Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation THE WEILL FAMILY FOUNDATION
C/O INDEPENDENT FAMILY OFFICE, LLC

A Employer identification number 13-6223609

Number and street (or P O box number if mail is not delivered to street address) PO BOX 3977 | Room/suite

B Telephone number (see instructions) (212) 793-8888

City or town, state or province, country, and ZIP or foreign postal code ALBANY, NY 12203

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 109,958,661.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received (attach schedule)	35,828,969.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	17,251.	17,251.		ATCH 1
4	Dividends and interest from securities	485,749.	485,749.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	460,784.			
b	Gross sales price for all assets on line 6a 2,366,071.				
7	Capital gain net income (from Part IV, line 2)		1,389,601.		
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) ATCH 3	264,464.	264,371.		
12	**Total.** Add lines 1 through 11	37,057,217.	2,156,972.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	9,136.			
b	Accounting fees (attach schedule) ATCH 5	65,500.			
c	Other professional fees (attach schedule) [6]	46,000.	46,000.		
17	Interest ATCH 7	7,263.	7,263.		
18	Taxes (attach schedule) (see instructions) [8]	208,996.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications	275.			
23	Other expenses (attach schedule) ATCH 9	461,815.	460,168.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	798,985.	513,431.		
25	Contributions, gifts, grants paid	856,600.			856,600.
26	**Total expenses and disbursements** Add lines 24 and 25	1,655,585.	513,431.	0	856,600.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	35,401,632.			
b	**Net investment income** (if negative, enter -0-)		1,643,541.		
c	**Adjusted net income** (if negative, enter -0-)				

SCANNED NOV 05 2015

NOV 0 5 2015

18

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	31,201,179.	22,980,045.	22,980,045.
	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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 10		15,243,767.	7,766,600.
	c	Investments - corporate bonds (attach schedule)			
	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 ▶ ATCH 11)	42,747,211.	71,126,204.	79,212,016.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	73,948,390.	109,350,016.	109,958,661.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	73,948,390.	109,350,016.	
	30	**Total net assets or fund balances** (see instructions)	73,948,390.	109,350,016.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	73,948,390.	109,350,016.	

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	73,948,390.
2	Enter amount from Part I, line 27a	2	35,401,632.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	2.
4	Add lines 1, 2, and 3	4	109,350,024.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	8.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	109,350,016.

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	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
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	1,389,601.
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	0

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))
2013	1,290,500.	66,454,434.	0.019419
2012	442,500.	58,307,510.	0.007589
2011	28,022,793.	67,488,898.	0.415221
2010		72,005,897.	
2009	79,995,293.	59,439,634.	1.345824

2	**Total** of line 1, column (d)	2	1.788053
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	0.357611
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	82,096,985.
5	Multiply line 4 by line 3	5	29,358,785.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,435.
7	Add lines 5 and 6	7	29,375,220.
8	Enter qualifying distributions from Part XII, line 4	8	856,600.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	32,871.
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	32,871.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	32,871.
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 241,570.		
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	241,570.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	208,699.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 100,000. **Refunded** ▶		11	108,699.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ INDEPENDENT FAMILY OFFICE, LLC Telephone no ▶ 518-452-8050

Located at ▶ 123 GREAT OAKS BLVD. ALBANY, NY ZIP+4 ▶ 12203

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

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

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**

			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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☒ **No**

If "Yes," list the years ▶ ________ , ________ , ________ , ________

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ ________ , ________ , ________ , ________

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☒ **No**

			Yes	No
b	If "Yes," did it have excess business holdings in 2014 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 2014)*	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 2014?	4b		X

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

			Yes	No
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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		X

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
ATCH 14		0	0	0

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

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

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

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
ATCH 15		423,448.
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 N/A	
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 ▶	

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	1,709,370.
b	Average of monthly cash balances	1b	29,181,563.
c	Fair market value of all other assets (see instructions)	1c	52,456,260.
d	**Total** (add lines 1a, b, and c)	1d	83,347,193.
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	83,347,193.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,250,208.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	82,096,985.
6	**Minimum investment return.** Enter 5% of line 5	6	4,104,849.

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	4,104,849.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	32,871.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	32,871.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	4,071,978.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,071,978.
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	4,071,978.

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	856,600.
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	856,600.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	856,600.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					4,071,978.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only					
b Total for prior years 20 12 ,20 11 ,20 10					
3 Excess distributions carryover, if any, to 2014					
a From 2009	77,032,725.				
b From 2010					
c From 2011	24,669,462.				
d From 2012					
e From 2013					
f **Total** of lines 3a through e		101,702,187.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 856,600.					
a Applied to 2013, 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)			ATCH 16		
d Applied to 2014 distributable amount					856,600.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		3,215,378.			3,215,378.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		98,486,809.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		73,817,347.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		24,669,462.			
10 Analysis of line 9					
a Excess from 2010					
b Excess from 2011	24,669,462.				
c Excess from 2012					
d Excess from 2013					
e Excess from 2014					

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 2014, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

ATTACHMENT 17

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

N/A

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

Check here ▶ [X] 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 18				
Total . . . . ▶ **3a**				856,600.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	17,251.	
4 Dividends and interest from securities			14	485,749.	
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	900099		14	264,464.	
8 Gain or (loss) from sales of assets other than inventory			18	460,784.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,228,248.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,228,248.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

SANFORD I. WEILL | 10-23-15 | CHAIRMAN

Signature of officer or trustee | Date | Title

Sanford I Weill

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Viju Rajan		10/10/2015		P01063393
Firm's name ▶ INDEPENDENT FAMILY OFFICE, LLC			Firm's EIN ▶ 20-2160539	
Firm's address ▶ PO BOX 3977 ALBANY, NY 12203			Phone no 518-452-8050	

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.

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

OMB No 1545-0047

2014

Name of the organization	Employer identification number
THE WEILL FAMILY FOUNDATION C/O INDEPENDENT FAMILY OFFICE, LLC	13-6223609

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, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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 THE WEILL FAMILY FOUNDATION C/O INDEPENDENT FAMILY OFFICE, LLC

Employer identification number 13-6223609

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	SANFORD I. WEILL C/O PO BOX 3977 ALBANY, NY 12203	$ 33,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	SANFORD I. WEILL C/O PO BOX 3977 ALBANY, NY 12203	$ 2,828,969.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE WEILL FAMILY FOUNDATION C/O INDEPENDENT FAMILY OFFICE, LLC

Employer identification number 13-6223609

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
2	50,000 SHARES OF INTEL, CORP (INTC)	$ 1,490,500.	06/13/2014
2	5,830 SHARES OF TWITTER, INC. (TWTR)	$ 247,367.	07/01/2014
2	5,829 SHARES OF TWITTER, INC. (TWTR)	$ 260,411.	08/01/2014
2	2,297 SHARES OF TWITTER, INC. (TWTR)	$ 112,254.	08/28/2014
2	2,716 SHARES OF TWITTER, INC. (TWTR)	$ 141,721.	09/08/2014
2	2,712 SHARES OF TWITTER, INC. (TWTR)	$ 138,868.	09/18/2014

Name of organization THE WEILL FAMILY FOUNDATION
C/O INDEPENDENT FAMILY OFFICE, LLC

Employer identification number 13-6223609

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
2	2,713 SHARES OF TWITTER, INC. (TWTR)	$ 144,928.	10/03/2014

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	5,411 SHARES OF TWITTER, INC. (TWTR)	$ 292,920.	10/08/2014

(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 THE WEILL FAMILY FOUNDATION
C/O INDEPENDENT FAMILY OFFICE, LLC

Employer identification number
13-6223609

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** 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) ▶ $ ___________
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

(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

(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

(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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,370.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					397,404.	
		500 BABA PROPERTY TYPE: SECURITIES				P	09/18/2014	09/22/2014
46,278.		34,000.					12,278.	
		5,830 TWTR PROPERTY TYPE: SECURITIES				D	02/01/2011	06/27/2014
238,006.		81,921.					156,085.	
		5,829 TWTR PROPERTY TYPE: SECURITIES				D	11/01/2011	08/04/2014
254,780.		81,897.					172,883.	
		2,297 TWTR PROPERTY TYPE: SECURITIES				D	11/01/2011	08/27/2014
110,116.		40,956.					69,160.	
		2,716 TWTR PROPERTY TYPE: SECURITIES				D	02/01/2011	09/05/2014
135,729.		40,957.					94,772.	
		2,712 TWTR PROPERTY TYPE: SECURITIES				D	02/01/2011	09/17/2014
138,173.		40,978.					97,195.	
		2,713 TWTR PROPERTY TYPE: SECURITIES				D	11/01/2011	10/03/2014
142,979.		40,966.					102,013.	
		5,411 TWTR PROPERTY TYPE: SECURITIES				D	11/01/2011	10/06/2014
292,620.		81,977.					210,643.	
		CASTLEROCK FUND (SEE ATTACHED) PROPERTY TYPE: SECURITIES				P	06/01/2006	VAR
255,457.		246,370.					9,087.	
		RAMIUS FUND (SEE ATTACHED) PROPERTY TYPE: SECURITIES				P	06/29/2006	VAR
130,539.		17,372.					113,167.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SCP SECURITY (SEE ATTACH) PROPERTY TYPE: SECURITIES				P	06/29/2006	VAR
35,513.		30,725.					4,788.	
		SCP ENDOWMENT (SEE ATTACHED) PROPERTY TYPE: SECURITIES				P	07/02/2007	VAR
174,972.		193,286.					-18,314.	
		VERDE REALTY (SEE ATTACHED) PROPERTY TYPE: SECURITIES				P	12/31/2004	VAR
11,135.		45,065.					-33,930.	
TOTAL GAIN(LOSS)							1,389,601.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITIBANK- PRIMARY	13,542.	13,542.
CITIBANK- FUND	3,042.	3,042.
GOLDMAN SACHS	651.	651.
JP MORGAN	16.	16.
TOTAL	17,251.	17,251.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CVC CAPITAL PTRS ASIA PACIFIC II	102,687.	102,687.
EUROPE ENTERPRISE II ONSHORE	224,617.	224,617.
STERLING AMERICAN PROPERTY V-C	16,747.	16,747.
CVC EXECUTIVE FUND	3,623.	3,623.
SCP REAL ASSETS FUND I, LP	32,099.	32,099.
SCP PRIVATE EQUITY FUND I, LP	76,057.	76,057.
CARE CAPITAL INVESTMENTS	36.	36.
RRE VENTURES IV	1,407.	1,407.
RRE VENTURES V	4,510.	4,510.
CITI - INTEL CORP	22,500.	22,500.
GLOBAL ATLANTIC FINANCIAL	1,466.	1,466.
TOTAL	485,749.	485,749.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CVC EXECUTIVE FUND		-443.	-443.
SCP PRIVATE EQUITY FUND I, LP		6,504.	6,504.
SCP REAL ASSETS FUND I, LP		180,969.	180,876.
CVC CAPITAL PTRS ASIA PACIFIC II		150.	150.
EUROPE ENTERPRISE ONSHORE		3,881.	3,881.
RRE VENTURES IV		-4,512.	-4,512.
GLOBAL ATLANTIC FINANCIAL		-36.	-36.
RRE VENTURES V		77,683.	77,683.
STERLING AMERICAN PROPERTY V-C		268.	268.
	TOTALS	264,464.	264,371.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	9,136.			
TOTALS	9,136.			

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT FEES	19,500.			
TAX PREPARATION	46,000.			
TOTALS	65,500.			

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FINANCIAL REPORTING	46,000.	46,000.
TOTALS	46,000.	46,000.

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SCP PRIVATE EQUITY FUND I, LP	460.	460.
SCP REAL ASSETS FUND I, LP	2,882.	2,882.
RRE VENTURES IV	49.	49.
GOLDMAN SACHS	101.	101.
GLOBAL ATLANTIC FINANCIAL	3,771.	3,771.
TOTALS	7,263.	7,263.

ATTACHMENT 8

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
SCP REAL ASSETS FUND- FGN TX	177.
SCP PRIVATE EQUITY FUND-FGN TX	319.
FEDERAL ESTIMATED PAYMENTS	200,000.
NYS CORPORATION TAX	1,500.
UBTI (FED & NYS)	7,000.
TOTALS	208,996.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CARE CAPITAL INVESTMENTS, LP	356.	356.
CVC EXECUTIVE FUND LLC	15,505.	15,505.
CVC CAPITAL PTRS ASIA PAC II	15,099.	15,099.
EUROPE ENTERPRISE II ONSHORE	19,772.	19,772.
RRE VENTURES IV	3,352.	3,352.
GLOBAL ATLANTIC FINANCIAL	1,745.	1,745.
STERLING AMERICAN PROPERTY V-C	56,600.	56,600.
SCP PRIVATE EQUITY FUND I, LP	57,430.	57,305.
SCP REAL ASSETS FUND I, LP	128,386.	127,323.
RRE VENTURES V	82,623.	82,623.
POSTAGE	147.	
MSDC DENALI INVESTORS	15,693.	15,693.
RRE VENTURES IV MGMT. FEE	64,795.	64,795.
OTHER MISC. EXPENSES	312.	
TOTALS	461,815.	460,168.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
INTEL CORP.		1,490,500.	1,814,500.
ALLY FIN. (PREV. OTHER ASSET)		11,753,267.	3,920,920.
AMEX PREFERRED STOCK		2,000,000.	2,031,180.
TOTALS		15,243,767.	7,766,600.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CVC EXECUTIVE FUND LLC	958,302.	879,472.	89,167.
CARE CAPITAL INVESTMENTS, LP	33,958.	33,637.	34,902.
CVC CAPITAL PTRS ASIA PAC II	1,851,472.	1,552,404.	1,442,950.
EUROPE ENT II ONSHORE LP	1,765,752.	1,343,543.	1,869,462.
CASTLEROCK FUND LTD	273,744.	27,374.	28,384.
RAMIUS FUND LTD	19,121.	1,744.	16,653.
RRE VENTURES IV	1,969,446.	1,910,861.	4,941,498.
STERLING AMERICAN PROP V-C LP	3,727,817.	3,620,877.	3,446,657.
SCP PRIVATE EQUITY FUND I, LP	1,799,175.	1,645,537.	2,078,845.
SCP SECURITY (OFFSHORE) SPV	99,882.	69,157.	89,688.
SCP ENDOWMENT-PHILANTHROPIC	752,235.	558,948.	583,757.
SCP REAL ASSETS FUND I, LP	2,318,827.	1,997,593.	2,244,820.
VERDE REALTY	45,065.		
ALLY FINANCIAL(PUBLIC IN 2014)	8,265,767.		
RRE VENTURES V	1,072,524.	1,691,963.	2,623,073.
GLOBAL ATLANTIC FINANCIAL GR	1,296,827.	1,292,740.	1,882,400.
MILLENIUM INT'L LTD	5,000,000.	15,000,000.	16,648,666.
MSDC DENALI INVESTORS, LP	1,497,297.	1,500,354.	2,173,232.
TEGEAN OFFSHORE FUND, LTD	10,000,000.	23,000,000.	23,484,791.
PALOMA INTERNATIONAL, LTD		10,000,000.	10,154,385.
TWO SIGMA SPECTRUM CAYMAN FUND		5,000,000.	5,378,686.
TOTALS	42,747,211.	71,126,204.	79,212,016.

ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
CITI CHECKING ACCOUNT		2.
	TOTAL	2.

ATTACHMENT 13

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
OTHER DECREASE- RAMIUS FUND LTD		4.
ROUNDING		4.
	TOTAL	8.

FORM 990PF - REASONABLE CAUSE EXPLANATION

UBT INCOME FOR TAX YEAR 2014 FROM FLOW THROUGH ENTITIES WAS NOT PROVIDED TO THE FOUNDATION UNTIL SEPTEMBER 2015.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
SANFORD I. WEILL PO BOX 3977 ALBANY, NY 12203	CHAIRMAN, TREAS, DIR 5.00
JOAN H. WEILL PO BOX 3977 ALBANY, NY 12203	PRESIDENT, DIRECTOR 5.00
MICHAEL T. MASIN PO BOX 3977 ALBANY, NY 12203	SECRETARY, DIRECTOR 1.00
JESSICA BIBLIOWICZ PO BOX 3977 ALBANY, NY 12203	DIRECTOR 1.00
ARTHUR MAHON PO BOX 3977 ALBANY, NY 12203	ASST SEC, ASST TREAS, DIRECTOR 1.00
KEN BIALKIN PO BOX 3977 ALBANY, NY 12203	DIRECTOR 1.00

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
TOMMY BIBLIOWICZ PO BOX 3977 ALBANY, NY 12203	DIRECTOR 1.00
DAVID BIBLIOWICZ PO BOX 3977 ALBANY, NY 12203	DIRECTOR 1.00

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
INDEPENDENT FAMILY OFFICE, LLC PO BOX 3977 ALBANY, NY 12203 PROVIDE TAX AND REPORTING SERVICES	TAX & REPORTING	92,000.
STAMOS CAPITAL PARTNERS, L.P. 450 PARK AVENUE NEW YORK, NY 10022 PROVIDE INVESTMENT MANAGEMENT	INVESTMENT MGMT	124,078.
RRE ADVISORS, LLC 130 EAST 59TH STREET NEW YORK, NY 10022 PROVIDE INVESTMENT MANAGEMENT	INVESTMENT MGMT	150,770.
STERLING AMERICAN ADVISORS V LLC 1271 AVENUE OF THE AMERICAS NEW YORK, NY 10020 PROVIDE INVESTMENT MANAGEMENT	INVESTMENT MGMT	56,600.
TOTAL COMPENSATION		423,448.

ATTACHMENT 16

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS AS CURRENT YEAR CORPUS DISTRIBUTIONS

THE WEILL FAMILY FOUNDATION
EIN: 13-6223609
TAX YEAR: 2014

PURSUANT TO REG. 53.4942(A)-3(C)(2)(IV), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT IN TAX YEAR 2014, AS A CURRENT CORPUS DISTRIBUTION, $73,817,347 OF UNUSED DISTRIBUTIONS IN TAX YEAR 2009 THAT WERE TREATED AS CORPUS DISTRIBUTIONS UNDER REG. 53.4942(A)-3(D)(1)(III) IN TAX YEAR 2009.

THEREFORE, THE FOUNDATION MEETS THE REQUIREMENTS OF IRC §170(B)(1)(A)(VII), §170(B)(1)(F)(II), AND §4942(H)(2) IN THAT DISTRIBUTIONS OUT OF CORPUS WERE MADE IN AN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED DURING THE 2014 TAX YEAR AND IN THAT THERE WAS NO REMAINING UNDISTRIBUTABLE INCOME FOR 2013 AND 2014 TAX YEARS.

THUS, THE FOUNDATION IS A CONDUIT FOUNDATION AND THE FOUNDATION QUALIFIES AS A 50% CHARITY.

Sanford I. Weill

SANFORD I. WEILL
CHAIRMAN OF
THE WEILL FAMILY FOUNDATION

DATE 10/12/15

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

SANFORD I. WEILL
JOAN H. WEILL

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JACKIE ROBINSON FOUNDATION, INC. ONE HUDSON SQUARE 75 VARICK STREET NEW YORK, NY 10013	NONE PC	GENERAL CHARITABLE PURPOSES	100,000.
HEREDITARY DISEASE FOUNDATION 3960 BROADWAY 6TH FLOOR NEW YORK, NY 10032	NONE PC	GENERAL CHARITABLE PURPOSES	10,000.
CARNEGIE HALL SOCIETY, INC. 881 SEVENTH AVENUE NEW YORK, NY 10019	NONE PC	GENERAL CHARITABLE PURPOSES	350,000.
MUSEUM OF JEWISH HERITAGE 36 BATTERY PLACE NEW YOEK, NY 10280	NONE PC	GENERAL CHARITABLE PURPOSES	12,500.
HARLEM OPERA THEATER, INC. C/O CONVENT AVENUE BAPTIST CHURCH 425 WEST 144TH STREET NEW YORK, NY 10031	NONE	GENERAL CHARITABLE PURPOSES	10,000.
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO, CA 94102	NONE PC	GENERAL CHARITABLE PURPOSES	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LANG LANG INTERNATIONAL MUSIC FOUNDATION, INC. 350 SEVENTH AVENUE SUITE 2202 NEW YORK, NY 10001	NONE PC	GENERAL CHARITABLE PURPOSES	150,000.
BOROUGH OF MANHATTAN COMMUNITY COLLEGE FDN, INC. 199 CHAMBERS STREET NEW YORK, NY 10007	NONE SO-DP	GENERAL CHARITABLE PURPOSES	5,000.
PROJECT SUNSHINE, INC. 211 EAST 43RD STREET SUITE 401 NEW YORK, NY 10017	NONE PC	GENERAL CHARITABLE PURPOSES	10,000.
BUSINESS COUNCIL FOR INT'L UNDERSTANDING, INC. 1212 AVENUE OF AMERICAS 10TH FLOOR NEW YORK, NY 10036	NONE PC	GENERAL CHARITABLE PURPOSES	2,500.
NEW YORK AND PRESBYTERIAN HOSPITAL 525 EAST 68TH STREET BOX 123 NEW YORK, NY 10065	NONE PC	GENERAL CHARITABLE PURPOSES	10,000.
CORNELL UNIVERSITY 130 E. SENECA STREET SUITE 400 ITHACA, NY 14850	NONE PC	GENERAL CHARITABLE PURPOSES	6,600.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SONOMA STATE UNIVERSITY 1801 EAST COTATI AVENUE ROHNERT, CA 94928	NONE PC	GENERAL CHARITABLE PURPOSES	175,000.
		TOTAL CONTRIBUTIONS PAID	856,600.