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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					
	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 ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
Liabilities	11 Investments—land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)			5,773,844	5,867,531	5,867,531
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶ <u>ASIAN ART</u>)			460,000	460,000	460,000
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			6,233,844	6,327,531	6,327,531
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0	0	
	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					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			6,233,844	6,327,531	
	30 Total net assets or fund balances (see instructions)			6,233,844	6,327,531	
	31 Total liabilities and net assets/fund balances (see instructions)			6,233,844	6,327,531	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,233,844
2 Enter amount from Part I, line 27a	2	93,687
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,327,531
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,327,531

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	VARIOUS SECURITIES	P	2/1/2013	12/13/2013
b	GAINS FROM PARTNERSHIP	P	1/1/2013	12/31/2013
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		1,880	-1,880
b	105,178		105,178
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			-1,880
b			105,178
c			
d			
e			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	103,298
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	103,298

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))
2012	274,035	0	0.000000
2011	327,861	541,787	0.605147
2010	934,950	427,749	2.185744
2009	1,360,811	4,422,959	0.307670
2008	1,269,711	5,826,932	0.217904

2	Total of line 1, column (d)	2	3.316465
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	0.663293
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	0

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	2,741	
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	2,741	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,741	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	402	
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	402	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	31	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,370	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IL		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ KATHLEEN MCDANIEL Telephone no. ▶ 312-755-0600 Located at ▶ 360 WEST ILLINOIS STREET, SUITE 11C CHICAGO IL ZIP+4 ▶ 60654			
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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	3b	N/A
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 2013?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ 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
ROGER L. WESTON 360 W ILLINOIS STREET, SUITE 11C CHICAGO, IL 60	TRUSTEE 2 00			
SULTAN S. ISSA 360 W ILLINOIS STREET, SUITE 11C CHICAGO, IL 60	CFO 5 00			

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

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

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE WESTON FOUNDATION WAS CREATED AS A VEHICLE TO PROMOTE AND CREATE PRIVATE PHILANTHROPY THROUGH QUALIFIED GIFT GIVING TO THE ART INSTITUTE OF CHICAGO AND OTHER QUALIFIED 501(C)(3) ORGANIZATIONS. IT HAS COMMITTED AT LEAST \$3.5 MILLION TO AIC	
2 THE FOUNDATION HAS ALSO COMMITTED AT LEAST \$1.5 MILLION TO PROMOTE THE WELFARE AND ACHIEVEMENTS OF WASHINGTON UNIVERSITY AND THE UNIVERSITY OF MICHIGAN	
3 THE FOUNDATION WAS ALSO CREATED TO PROMOTE THE WELFARE, HUMAN AND SOCIAL NEEDS OF THE LESS PRIVILEGED BY COMMITTING AT LEAST \$35,000 TO THE FOLLOWING ORGANIZATIONS: FAMILY FOCUS, POSSE FOUNDATION, NORTHWESTERN UNIVERSITY.	
4 THE FOUNDATION ALSO PROMOTES ACHIEVEMENTS IN THE ARTS AND HUMANITIES BY COMMITTING FUNDS TO THE JOFFREY BALLET, ASIAN ART COUNCIL, WRITER'S THEATRE, COLUMBUS ZOO.	

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 ONE OF THE LARGEST PROGRAM-RELATED INVESTMENTS IS TO DONATE CASH AND WORKS OF ART TO THE ART INSTITUTE OF CHICAGO. BY DOING SO, THE FOUNDATION WILL ENHANCE THE QUALITY AND SUSTAINABILITY OF THE ASIAN ART WING OF THE MUSEUM.	
2 THE SECOND LARGEST PROGRAM-RELATED INVESTMENT IS TO NORTHWESTERN UNIVERSITY. THIS WILL ENHANCE THE EDUCATION AND COMMITMENT TO EXCELLENCE THAT THE SCHOOL HAS FOR STUDENTS.	
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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	0
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

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	
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,741
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,741
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	-2,741
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	-2,741
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	-2,741

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	316,116
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	316,116
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	316,116

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				-2,741
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	803,056			
b From 2009	1,140,056			
c From 2010	914,538			
d From 2011	327,861			
e From 2012	271,753			
f Total of lines 3a through e	3,457,264			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 316,116				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	316,116			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,773,380			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	803,056			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,970,324			
10 Analysis of line 9:				
a Excess from 2009	1,140,056			
b Excess from 2010	914,538			
c Excess from 2011	327,861			
d Excess from 2012	271,753			
e Excess from 2013	316,116			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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 address of the person to whom applications should be addressed

KATHLEEN MCDANIEL 360 W. ILLINOIS STREET, 11C CHICAGO, IL 60654 312-755-0600

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

AN APPLICATION MUST BE COMPLETED WITH PURPOSE OF THE QUALIFIED DONEE

c Any submission deadlines

DECEMBER 15 OF EACH YEAR

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

NONE

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

Recipient 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 <i>Paid during the year</i> SEE ATTACHED SEE ATTACHED SEE ATTACHED		PC	SEE ATTACHED	316,116
Total			▶ 3a	316,116
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	103,298	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>DIVIDEND INCOME</u>			14	33,750	
b	<u>INTEREST INCOME FROM PARTNERSHIP</u>			14	673	
c	<u>DIVIDEND INCOME FROM PARTNERSHIP</u>			14	11,339	
d	<u>CONTRIBUTION FROM ROGER WESTON</u>				319,273	
e	<u>OTHER INCOME/LOSS FROM PSHIP</u>			14	-51,391	
12	Subtotal Add columns (b), (d), and (e)		0		416,942	0
13	Total. Add line 12, columns (b), (d), and (e)				13	416,942

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

WESTON FOUNDATION

Employer identification number

36-7483664

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

Name of organization WESTON FOUNDATION	Employer identification number 36-7483664
---	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROGER L. WESTON 8111 BAY COLONY DRIVE, #1804 NAPLES FL 34108 Foreign State or Province: _____ Foreign Country: _____	\$ 319,273	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization
WESTON FOUNDATION

Employer identification number
36-7483664

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization WESTON FOUNDATION	Employer identification number 36-7483664
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions) ▶ \$ _____ 0
Use duplicate copies of Part III if additional space is needed

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

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount		Totals											
				Long Term CG Distributions		Short Term CG Distributions		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
										105,178		1,880		103,298	
								Other sales		0		0		0	
Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Improve-ments	Depreciation	Adjustments	Net Gain or Loss
1	X	VARIOUS SECURITIES				2/1/2013	P	12/13/2013		1,880					-1,880
2	X	GAINS FROM PARTNERSHIP				1/1/2013	P	12/31/2013	105,178						105,178

Part I, Line 11 (990-PF) - Other Income

		-39,379	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FROM PARTNERSHIP	-51,391	0	
2	DIVIDEND AND INTEREST INCOME FROM PARTNERSHIP	12,012	0	

Part I, Line 16a (990-PF) - Legal Fees

		254	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	254			

Part I, Line 18 (990-PF) - Taxes

		1,010	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TAXES	1,010			

Part I, Line 23 (990-PF) - Other Expenses

		5,875	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	5,625			
2	BANK FEES	135			
3	FILING FEES	115			

Part II, Line 13 (990-PF) - Investments - Other

		5,773,844		5,867,531		5,867,531	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1	INVESTMENTS	FMV	1,720,757	681,715	681,715		
2	INVESTMENT IN HIBISCUS CAPITAL LE	FMV	4,053,087	5,185,816	5,185,816		

Part II, Line 15 (990-PF) - Other Assets

		460,000	460,000	460,000
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	ASIAN ART	460,000	460,000	460,000

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	ROGER L WESTON		360 W ILLINOIS STREET, SUITE 11	CHICAGO	IL	60654		TRUSTEE	2 00			
2	SULTAN S ISSA		360 W ILLINOIS STREET, SUITE 11	CHICAGO	IL	60654		CFO	5 00			

WESTON FOUNDATION
TAX ID# 36-7483664
ATTACHMENT TO FORM 990-PF
PART XV, LINE 3a
CONTRIBUTIONS PAID 2013
12/31/13

NAME OF RECIPIENT	ADDRESS OF RECIPIENT	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
AM Shalom	840 Vernon, Glencoe, IL 60022	IRS Exempt status	Enhance & promote expansion & growth	\$ 10,720
Avi Schaefer Fund	P O Box 62139, Santa Barbara, CA 93160	IRS Exempt status	Promote healthcare in America	500
Big Brothers and Big Sisters	550 West Lake Street, Suite #5, Chicago, IL 60661	IRS Exempt status	Promote health and welfare of inner city youth	4,500
Boys and Girls Club of Chicago	550 West Van Buren Street, #350, Chicago, IL 60606	IRS Exempt status	Promote childrens sports and welfare	5,000
Catholic Charities of the Archdiocese	661 W Lake St, Chicago, IL 60661	IRS Exempt status	Promote health and welfare of inner city youth	1,000
Chicago Humanities Festival	500 N Dearborn, #825, Chicago, IL 60654	IRS Exempt status	Support growth in culture and humanities	5,000
Childrens Research Fund of Childrens Memorial	222 E Chicago Ave, Chicago, IL 60611	IRS Exempt status	Promote Child Development	7,500
Columbus Zoo	4850 Powell Road, Powell, OH 43065	IRS Exempt status	Promote zoo expansion	2,500
Cystic Fibrosis Foundation	150 N Michigan Ave, Chicago, IL 60601	IRS Exempt status	Support Research	1,000
Edgemont School PTA	300 White Oak lane, Scarsdale, NY 10583	IRS Exempt status	Support School System	1,000
Family Matters	7731 N Marshfield Ave, Chicago, IL 60626	IRS Exempt status	Support welfare of troubled youth	1,500
Family Network	330 Laurel Ave, Highland Park, IL 60035	IRS Exempt status	Support Welfare of Families in Need	5,000
Friends of Ferdinand Aviation	650 Airport Road, Ferdinand, FL 32034	IRS Exempt status	Educational Support for Aviation	7,500
Garden of Hope and Courage	1177 3rd St, Naples, FL 34102	IRS Exempt status	Support welfare of homeless	300
Glenfield PTA	25 Maple Ave, Montclair, NJ 07042	IRS Exempt status	Support Education	1,000
Greater Chicago Food Depository	Chicago, Illinois	IRS Exempt status	Support Hunger	1,000
International Game Fish Association	300 Gulf Stream Way Dania Beach, FL 33004	IRS Exempt status	Support Wildlife	2,500
Japanese Art Society of America	P O Box 665 FDR Station, New York, NY 10150	IRS Exempt status	Promote Asian Art	20,000
Jewish United Fund	30 South Wells Street, Chicago, IL 60606	IRS Exempt status	Enhance and promote expansion and growth	1,000
Juvenile Diabetes Research Foundation	26 Broadway, 14th Flr, New York, NY 10004	IRS Exempt status	Promote research in diabetes cures	3,000
Juvenile Protection Association	1707 North Halsted, Chicago, IL 60614	IRS Exempt status	Promote welfare of children	1,000
Kieve Wavus Next Generation	2359 Mount Davidson Dr, San Jose, CA 95124	IRS Exempt status	Educational Camping for Youth	2,000
La Casa Norte	3533 W North Avenue, Chicago, IL 60647	IRS Exempt status	Promote low income housing	500
Metropolitan Family Services	222 E Willow Ave, Wheaton, IL 60187	IRS Exempt status	Support Families in need	250
Midwest Palliative Care & Hospice	2050 Claire Court, Glenview, IL 60025	IRS Exempt status	Support the needs of chronic ill patients	21,000
Midwest Pesticide Action Center	4611 N Ravenswood, Chicago, IL 60640	IRS Exempt status	Promote healthy pesticide research	100
Montclair Fund for Educational Excellence	300 White Oak lane, Scarsdale, NY 10583	IRS Exempt status	Support Education	1,000
November	P O Box 1595, Culver City, CA 90232	IRS Exempt status	Promote male health	500
Museum of Contemporary Art	220 East Chicago Ave, Chicago, IL 60611	IRS Exempt status	Promote Modern Art Education	15,000
Music Institute of Chicago	517 Green Bay Rd, Wilmette, IL 60091	IRS Exempt status	Enhance & promote growth	5,500
National Geographic Society	1145 17th St, NW, Washington DC 20090	IRS Exempt status	Promotion of Science	2,000
Nature Conservancy	8 s Michigan Ave, #900, Chicago, IL 60603	IRS Exempt status	Nature Conservation	2,000
Northwestern University	2020 Ridge Avenue, Evanston, IL 60208	IRS Exempt status	Enhance & promote expansion & growth	47,490
One Goal	215 W Superior St, Chicago, IL 60654	IRS Exempt status	Support education for low income families	1,000
PCI Global	1220 19th St NW, Washington DC 20036	IRS Exempt status	Promote health globally	1,356
SGA Youth and Family Services	Chicago, Illinois	IRS Exempt status	Enhance & promote expansion & growth	500
Starlight Foundation	1560 Broadway, #600, New York, NY 10036	IRS Exempt status	Support children in need	1,000
The Art Institute of Chicago	111 S Michigan Ave, Chicago, IL 60603	IRS Exempt status	Enhance & promote expansion & growth	1,000
The Family Institute	8 South Michigan Ave, #500, Chicago, IL 60603	IRS Exempt status	Promote family welfare	12,500
The Joffrey Ballet	10 E Randolph St, Chicago, IL 60601	IRS Exempt status	Enhance & promote the fine arts	6,350
The Mental Health Association of Chicago	125 S Clark St, #1820, Chicago, IL 60603	IRS Exempt status	Assist patients with mental health	1,200
The Naples Childrens Education Foundation	4305 Exchange Ave, Naples, FL 34104	IRS Exempt status	Support Education of Children	5,000
The Posse Foundation	111 W Jackson Blvd, #1900, Chicago, IL 60604	IRS Exempt status	Funds for education for poor children	4,950
The Shelter for Abused Women and Children	P O Box 10102, Naples, FL 34101	IRS Exempt status	Support Abused Families	2,000
The Wellness House	131 N Countyline Rd, Hinsdale, IL 60521	IRS Exempt status	Support cancer patients and survivors	2,000
The University of Michigan	1032 Green Street, Ann Arbor, MI 48109	IRS Exempt status	Funding for University Programs	80,900
Volunteer Center	520 Glendale Ave, Winnetka, IL 60093	IRS Exempt status	Promote Education	250
Wilmette Optimist Club	P O Box 8051, Wilmette, IL 60091	IRS Exempt status	Promote health with eyes	250
Woman's Board of Childrens Home and Aid	125 S Wacker, 14th Fl, Chicago, IL 60606	IRS Exempt status	Promote healthy family growth	1,000
Writer's Theatre	378 Park, Glencoe, IL 60022	IRS Exempt status	Enhance & promote expansion & growth	15,000
Total contributions to qualified tax exempt 501 c 3 organizations				\$ 316,116