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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

09/01, 2012, and ending

08/31, 2013

Name of foundation

ROBERT LEE WEISS FOUNDATION 3002252

A Employer identification number

62-1261218

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

800 S. GAY STREET

865- 971-2023

City or town, state, and ZIP code

KNOXVILLE, TN 37995-1230

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

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 ☐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

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

☐ Other (specify)

16) \$ 2,759,320.

(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) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	83,101.	83,101.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	146,579.			
b Gross sales price for all assets on line 6a	1,079,433.			
7 Capital gain net income (from Part IV, line 2)		146,579.		
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	229,680.	229,680.		
13 Compensation of officers, directors, trustees, etc	28,611.	14,305.		14,305.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	1,851.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	30,462.	14,305.	NONE	14,305.
25 Contributions, gifts, grants paid	141,000.			141,000.
26 Total expenses and disbursements Add lines 24 and 25	171,462.	14,305.	NONE	155,305.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	58,218.			
b Net investment income (if negative, enter -0-)		215,375.		
c Adjusted net income (if negative, enter -0-)				

Operating and Administrative Expenses

Revenue

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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				
	2	Savings and temporary cash investments		14,872.	25,820.	25,820.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 5	175,969.	100,969.	101,284.
	b	Investments - corporate stock (attach schedule)	STMT 6	1,801,708.	1,923,903.	2,184,136.
	c	Investments - corporate bonds (attach schedule)	STMT 10	427,302.	427,302.	448,080.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,419,851.	2,477,994.	2,759,320.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		2,419,851.	2,477,994.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		2,419,851.	2,477,994.	
	31	Total liabilities and net assets/fund balances (see instructions)		2,419,851.	2,477,994.	

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	2,419,851.
2	Enter amount from Part I, line 27a	2	58,218.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,478,069.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING/TIMING DIFFERENCES	5	75.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,477,994.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
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 1,079,433.		932,854.	146,579.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			146,579.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	146,579.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div> </div>					

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	145,797.	2,476,766.	0.058866
2010	139,970.	2,521,257.	0.055516
2009	132,575.	2,476,323.	0.053537
2008	138,296.	2,612,102.	0.052944
2007	137,740.	2,834,931.	0.048587
2 Total of line 1, column (d)			2 0.269450
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 0.053890
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,666,453.
5 Multiply line 4 by line 3			5 143,695.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,154.
7 Add lines 5 and 6			7 145,849.
8 Enter qualifying distributions from Part XII, line 4			8 155,305.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2,154.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	2,154.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,154.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	NONE	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	22.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,176.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
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 STMT. 11		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SEE STATEMENT 12 Telephone no <input type="checkbox"/>			
Located at <input type="checkbox"/> ZIP+4 <input type="checkbox"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	Yes	No X

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

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

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

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

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

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

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

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

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

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
FIRST TENNESSEE BANK TRUST DIVISION, KNOXVILLE, TN 37995-12,	TRUSTEE	28,611.	-0-	-0-
MRS. MARY ELLEN RODDY MITCHELL C/O FIRST TENNESSEE BANK TRUST DIVI, KNOXVILLE, TN 379	MANAGER			
ROBERT MCDONALD C/O FIRST TENNESSEE BANK TRUST DIVI, KNOXVILLE, TN 379	MANAGER			
DAVID LANTZ, EXECUTIVE VICE PRESIDE FIRST TENNESSEE BANK TRUST DIVISION, KNOXVILLE, TN 379	MANAGER			

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (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		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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,686,713.
b	Average of monthly cash balances	1b	20,346.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,707,059.
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	NONE
3	Subtract line 2 from line 1d	3	2,707,059.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,606.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,666,453.
6	Minimum investment return Enter 5% of line 5	6	133,323.

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	133,323.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,154.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,154.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	131,169.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	131,169.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	131,169.

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	155,305.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	155,305.
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	2,154.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	153,151.

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				131,169.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007				NONE
b From 2008				11,226.
c From 2009				9,877.
d From 2010				18,135.
e From 2011				23,911.
f Total of lines 3a through e	63,149.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>155,305.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				131,169.
e Remaining amount distributed out of corpus	24,136.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	87,285.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	87,285.			
10 Analysis of line 9				
a Excess from 2008				11,226.
b Excess from 2009				9,877.
c Excess from 2010				18,135.
d Excess from 2011				23,911.
e Excess from 2012				24,136.

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

NOT APPLICABLE

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

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or

4942(1)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

- 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). . . .

- D** "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))

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

- c** Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 24				141,000.
Total			▶ 3a	141,000.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2012)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations.)

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.)
--------------	--

NOT APPLICABLE

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

1		Yes	No
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.			


[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here  12/07/2013 **VICE PRESIDENT**

Signature of officer or trustee Date Title

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

		FIRST TENNESSEE BANK			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date
					Check <input type="checkbox"/> if self-employed
					PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
THE ALLSTATE CORPORATION	183.	183.
AMERIPRISE FINANCIAL INC.	237.	237.
APACHE CORP	104.	104.
APPLE COMPUTER INC	202.	202.
BANK OF AMERICA CORP	32.	32.
BANK OF AMER CRP MTN 4.750% 5/15/16	3,563.	3,563.
BLACKROCK HIGH YIELD BD-INST	2,038.	2,038.
FIRST TENNESSEE BANK DEPOSIT ACCOUNT	104.	104.
CF INDUSTRIES HOLDINGS INC	56.	56.
CVS CORP	161.	161.
CAPITAL ONE FIN CORP	103.	103.
CISCO SYSTEMS	309.	309.
CISCO SYSTEMS 3.150% 3/14/17	2,363.	2,363.
COHEN & STEERS INSTL RLTY SH	1,134.	1,134.
COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/	229.	229.
COLGATE-PALM CO MTN 2.625% 5/01/17	1,969.	1,969.
CONOCOPHILLIPS	512.	512.
DTE ENERGY CO	134.	134.
DANAHER CORP	14.	14.
DARDEN RESTUARANTS INC-W/I	335.	335.
DEERE & CO WITH RIGHTS EXP 12/31/97	90.	90.
DR PEPPER SNAPPLE GROUP INC	317.	317.
AMERICAN EUROPACIFIC GRTH-F2	2,754.	2,754.
FFCB 4.750% 12/12/13	4,750.	4,750.
FEDERATED TOTAL RETURN BOND FUND-IN	1,101.	1,101.
FIDELITY ADV FLO RT H/I-I	1,652.	1,652.
FREEMPORTCMORAN COPPERAND GOLD INC	496.	496.
GE MONEY BANK CD 1.550% 12/18/12	583.	583.
GENERAL DYNAMICS CORP	252.	252.
HAMILTON CNTY TN 1.800% 3/01/13	1,350.	1,350.
HARBOR INTERNATIONAL FUND	2,872.	2,872.
HARMAN INTERNATIONAL INDS	166.	166.
ATE975 K483 12/07/2013 13:58:18	3002252	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HARRIS CORP DEL	306.	306.
HIGHLAND DIVIDEND EQUITY-Y	3,424.	3,424.
JP MORGAN CHASE & CO	234.	234.
JOHN HANCOCK II STR INC I	1,307.	1,307.
KOHL'S DEPT STORE	221.	221.
L3 COMMUNICATIONS HLDGS INCCOM	109.	109.
LORD ABBETT INCOME-I	1,890.	1,890.
LORD ABBETT SHT DUR INCOME-I	916.	916.
LORD ABBETT HIGH YIELD-I	4,324.	4,324.
LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9	156.	156.
MFS EMERGING MKTS DEBT FD I	2,600.	2,600.
MCKESSON HBOC INC	63.	63.
MERRILL LYNCH MTN 5.450% 7/15/14	5,450.	5,450.
METLIFE INC	266.	266.
MURPHY OIL CORP	741.	741.
NATIONAL-OILWELL INC	102.	102.
NVIDIA CORP	168.	168.
ORACLE CORPORATION	105.	105.
PIMCO HIGH YIELD FUND-INSTL	4,035.	4,035.
PPL CORPORATION	162.	162.
PRINCIPAL PREFERRED SEC-P	887.	887.
PROCTER & GAMBLE CO 4.850% 12/15/15	2,425.	2,425.
PUBLIC SERVICE ENTERPRISE GROUP INC	297.	297.
ROPER INDS INC	45.	45.
ST JUDE MEDICAL INC	89.	89.
SCRIPPS NETWORKS	71.	71.
TARGET CORP	181.	181.
TEMPLETON GLOBAL BOND FUND-AD	2,744.	2,744.
THERMO FISHER SCIENTIFIC INC	69.	69.
TRAVELERS COMPANIES INC	202.	202.
UNION PACIFIC	167.	167.
UNUMPROVIDENT CORP	195.	195.
VANGUARD INTRM TRM BD IDX-SI	477.	477.
ATE975 K483 12/07/2013 13:58:18	3002252	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VANGUARD HIG DIV YIELD IN IV	4,051.	4,051.
VANGUARD EMRG MK STK INDX-SG	3,579.	3,579.
VANGUARD GROWTH INDEX FD-SIG	354.	354.
VANGUARD SMALL CAP VALUE STK INSTL	1,984.	1,984.
VANGUARD S/C GROWTH INDX INS	817.	817.
VERIZON COMMUNICATIONS	432.	432.
VICTORY FUND FOR INCOME-I	1,769.	1,769.
VICTORY ESTABLISHED VALUE-I	1,871.	1,871.
WAL-MART STORES	228.	228.
WAL-MART STORES 4.500% 7/01/15	2,250.	2,250.
WELLS FARGO ADV S/T H/Y-ADM	1,122.	1,122.
NABORS INDUSTRIES LTD	51.	51.
	-----	-----
TOTAL	83,101.	83,101.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX PAYMENT - PRIOR YE	1,018.
FOREIGN TAXES ON QUALIFIED FOR	491.
FOREIGN TAXES ON NONQUALIFIED	342.

TOTALS	1,851.
	=====

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
FFCB NOTES	100,969.	100,969.	101,284.
HAMILTON COUNTY TN	75,000.		
	-----	-----	-----
TOTALS	175,969.	100,969.	101,284.
	=====	=====	=====

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
HARBOR INTERNATIONAL FUND	80,184.		
APPLE INC	5,246.	7,533.	9,744.
FIDELITY ADV FLO RT	41,854.	61,200.	61,871.
AMERICAN FUNDS EUROPACIFIC	88,319.		
GOOGLE INC	10,168.	6,208.	9,316.
BANK AMERICA CORP	7,640.	4,991.	9,658.
CVS	7,057.	6,707.	10,449.
COLUMBIA ACORN FUND	88,462.		
DANAHER CORP	5,561.	4,228.	7,862.
GILEAD SCIENCES INC	6,508.	3,699.	9,945.
HIGHLAND DIVIDEND EQUITY	145,551.	141,589.	174,864.
KOHL'S CORP	5,761.	7,977.	10,365.
LORD ABBETT INCOME	41,020.	31,983.	30,811.
LORD ABBETT SHORT DURATION	41,784.		
MFS EMERGING MKTS	40,222.	64,212.	60,177.
UNION PACIFIC	4,247.	3,332.	7,831.
VANGUARD SMALL CAP VALUE EFF	37,966.	48,531.	81,331.
VERIZON COMMUNICATIONS	5,938.	8,964.	12,508.
ST. JUDE MEDICAL	8,993.		
SCRIPPS NETWORKS	6,999.	6,931.	9,927.
WATSON PHARMACEUTICALS	3,238.		
VANGUARD INTER TERM BOND	31,547.		
ALLSTATE CORP	7,389.	5,830.	9,440.
ABSOLUTE STRATEGIES FUND	81,467.		
APACHE CORP	10,494.	9,300.	10,196.
BMC SOFTWARE	9,014.		
CISCO SYSTEMS	14,093.	7,879.	8,555.
CONOCO PHILLIPS	6,927.	4,579.	9,746.
DARDEN RESTAURANTS	6,423.	9,149.	9,658.

ROBERT LEE WEISS FOUNDATION 3002252
 FORM 990PF, PART II - CORPORATE STOCK
 =====

62-1261218

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
FISERV INC.	6,367.	4,583.	9,146.
GENERAL DYNAMICS CORP	7,894.	5,986.	7,826.
HARMAN INTERNATIONAL	8,381.	5,919.	9,283.
HARRIS CORPORATION	8,503.	6,222.	9,401.
LABORATORY CORP AMERICA	6,342.	7,992.	9,476.
LOWES COMPANIES	7,027.	5,518.	10,172.
LSI CORPORATION	7,209.		
L3 COMMUNICATIONS HOLDINGS	7,198.		
NATIONAL OILWELL INC	7,706.		
ORACLE CORPORATION	6,658.	6,350.	9,956.
PPL CORPORATION	6,401.	6,299.	9,271.
PUBLIC SERVICE ENTERPRISE	5,870.	6,745.	7,327.
STERICYCLE INC.	4,718.	3,748.	7,767.
ROPER INDUSTRIES	6,046.	4,718.	7,917.
TARGET CORP	4,240.	5,514.	9,117.
TEMPLETON GLOBAL BOND FUND	42,266.	62,738.	60,576.
VANGUARD INFLATION PROTECTED			
WAL MART STORES	5,534.	6,739.	10,363.
MURPHY OIL CORPORATION	12,050.	7,632.	9,439.
VANGUARD S/C GROWTH INDEX	43,078.	52,073.	82,468.
VANGUARD GROWTH INDEX	93,111.		
CONSTELLATION BRANDS	4,796.	2,383.	10,796.
COLGATE PALMOLIVE	5,914.	6,036.	10,283.
FREEMPORTCMORAN	6,933.	6,961.	7,585.
JP MORGAN CHASE & CO	9,053.	7,502.	9,247.
MCKESSON CORP	2,804.	3,002.	9,591.
METLIFE	8,002.	6,071.	9,238.
THERMO FISHER SCIENTIFIC	5,810.	4,212.	9,327.
TRAVELERS COMPANIES	5,204.	5,829.	9,668.

ROBERT LEE WEISS FOUNDATION 3002252
 FORM 990PF, PART II - CORPORATE STOCK
 =====

62-1261218

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
UNUM PROVIDENT	6,242.	4,997.	9,774.
VANGUARD EMERGING MARKETS	91,074.	90,695.	80,659.
VANGUARD HIGH DIV YIELD		190,933.	210,627.
VICTORY ESTABLISHED VALUE	153,667.	147,792.	175,058.
FEDERATED TOTAL RETURN	31,084.	32,325.	30,888.
JOHN HANCOCK STR INC	20,582.	30,643.	30,608.
LORD ABBETT HIGH YIELD	57,782.	60,017.	61,590.
PIMCO HIGH YIELD	57,381.	60,608.	61,603.
GE MONEY BANK	75,000.		
AMERIPRISE FINANCIAL	8,012.	5,619.	9,477.
CAPITAL ONE FINANCIAL	7,384.	7,666.	9,360.
CF INDUSTRIES HOLDINGS	5,483.	6,620.	7,804.
DR PEPPER SNAPPLE	8,274.	9,123.	10,474.
NABORS INDUSTRIES	12,758.	10,101.	9,563.
NVIDIA CORPORATION	10,561.	9,438.	9,897.
COHEN & STEERS INSTL RLTY	61,237.	71,294.	69,765.
BLACKROCK HIGH YEILD		62,357.	61,601.
PRINCIPAL PREFERRED SEC		32,065.	30,638.
VICTORY FUND FOR INCOME		64,142.	61,481.
WELLS FARGO ADV ST		56,316.	55,716.
ACTAVIS INC		2,606.	9,733.
CELGENE CORPORATION		5,829.	9,939.
DEERE & COMPANY		8,548.	8,113.
DTE ENERY COMPANY		6,663.	7,222.
EMC CORP/MASS		8,533.	9,255.
INTEL CORPORATION		10,159.	9,429.
MFS INTERNATIONAL VALUE		121,610.	116,955.
OPPENHEIMER INTL GROWTH		121,610.	117,413.

ROBERT LEE WEISS FOUNDATION 3002252
FORM 990PF, PART II - CORPORATE STOCK
=====

62-1261218

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
TOTALS	1,801,708. =====	1,923,903. =====	2,184,136. =====

ROBERT LEE WEISS FOUNDATION 3002252
 FORM 990PF, PART II - CORPORATE BONDS
 =====

62-1261218

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
PROCTER & GAMBLE	50,343.	50,343.	54,593.
WAL MART STORES	48,976.	48,976.	53,535.
MERRILL LYNCH MTN	100,381.	100,381.	104,038.
BANK OF AMERICA	75,000.	75,000.	79,860.
CISCO SYSTEMS	76,760.	76,760.	78,949.
COLGATE PALMOLIVE	75,842.	75,842.	77,105.
	-----	-----	-----
TOTALS	427,302.	427,302.	448,080.
	=====	=====	=====

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

=====

NOT REQUIRED BY THE STATE OF TENNESSEE

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: FIRST TENNESSEE BANK NA

ADDRESS: TRUST DIVISION, 800 S. GAY STREET
KNOXVILLE, TN 37995-1230

TELEPHONE NUMBER: (865)971-2280

STATEMENT 12

ROBERT LEE WEISS FOUNDATION 3002252
FORM 990PF, PART XV - LINES 2a - 2d
=====

62-1261218

RECIPIENT NAME:

DAVID B. LANTZ

ADDRESS:

FIRST TENNESSEE BANK TRUST DIVISION
KNOXVILLE, TN 37995-1230

RECIPIENT'S PHONE NUMBER: 865-971-2023

FORM, INFORMATION AND MATERIALS:

GRANT APPLICATION FORM - CONTACT

THE FOUNDATION FOR A COPY

SUBMISSION DEADLINES:

JUNE 30 OF CURRENT FISCAL YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE GRANT POLICY - CONTACT

THE FOUNDATION FOR A COPY

STATEMENT 13

RECIPIENT NAME:

OPERATION INASMUCH

ADDRESS:

4815 SANTA MONICA ROAD

KNOXVILLE, TN 37918

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICE PROJECTS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

BAPTIST COLLEGIATE

MINISTRY

ADDRESS:

1811 MELROSE AVENUE

KNOXVILLE, TN 37916

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CAPITAL PROJECTS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

HELEN ROSS MCNABB MENTAL HEALTH

FOUNDATION

ADDRESS:

201 WEST SPRINGDALE AVENUE

KNOXVILLE, TN 37909

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MENTAL HEALTH PROGRAM

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

KNOXVILLE-KNOX COUNTY
COUNCIL ON AGING

ADDRESS:

2247 WESTERN AVENUE
KNOXVILLE, TN 37950-1650

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ACCESSIBLE EQUIPMENT FOR SENIORS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 9,000.

RECIPIENT NAME:

THE NEXT DOOR

ADDRESS:

P.O. BOX 282
KNOXVILLE, TN 37901

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSISTANCE TO WOMEN IN CRISIS SITUATIONS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

THE SALVATION ARMY
KNOXVILLE AREA COMMAND

ADDRESS:

409 N. BROADWAY
KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EMERGENCY ASSISTANCE PROGRAM

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

KING COLLEGE, INC.

ADDRESS:

1350 KING COLLEGE ROAD

BRISTOL, TN 37620

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP FUNDING

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

WEST END ACADEMY

ADDRESS:

5311 MCKAMEY ROAD

KNOXVILLE, TN 37921

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL ASSISTANCE TO STUDENTS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

SECOND HARVEST FOOD BANK

ADDRESS:

136 HARVEST LANE

MARYVILLE, TN 37801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PURCHASE OF FOOD

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SAFE SPACE

ADDRESS:

636 MIDDLE CREEK ROAD

SEVIERVILLE, TN 37862

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DOMESTIC VIOLENCE PREVENTION PROGRAM

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

KNOXVILLE HABITAT FOR

HUMANITY

ADDRESS:

P.O. BOX 27478

KNOXVILLE, TN 37927

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HOME CONSTRUCTION MATERIALS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

INTERFAITH HEALTH CLINIC

ADDRESS:

315 GILL AVENUE

KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PATIENT CARE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 14,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CARSON-NEWMAN UNIVERSITY

ADDRESS:

1646 RUSSELL AVENUE

JEFFERSON CITY, TN 37760

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

VOCATIONAL MINISTRY SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CENTRAL BAPTIST CHURCH OF

FOUNTAIN CITY

ADDRESS:

5364 NORTH BROADWAY STREE

KNOXVILLE, TN 37918

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

LEADERSHIP TRAINING AND MISSIONS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

CHILD & FAMILY TENNESSEE

ADDRESS:

901 EAST SUMMITT HILL DR

KNOXVILLE, TN 37915

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FAMILY CRISIS CENTER OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
KNOX COUNTY ASSOCIATION
OF BAPTISTS
ADDRESS:
7709 WESTLAND DRIVE
KNOXVILLE, TN 37939-1028
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MISSIONS SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
MENTAL HEALTH ASSOCIATION
OF EAST TENNESSEE
ADDRESS:
P.O. BOX 32731
KNOXVILLE, TN 37930-2731
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTREACH ACTIVITIES TO PREVENT SUICIDE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SERTOMA CENTER, INC.
ADDRESS:
1400 E. FIFTH AVENUE
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RECREATION AND WELLNESS PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

ROBERT LEE WEISS FOUNDATION 3002252 62-1261218
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
GOODWILL INDUSTRIES -
KNOXVILLE, INC.
ADDRESS:
5508 KINGSTON PIKE
KNOXVILLE, TN 37939-1066
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NURSING TRAINING PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
THE LADIES OF CHARITY
ADDRESS:
1031 N. CENTRAL STREET
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOOD PANTRY
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
TN BAPTIST ADULT HOME
ADDRESS:
5001 MARYLAND WAY
BRENTWOOD, TN 37027-7509
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF VAN FOR GROUP HOME USE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

SECOND HARVEST FOOD BANK
OF NORTHEAST TENNESSEE

ADDRESS:

127 DILLON COURT
GRAY, TN 37615

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOOD PURCHASES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

VOLUNTEER MINISTRY CENTER

ADDRESS:

103 S. GAY STREET
KNOXVILLE, TN 37902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HOUSING SUPPORT, REFUGE, AND HOLIDAY STORE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

CATHOLIC CHARITIES OF
EAST TENNESSEE

ADDRESS:

3009 LAKE BROOK BLVD
KNOXVILLE, TN 37909

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SENIOR CITIZEN HOUSING AND SUPPORT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
EMERALD YOUTH FOUNDATION
ADDRESS:
1718 N. CENTRAL STREET
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LEADERSHIP TRAINING FOR YOUTH
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
KNOXVILLE LEADERSHIP
FOUNDATION
ADDRESS:
901 E. SUMMITT HILL DRIVE
KNOXVILLE, TN 37915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MENTORING PROGRAM FOR CHILDREN
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
KNOXVILLE INNER CITY KIDS OUTREACH
ADDRESS:
P.O. BIX 11487
KNOXVILLE, TN 37914
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEETING SPACE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
FOCUS GROUP PRISON
MINISTRIES
ADDRESS:
6300 DEANE HILL DRIVE
KNOXVILLE, TN 37919
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINANCIAL ASSISTANCE TO CLIENTS AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
JOHNSON UNIVERSITY
F/K/A JOHNSON BIBLE COLLEGE
ADDRESS:
7900 JOHNSON DRIVE
KNOXVILLE, TN 37998
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUNDING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
YOUNG LIFE
ADDRESS:
911 MOUNTCASTLE ROAD
KNOXVILLE, TN 37916
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTREACH TO TEENAGERS - CAMPING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 6,000.

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

THE NAVIGATORS

ADDRESS:

P.O. BOX 6000

COLORADO SPRINGS, CO 80934

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OUTREACH ACTIVITIES IN TENNESSEE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

TOTAL GRANTS PAID:

141,000.

=====

STATEMENT 24

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number

62-1261218

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					4,217.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** 11,879.

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 **2**

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts **3**

4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet **4** ()

5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back **5** 16,096.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					9,351.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** 121,010.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 **7**

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts **8**

9 Capital gain distributions **9** 122.

10 Gain from Form 4797, Part I **10**

11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet **11** ()

12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back **12** 130,483.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		16,096.
14 Net long-term gain or (loss):			
a Total for year	14a		130,483.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		122.
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14	15		146,579.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
---	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,400	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (.15)	30	
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust **ROBERT LEE WEISS FOUNDATION 3002252** Employer identification number **62-1261218**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 25. AMERIPRISE FINANCIAL I	04/11/2012	10/25/2012	1,487.00	1,356.00	131.00
10. CAPITAL ONE FIN CORP	04/10/2012	10/25/2012	600.00	527.00	73.00
315.221 COLUMBIA ACORN FUN	07/18/2012	10/25/2012	9,589.00	9,446.00	143.00
25. HARMAN INTERNATIONAL I	01/12/2012	10/25/2012	1,060.00	1,026.00	34.00
14. JOHN HANCOCK II STR IN	05/04/2012	10/25/2012	155.00	152.00	3.00
154. LORD ABBETT HIGH YIEL	05/04/2012	10/25/2012	1,227.00	1,204.00	23.00
73. PIMCO HIGH YIELD FUND-	05/04/2012	10/25/2012	699.00	683.00	16.00
3003.572 VANGUARD GROWTH I	01/24/2012	10/25/2012	100,409.00	93,111.00	7,298.00
15. L3 COMMUNICATIONS HLDG	04/11/2012	01/03/2013	1,166.00	984.00	182.00
20. PPL CORPORATION	04/11/2012	01/03/2013	583.00	543.00	40.00
40. ST JUDE MEDICAL INC	04/11/2012	01/03/2013	1,467.00	1,576.00	-109.00
5. CELGENE CORP	01/03/2013	02/19/2013	495.00	410.00	85.00
5. DEERE & CO WITH RIGHTS	01/03/2013	02/19/2013	452.00	443.00	9.00
1658.218 ABSOLUTE STRATEGI	10/25/2012	02/19/2013	18,390.00	18,596.00	-206.00
8562.193 LORD ABBETT SHT D	12/18/2012	02/19/2013	39,729.00	39,515.00	214.00
3253.917 VANGUARD INTRM TR	12/18/2012	02/19/2013	38,429.00	39,509.00	-1,080.00
10. BMC SOFTWARE INC	02/19/2013	07/02/2013	451.00	414.00	37.00
410. LSI LOGIC CORP	07/18/2012	07/02/2013	2,916.00	2,435.00	481.00
10. CELGENE CORP	01/03/2013	08/14/2013	1,384.00	821.00	563.00
47. E M C CORP MASS	07/02/2013	08/14/2013	1,268.00	1,117.00	151.00
230.065 AMERICAN EUROPACIF	10/25/2012	08/14/2013	10,293.00	9,175.00	1,118.00
184.634 HARBOR INTERNATIONAL	10/25/2012	08/14/2013	12,563.00	10,910.00	1,653.00
9. INTEL CORP	07/02/2013	08/14/2013	201.00	213.00	-12.00
506. VANGUARD HIG DIV YIEL	02/19/2013	08/14/2013	11,729.00	10,697.00	1,032.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **11,879.00**

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2012

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 40. THE ALLSTATE CORPORATI	02/11/2008	10/25/2012	1,638.00	1,832.00	-194.00
10. BMC SOFTWARE INC	08/12/2011	10/25/2012	413.00	410.00	3.00
150. BANK OF AMERICA CORP	08/12/2011	10/25/2012	1,390.00	1,595.00	-205.00
35. CISCO SYSTEMS	08/15/2007	10/25/2012	600.00	1,071.00	-471.00
2535.017 COLUMBIA ACORN FU	08/15/2011	10/25/2012	77,115.00	79,015.00	-1,900.00
5. CONOCOPHILLIPS	05/04/2011	10/25/2012	285.00	278.00	7.00
55. CONSTELLATION BRANDS I	01/23/2008	10/25/2012	1,946.00	1,123.00	823.00
5. DANAHER CORP	08/12/2011	10/25/2012	257.00	221.00	36.00
5. DARDEN RESTUARANTS INC-	08/15/2007	10/25/2012	260.00	205.00	55.00
10. FISERV INC	08/15/2007	10/25/2012	749.00	482.00	267.00
40. FREEPORTMCMORAN COPPER	08/12/2011	10/25/2012	1,566.00	1,881.00	-315.00
5. GENERAL DYNAMICS CORP	09/26/2008	10/25/2012	340.00	374.00	-34.00
35. GILEAD SCIENCES INC	10/06/2009	10/25/2012	2,380.00	1,599.00	781.00
5. GOOGLE INC-CL A	10/05/2010	10/25/2012	3,389.00	2,692.00	697.00
30. HARRIS CORP DEL	05/04/2011	10/25/2012	1,413.00	1,178.00	235.00
35. JP MORGAN CHASE & CO	09/26/2008	10/25/2012	1,464.00	1,540.00	-76.00
5. KOHL'S DEPT STORE	02/19/2009	10/25/2012	255.00	176.00	79.00
255. LSI LOGIC CORP	01/23/2008	10/25/2012	1,724.00	1,012.00	712.00
5. L3 COMMUNICATIONS HLDGS	08/12/2011	10/25/2012	370.00	380.00	-10.00
200. LORD ABBETT INCOME-I	02/15/2011	10/25/2012	608.00	566.00	42.00
60. LOWE'S COMPANIES INC W EXP 9/9/98	02/15/2011	10/25/2012	1,900.00	1,484.00	416.00
70. MFS EMERGING MKTS DEBT	02/15/2011	10/25/2012	1,138.00	998.00	140.00
35. METLIFE INC	08/12/2011	10/25/2012	1,242.00	1,172.00	70.00
35. MURPHY OIL CORP	09/03/2009	10/25/2012	2,093.00	1,983.00	110.00
10. NATIONAL-OILWELL INC	05/04/2011	10/25/2012	743.00	702.00	41.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 10. ORACLE CORPORATION	08/12/2011	10/25/2012	309.00	274.00	35.00
5. PPL CORPORATION	04/05/2010	10/25/2012	147.00	141.00	6.00
10. ROPER INDS INC	01/20/2011	10/25/2012	1,076.00	738.00	338.00
5. ST JUDE MEDICAL INC	07/01/2011	10/25/2012	198.00	242.00	-44.00
15. SCRIPPS NETWORKS	05/04/2011	10/25/2012	931.00	760.00	171.00
5. TARGET CORP	03/24/2009	10/25/2012	313.00	166.00	147.00
74. TEMPLETON GLOBAL BOND	02/15/2011	10/25/2012	995.00	999.00	-4.00
20. THERMO FISHER SCIENTIF	05/04/2011	10/25/2012	1,234.00	857.00	377.00
15. TRAVELERS COMPANIES IN	08/12/2011	10/25/2012	1,091.00	768.00	323.00
35. UNUMPROVIDENT CORP	08/12/2011	10/25/2012	716.00	577.00	139.00
5. WAL-MART STORES	08/15/2007	10/25/2012	375.00	218.00	157.00
15. WATSON PHARMACEUTICALS	03/24/2009	10/25/2012	1,299.00	424.00	875.00
75000. GE MONEY BANK CD 12/18/12	06/15/2010	12/18/2012	75,000.00	75,000.00	
91. L3 COMMUNICATIONS HLDG	08/12/2011	01/03/2013	7,075.00	5,833.00	1,242.00
202. PPL CORPORATION	04/05/2010	01/03/2013	5,888.00	5,716.00	172.00
150. ST JUDE MEDICAL INC	08/12/2011	01/03/2013	5,503.00	7,175.00	-1,672.00
15. THE ALLSTATE CORPORATI	02/11/2008	02/19/2013	694.00	687.00	7.00
15. AMERIPRISE FINANCIAL I	01/04/2012	02/19/2013	1,035.00	766.00	269.00
170. BANK OF AMERICA CORP	08/12/2011	02/19/2013	2,081.00	1,244.00	837.00
15. CVS CORP	01/23/2008	02/19/2013	785.00	551.00	234.00
80. CISCO SYSTEMS	08/15/2007	02/19/2013	1,698.00	2,449.00	-751.00
45. CONSTELLATION BRANDS I	08/12/2011	02/19/2013	1,943.00	907.00	1,036.00
20. DANAHER CORP	08/12/2011	02/19/2013	1,234.00	794.00	440.00
125. AMERICAN EUROPACIFIC	02/15/2011	02/19/2013	5,340.00	5,141.00	199.00
712. FEDERATED TOTAL RETUR FUND-IN	12/06/2011	02/19/2013	8,067.00	8,067.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
ROBERT LEE WEISS FOUNDATION 3002252	62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5. FISERV INC	08/15/2007	02/19/2013	406.00	241.00	165.00
6584.252 ABSOLUTE STRATEGI	02/15/2011	02/19/2013	73,019.00	71,571.00	1,448.00
30. GILEAD SCIENCES INC	10/06/2009	02/19/2013	1,266.00	685.00	581.00
115. HARBOR INTERNATIONAL	07/19/2005	02/19/2013	7,414.00	5,034.00	2,380.00
25. JP MORGAN CHASE & CO	09/26/2008	02/19/2013	1,237.00	1,100.00	137.00
20. LSI LOGIC CORP	01/23/2008	02/19/2013	143.00	79.00	64.00
5. LABORATORY CRP OF AMER 50540R409	05/04/2011	02/19/2013	453.00	481.00	-28.00
7193. LORD ABBETT INCOME-I	01/24/2012	02/19/2013	21,507.00	20,518.00	989.00
3909.186 LORD ABBETT SHT D	12/06/2011	02/19/2013	18,139.00	17,716.00	423.00
1656. LORD ABBETT HIGH YIE	01/24/2012	02/19/2013	13,248.00	12,341.00	907.00
40. LOWE'S COMPANIES INC W EXP 9/9/98	03/03/2010	02/19/2013	1,567.00	949.00	618.00
5. MCKESSON HBOC INC	04/01/2009	02/19/2013	521.00	173.00	348.00
5. NVIDIA CORP	01/12/2012	02/19/2013	63.00	71.00	-8.00
25. ORACLE CORPORATION	08/12/2011	02/19/2013	879.00	685.00	194.00
1389. PIMCO HIGH YIELD FUN	01/24/2012	02/19/2013	13,432.00	12,440.00	992.00
5. ROPER INDS INC	01/20/2011	02/19/2013	610.00	369.00	241.00
20. THERMO FISHER SCIENTIF	05/08/2009	02/19/2013	1,498.00	741.00	757.00
10. TRAVELERS COMPANIES IN	03/24/2009	02/19/2013	808.00	407.00	401.00
5. UNION PACIFIC	12/28/2009	02/19/2013	684.00	327.00	357.00
50. UNUMPROVIDENT CORP	03/24/2009	02/19/2013	1,234.00	668.00	566.00
115. VANGUARD EMRG MK STK	08/15/2011	02/19/2013	4,084.00	4,007.00	77.00
370. VANGUARD SMALL CAP VA INSTL	08/15/2011	02/19/2013	7,137.00	5,458.00	1,679.00
290. VANGUARD S/C GROWTH I	08/15/2011	02/19/2013	7,972.00	5,997.00	1,975.00
550. VICTORY ESTABLISHED V	06/21/2011	02/19/2013	16,786.00	15,224.00	1,562.00
150. NABORS INDUSTRIES LTD	01/18/2012	02/19/2013	2,686.00	2,494.00	192.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 75000. HAMILTON CNTY TN 3/01/13	03/11/2010	03/01/2013	75,000.00	75,000.00	
222. BMC SOFTWARE INC	04/11/2012	07/02/2013	10,013.00	8,605.00	1,408.00
928. LSI LOGIC CORP	01/23/2008	07/02/2013	6,601.00	3,682.00	2,919.00
24. ACTAVIS INC	04/11/2012	08/14/2013	3,225.00	1,060.00	2,165.00
5. AMERIPRISE FINANCIAL IN	04/11/2012	08/14/2013	451.00	271.00	180.00
29. APACHE CORP	04/11/2012	08/14/2013	2,386.00	2,761.00	-375.00
7. CVS CORP	01/23/2008	08/14/2013	420.00	257.00	163.00
5. CAPITAL ONE FIN CORP	04/10/2012	08/14/2013	342.00	264.00	78.00
88. CISCO SYSTEMS	08/15/2007	08/14/2013	2,316.00	2,694.00	-378.00
34. COHEN & STEERS INSTL R	07/18/2012	08/14/2013	1,474.00	1,528.00	-54.00
48. CONOCOPHILLIPS	07/18/2012	08/14/2013	3,221.00	2,360.00	861.00
19. CONSTELLATION BRANDS I	04/11/2012	08/14/2013	1,038.00	383.00	655.00
9. DANAHER CORP	09/26/2008	08/14/2013	606.00	317.00	289.00
2675.464 AMERICAN EUROPACI	07/18/2012	08/14/2013	119,700.00	83,178.00	36,522.00
22. FISERV INC	08/15/2007	08/14/2013	2,235.00	1,061.00	1,174.00
25. GENERAL DYNAMICS CORP	09/26/2008	08/14/2013	2,149.00	1,868.00	281.00
23. GILEAD SCIENCES INC	10/06/2009	08/14/2013	1,358.00	525.00	833.00
2. GOOGLE INC-CL A	04/11/2012	08/14/2013	1,757.00	1,267.00	490.00
1742.622 HARBOR INTERNATIO	07/18/2012	08/14/2013	118,568.00	75,150.00	43,418.00
35. HARMAN INTERNATIONAL I	01/12/2012	08/14/2013	2,465.00	1,436.00	1,029.00
36. HARRIS CORP DEL	10/06/2009	08/14/2013	2,095.00	1,344.00	751.00
377. HIGHLAND DIVIDEND EQU	01/24/2012	08/14/2013	5,078.00	3,962.00	1,116.00
22. METLIFE INC	07/18/2012	08/14/2013	1,088.00	759.00	329.00
43. MURPHY OIL CORP	09/03/2009	08/14/2013	3,024.00	2,436.00	588.00
30. NATIONAL-OILWELL INC	07/18/2012	08/14/2013	2,203.00	1,706.00	497.00

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b

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