	04/08/2013	53 99000	289 05	06/10/2013	57 27000	301 98	12.93	ST
PROFUNDS SMALL CAP VALUE PROFD	953.4240	04/09/2013	53 99000	52,263.34	06/10/2013	57.27000	54,602.60	2,339 26	ST
TOUCHSTONE SANDS CAP SEL G-Z OPEN END	3,044.0100	01/09/2013	13 01000	39,602 57	06/10/2013	13.84000	42,129.10	2,526 53	ST
SUB-TOTAL SHORT TERM..				224,107.88			222,786.67	(1,321.31)	
VAN ECK FDS INTL INVESTORS GOLD FD CL A	78.1330	04/16/2012	14 27330	1,115.22	06/05/2013	11 29000	882.12	(233.10)	LT
VAN ECK FDS INTL INVESTORS GOLD FD CL A	415 3280	04/23/2012	16 59000	5,928 11	06/05/2013	11 29000	4,689 05	(1,239 06)	LT
VAN ECK FDS INTL INVESTORS GOLD FD CL A	11 7420	04/23/2012	14 27350	167 60	06/05/2013	11.29000	132 57	(35 03)	LT
VAN ECK FDS INTL INVESTORS GOLD FD CL A	430.7850	04/23/2012	17.45000	6,148 74	06/05/2013	11 29000	4,863 56	(1,285 18)	LT
HUSSMAN STRATEGIC GRWTH FUND OPEN END	191 5990	01/07/2009	13 68000	2,621 09	06/10/2013	10 31000	1,975 39	(645 70)	LT
HUSSMAN STRATEGIC GRWTH FUND OPEN END	2,064 0330	01/07/2009	12.61000	28,236 17	06/10/2013	10 31000	21,280.18	(6,955 99)	LT
HUSSMAN STRATEGIC GRWTH FUND OPEN END	1,523 6570	02/20/2009	12 47000	20,843 78	06/10/2013	10 31000	15,708 90	(5,134 88)	LT
HUSSMAN STRATEGIC GRWTH FUND OPEN END	7,525 2130	08/31/2009	12 89000	102,945 65	06/10/2013	10 31000	77,584 95	(25,360 70)	LT
HUSSMAN STRATEGIC GRWTH FUND OPEN END	996 0870	09/08/2010	13 37000	13,626 57	06/10/2013	10 31000	10,269 66	(3,356 91)	LT

THE WEIL FOUNDATION
AUDREY/KEN WEIL
(OMEGA)

Page	Account Number	Financial Advisor	Period Ending
11 of 13	G78-1377911	KEITH, CYNTHIA L - F8M	06/30/13

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)	
HUSSMAN STRATEGIC GRWTH FUND OPEN END	774.7670	05/30/2012	11.85000	10,598 89	06/10/2013	10 31000	7,987 85	(2,611 04)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	2,907.7710	10/06/2008	11 79000	34,202.68	06/10/2013	11 25000	32,712 42	(1,490.26)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	318.0910	11/14/2008	11 76250	3,741 55	06/10/2013	11 25000	3,578 52	(163 03)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	212 0600	11/14/2008	11.76250	2,494 36	06/10/2013	11.25000	2,385 68	(108 68)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	5,012 9650	12/30/2008	11 57000	58,965.03	06/10/2013	11 25000	56,395.86	(2,569.17)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	37.9730	09/30/2009	11.76250	446 66	06/10/2013	11.25000	427 20	(19 46)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	174 8980	11/20/2009	11 76250	2,057.24	06/10/2013	11 25000	1,967 60	(89.64)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	42 9930	11/20/2009	11 76260	505.71	06/10/2013	11 25000	483.67	(22.04)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	84.1290	12/31/2009	11.76250	989 57	06/10/2013	11.25000	946 45	(43 12)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	38 3880	03/31/2010	11.76250	451 54	06/10/2013	11 25000	431 87	(19.67)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	43 3780	06/30/2010	11 76240	510 23	06/10/2013	11 25000	488.00	(22.23)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	36.0150	09/30/2010	11.76250	423.63	06/10/2013	11.25000	405.17	(18.46)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	454 3710	11/19/2010	11.76250	5,344 54	06/10/2013	11 25000	5,111 67	(232 87)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	218.9890	11/19/2010	11.76250	2,575 86	06/10/2013	11.25000	2,463 63	(112.23)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	64.0270	12/31/2010	11.76250	753 12	06/10/2013	11.25000	720.30	(32.82)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	12 3940	03/31/2011	11 76210	145.78	06/10/2013	11 25000	139 43	(6 35)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	27.0580	06/30/2011	11 76250	318 27	06/10/2013	11 25000	304 40	(13.87)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	15.5430	09/30/2011	11 76220	182 82	06/10/2013	11 25000	174 86	(7 96)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	127 3100	11/18/2011	11 76240	1,497 48	06/10/2013	11 25000	1 432 24	(65 24)	LT

THE WEIL FOUNDATION
AUDREY/KEN WEIL
(OMEGA)

Page	Account Number	Financial Advisor	Period Ending
12 of 13	G78-1377911	KEITH, CYNTHIA L. - F8M	06/30/13

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)	
HUSSMAN STRATEGIC TOTAL RETURN FD	84.3830	11/18/2011	11 76250	992 56	06/10/2013	11 25000	949 31	(43 25)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	27 6050	12/30/2011	11 76230	324 70	06/10/2013	11 25000	310 56	(14 14)	LT
HUSSMAN STRATEGIC TOTAL RETURN FD	16.5610	03/30/2012	11.76250	194 80	06/10/2013	11 25000	186 31	(8 49)	LT
LOOMIS SAYLES BD FD INSTITUTIONAL	747.4540	12/05/2011	14.05000	10,717.32	06/10/2013	15 34000	11,465.94	748.62	LT
LOOMIS SAYLES BD FD INSTITUTIONAL	123 5730	12/14/2011	14.33840	1,771.84	06/10/2013	15 34000	1,895.61	123 77	LT
LOOMIS SAYLES BD FD INSTITUTIONAL	3,247.1310	12/28/2011	13 87000	46,558.77	06/10/2013	15 34000	49,810 99	3,252 22	LT
LOOMIS SAYLES BD FD INSTITUTIONAL	41.6510	01/23/2012	14 33840	597 21	06/10/2013	15.34000	638.93	41.72	LT
LOOMIS SAYLES BD FD INSTITUTIONAL	51.2610	02/22/2012	14 33830	735 00	06/10/2013	15 34000	786.34	51 34	LT
LOOMIS SAYLES BD FD INSTITUTIONAL	51.7630	03/23/2012	14 33840	742.20	06/10/2013	15 34000	794.04	51.84	LT
LOOMIS SAYLES BD FD INSTITUTIONAL	49.4870	04/23/2012	14 33850	709 57	06/10/2013	15 34000	759 13	49.56	LT
LOOMIS SAYLES BD FD INSTITUTIONAL	52.4130	05/23/2012	14.33840	751 52	06/10/2013	15 34000	804.02	52 50	LT
LOOMIS SAYLES BD FD INSTITUTIONAL	1,923.6900	05/30/2012	14 27000	27,582.70	06/10/2013	15 34000	29,509 40	1,926 70	LT
YACKTMAN FOCUSED FUND SERVICE CLASS	930.1390	01/04/2010	16.33000	15,465 80	06/10/2013	24.14000	22,453 55	6,987 75	LT
YACKTMAN FOCUSED FUND SERVICE CLASS	293 9040	07/07/2010	15 76000	4,886 86	06/10/2013	24 14000	7,094 84	2,207 98	LT
YACKTMAN FOCUSED FUND SERVICE CLASS	60 9860	12/30/2010	16 62740	1,014.04	06/10/2013	24 14000	1,472 20	458 16	LT
YACKTMAN FOCUSED FUND SERVICE CLASS	27.2350	12/30/2010	16 62750	452 85	06/10/2013	24 14000	657 45	204 60	LT
YACKTMAN FOCUSED FUND SERVICE CLASS	5 9960	12/30/2010	16 62770	99 70	06/10/2013	24 14000	144 74	45 04	LT
YACKTMAN FOCUSED FUND SERVICE CLASS	361 4870	05/05/2011	19 07000	6,010 59	06/10/2013	24 14000	8,726 30	2,715 71	LT
YACKTMAN FOCUSED FUND SERVICE CLASS	40 0170	08/17/2011	18 16000	665 38	06/10/2013	24 14000	966 01	300 63	LT

Oppenheimer & Co. Inc
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

THE WEIL FOUNDATION
AUDREY/KEN WEIL
(OMEGA)

Page	Account Number	Financial Advisor	Period Ending
13 of 13	G78-1377911	KEITH, CYNTHIA L - F8M	06/30/13

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)	
YACKTMAN FOCUSED FUND SERVICE CLASS	22 2950	12/29/2011	16.62740	370 71	06/10/2013	24.14000	538 20	167 49	LT
YACKTMAN FOCUSED FUND SERVICE CLASS	10 1780	12/29/2011	16 62700	169 23	06/10/2013	24.14000	245 70	76.47	LT
YACKTMAN FOCUSED FUND SERVICE CLASS	7.1730	12/29/2011	16.62760	119 27	06/10/2013	24.14000	173.16	53.89	LT
PIMCO ALL ASSET ALL AUTHORITY FD CL D	281 9120	02/07/2011	10.67670	3,009.91	06/10/2013	10 54000	2,971 35	(38 56)	LT
PIMCO ALL ASSET ALL AUTHORITY FD CL D	7,596.9860	02/07/2011	10 45000	81,111.39	06/10/2013	10 54000	80,072 23	(1,039.16)	LT
PIMCO ALL ASSET ALL AUTHORITY FD CL D	62.5220	03/17/2011	10 67670	667.53	06/10/2013	10 54000	658 98	(8 55)	LT
PIMCO ALL ASSET ALL AUTHORITY FD CL D	98.6400	06/16/2011	10.67680	1,053 16	06/10/2013	10.54000	1,039 67	(13.49)	LT
PIMCO ALL ASSET ALL AUTHORITY FD CL D	95.4800	09/15/2011	10 67670	1,019.42	06/10/2013	10 54000	1,006 36	(13 06)	LT
PIMCO ALL ASSET ALL AUTHORITY FD CL D	209.9230	12/28/2011	10 67670	2,241 30	06/10/2013	10.54000	2,212 59	(28.71)	LT
PIMCO ALL ASSET ALL AUTHORITY FD CL D	78 6780	03/22/2012	10.67680	840 03	06/10/2013	10 54000	829 27	(10.76)	LT
PIMCO ALL ASSET ALL AUTHORITY FD CL D	266 1420	05/30/2012	10 18000	2,841 54	06/10/2013	10.54000	2,805.14	(36.40)	LT
SUB-TOTAL LONG TERM				521,554.79			487,921.52	(33,633.27)	
TOTAL REALIZED GAIN/(LOSS)				745,662.67			710,708.09	(34,954.58)	

Cash and securities held by us in your client account(s) are protected in two ways Through our membership in SIPC (Securities Investor Protection Corp), protection is provided up to US$500,000, of which as much as US$250,000 can be in cash. The firm supplements this by providing similar protection for the remainder of the cash and/or securities up to US$100,000,000 that we hold on your behalf Further information about SIPC may be found on their website at www sipc org or by calling (202) 371-8300

Please notify us promptly if you believe that there is any inaccuracy or discrepancy in any transaction or balance reflected on this statement In the event that you have relayed such information to us verbally, please re-confirm to us any such communication in writing as soon as possible thereafter Please be sure to note your account number

****** THIS IS THE END OF YOUR STATEMENT. WE THANK YOU FOR BEING A VALUED CLIENT. ******

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
DARIEN COMMUNITY ASSOCIATION 274 MIDDLESEX ROAD DARIEN, CT 06820	NONE	501(C)(3)		1,350.
DARIEN EMS POST 53 INC PO BOX 2066 DARIEN, CT 06820	NONE	501(C)(3)	OPERATING EXPENSES	10,000.
DARIEN POLICE DEPARTMENT 25 HECKER AVENUE DARIEN, CT 06820	NONE	501(C)(3)	OPERATING EXPENSES	100.
DARIEN TECHNOLOGY AND COMMUNITY FOUNDATION PO BOX 1714, 5 BROOK STREET DARIEN, CT 06820	NONE	501(C)(3)	OPERATING EXPENSES	2,500.
DESTINATION4GOOD 6626 LAVANDULA COURT SAN DIEGO, CA 92130	NONE	501(C)(3)	OPERATING EXPENSES	250.
DOMUS FOUNDATION 417 SHIPPAN AVE STAMFORD, CT 06902-6010	NONE	501(C)(3)	OPERATING EXPENSES	5,000.
DUKE UNIVERSITY P.O. BOX 90581 DURHAM, NC 27708	NONE	SCHOOL	SCHOLARSHIP AND OPERATING EXPENSES	125,000.
FORSYTH COUNTY PUBLIC LIBRARY 660 WEST FIFTH STREET WINSTON SALEM, NC 27101	NONE	501(C)(3)	OPERATING EXPENSES	1,000.
FRIENDS OF THE PAMLICO COUNTY LIBRARY 603 MAIN STREET BAYBORO, NC 28515	NONE	501(C)(3)	OPERATING EXPENSES	500.
GENESEE VALLEY ORCHESTRA P.O. BOX 177 FAIRPORT, NY 14450-0177	NONE	501(C)(3)	COMMUNITY MUSIC PROGRAMS	1,000.
Total from continuation sheets				273,920.

223631
05-01-12

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
GLOBE INTERNATIONAL P.O. BOX 3040 PENSACOLA, FL 32516	NONE	501(C)(3)	OPERATING EXPENSES	6,000.
GREENSBORO COLLEGE 815 W. MARKET STREET GREENSBORO, NC 27401	NONE	501(C)(3)	OPERATING EXPENSES	1,000.
KAREN BEASLEY SEA TURTLE HOSPITAL P.O. BOX 3012 TOPSAIL, NC 28445	NONE	501(C)(3)	OPERATING EXPENSES	5,000.
LAND TRUST OF DARIEN INC PO BOX 1074 DARIEN, CT 06820-1074	NONE	501(C)(3)	OPERATING EXPENSES	1,000.
LAOMI MEDICAL MISSIONS	NONE	501(C)(3)	OPERATING EXPENSES	50.
LEWISVILLE CIVIC CLUB PO BOX 293 LEWISVILLE, NC 27023-0293	NONE	501(C)(3)	COMMUNITY PROGRAMS	2,000.
LUKE STALKER PROGRAM FOR GLOBAL INIATIVES 700 COYOTE CANYON ROAD JACKSON, WY 83001	NONE	501(C)(3)	EDUCATIONAL PROGRAMS	1,000.
MAKE A WISH FOUNDATION 3550 NORTH CENTRAL AVENUE, SUITE 300 PHOENIX, AZ 85012-2127	NONE	501(C)(3)	OPERATING EXPENSES	9,400.
METHODIST ORPHANAGE/HOME FOR CHILDREN 1041 WASHINGTON STREET RALEIGH, NC 27605	NONE	501(C)(3)	OPERATING EXPENSES	2,000.
NETWORK FOR TEACHING ENTREPRENEURSHIP 120 WALL STREET, 18TH FLOOR NEW YORK, NY 10005	NONE	501(C)(3)	OPERATING EXPENSES	10,250.
Total from continuation sheets				

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEVADA WOMEN'S FOUNDATION 770 SMITHRIDGE DR. #300 RENO, NV 89502-0708	NONE	501(C)(3)	WOMEN SUPPORT ACTIVITIES	5,000.
NORWALK GRASSROOTS TENNIS 15 EASTWOOD ROAD NORWALK, CT 06851	NONE	501(C)(3)	SCHOLARSHIP AND OPERATING EXPENSES	10,120.
PARTNERS IN HEALTH 641 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	501(C)(3)	OPERATING EXPENSES	5,000.
PELOTONIA 351 WEST NATIONWIDE BOULEVARD COLUMBUS, OH 43215	NONE	501(C)(3)	CANCER RESEARCH	1,000.
QUEEN OF THE VALLEY HOSPITAL 1000 TRANCAS, P.O. BOX 2069 NAPA, CA 94558	NONE	501(C)(3)	OPERATING EXPENSES	10,000.
RIVER OAKS COMMUNITY CHURCH 1855 LEWISVILLE CLEMMONS ROAD CLEMMONS, NC 27012	NONE	501(C)(3)	OPERATING EXPENSES	1,000.
SACRED HEART UNIVERSITY 5151 PARK AVENUE FAIRFIELD, CT 06825	NONE	501(C)(3)	SCIENTIFIC RESEARCH	5,000.
ST. FRANCIS CARE CENTRE 30 OLIVIA ROAD OVERWEIGH, BOKSBURG, SOUTH AFRICA	NONE	SOUTH AFRICAN CHARITY	OPERATING EXPENSES	5,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 332 N. LAUDERDALE MEMPHIS, TN 38105	NONE	501(C)(3)	MEDICAL RESEARCH	500.
THE COMMUNITY FUND OF DARIEN PO BOX 926 DARIEN, CT 06820-0926	NONE	501(C)(3)	OPERATING EXPENSES	10,000.
Total from continuation sheets				

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05-01-12

THE WEIL FOUNDATION
C/O GAFFEY DEANE & TALLEY, PLC 31-1627660

Part XV **Supplementary Information**

3 **Grants and Contributions Paid During the Year (Continuation)**

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
THE MARITIME AQUARIUM AT NORWALK INC. 10 N WATER ST SOUTH NORWALK, CT 06854-2228	NONE	501(C)(3)	OPERATING EXPENSES	33,000.
THE RE CHILDREN'S PROJECT 79 CHRISTIE HILL RD DARIEN, CT 06820	NONE	501(C)(3)	MEDICAL RESEARCH	100.
TORREY PINES HIGH SCHOOL FOUNDATION P.O. BOX 2489 DEL MAR, CA 92014-1789	NONE	501(C)(3)	EDUCATIONAL PROGRAMS	600.
TRINITY PRESBYTERIAN CHURCH 1416 BOLTON STREET WINSTONSALEM, NC 27103	NONE	501(C)(3)	OPERATING EXPENSES	2,000.
UNIVERSITY OF SOUTH CAROLINA FOUNDATIONS 1600 HAMPTON STREET, SUITE 736 COLUMBIA, SC 29208	NONE	501(C)(3)	SCHOLARSHIP AND EDUCATIONAL PROGRAMS	100.
USC PARENTS ASSOCIATION 3601 TROUSDALE PARKWAY, STUDENT UNION #200 LOS ANGELES, CA 90089	NONE	501(C)(3)	OPERATING EXPENSES	100.
WFDD PUBLIC RADIO 1834 WAKE FOREST RD. WINSTON SALEM, NC 27109	NONE	501(C)(3)	PUBLIC RADIO BROADCASTING	500.
WINSTON-SALEM SYMPHONY 201 NORTH BROAD STREET WINSTON SALEM, NC 27101	NONE	501(C)(3)	OPERATING EXPENSES	500.
Total from continuation sheets				

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05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY MUTUAL FUNDS #424773	14.
GOLDMAN SACHS - 27193-6	251.
OPPENHEIMER - 1377911	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	269.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY MUTUAL FUNDS #424773	54,364.	7,971.	46,393.
GOLDMAN SACHS - 27193-6	106,950.	30,742.	76,208.
OPPENHEIMER - 1377911	456.	0.	456.
TOTAL TO FM 990-PF, PART I, LN 4	161,770.	38,713.	123,057.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	15,929.	15,929.		0.
MISCELLANEOUS	337.	337.		0.
TO FORM 990-PF, PG 1, LN 23	16,266.	16,266.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS	0.	0.
GOLDMAN SACHS	2,024,295.	2,058,868.
OPPENHEIMER	1,043,726.	1,058,931.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,068,021.	3,117,799.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS PERRY PRIVATE OPPORTUNITIES FUND OFFSHORE, LP	COST	407,258.	605,545.
GOLDMAN SACHS INVESTMENT PARTNERS OFFSHORE, LP	COST	2,000,000.	2,238,851.
TONTINE CAPITAL OVERSEAS FUND II CLASS A	COST	0.	0.
TONTINE CAPITAL OVERSEAS FUND II CLASS S	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,407,258.	2,844,396.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 6

NAME OF MANAGER

AUDREY YORK WEIL
KENNETH M. WEIL

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

- 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.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE WEIL FOUNDATION
C/O GAFFEY DEANE & TALLEY, PLC

Employer identification number (EIN) or
31-1627660

Number, street, and room or suite no If a P.O box, see instructions
3400 FRANKLIN MANOR CT.

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions.
FAIRFAX, VA 22033

Enter the Return code for the return that this application is for (file a separate application for each return) 0 9

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 ▶ KENNETH M. WEIL
  25 BUTLER'S ISLAND ROAD - DARIEN, CT 06820-6203
  Telephone No. ▶ 203-656-3166 FAX No ▶
- 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 FEBRUARY 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☐ calendar year ______ or
▶ ☒ tax year beginning JUL 1, 2012 , and ending JUN 30, 2013 .

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	$ 1,442.
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	$ 0.
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	$ 1,442.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841
01-21-13

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE WEIL FOUNDATION
C/O GAFFEY DEANE & TALLEY, PLC

Employer identification number (EIN) or
31-1627660

Number, street, and room or suite no. If a P.O box, see instructions
3400 FRANKLIN MANOR CT.

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
FAIRFAX, VA 22033

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
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- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
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▶ ☐ calendar year ______ or
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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	$ 851.
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	$ 3,705.
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	$ 0.

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