

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

2008

Department of the Treasury
Internal Revenue Service

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

For calendar year 2008, or tax year beginning **OCT 1, 2008**, and ending **SEP 30, 2009**
 G Check all that apply: Initial return Final return Amended return Address change Name change

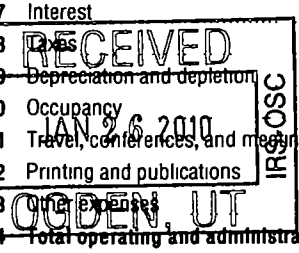
Use the IRS label. Name of foundation: **ADOLPH AND ETTA WEINBERG FOUNDATION**
Otherwise, print or type. Number and street (or P O box number if mail is not delivered to street address) Room/suite: **15510 OLIVE BRANCH DRIVE**
See Specific Instructions. City or town, state, and ZIP code: **LA MIRADA, CA 90638-2429**
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,992,207.** **J** Accounting method: Cash Accrual
 Other (specify) _____
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))		(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				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	80,940.	80,940.	80,940.	STATEMENT 2
	4 Dividends and interest from securities	1,834.	1,834.	1,834.	STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<33,913.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,221,686.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	7,504.	7,504.	7,504.	STATEMENT 4	
12 Total. Add lines 1 through 11	56,365.	90,278.	90,278.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	2,906.	2,906.	0.	0.
	b Accounting fees STMT 6	6,250.	6,250.	0.	0.
	c Other professional fees STMT 7	15,426.	15,426.	0.	0.
	17 Interest				
	18 Taxes STMT 8	60.	60.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	24,642.	24,642.	0.	0.	
25 Contributions, gifts, grants paid	134,150.			134,150.	
26 Total expenses and disbursements. Add lines 24 and 25	158,792.	24,642.	0.	134,150.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<102,427.>				
b Net investment income (if negative, enter -0-)		65,636.			
c Adjusted net income (if negative, enter -0-)			90,278.		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2008)

SCANNED JAN 28 2010



Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year		End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	25,295.	25,246.	25,246.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9	36,825.	30,066.	19,350.		
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ BANK OF THE WEST)	1,928,901.	1,829,600.	1,947,611.		
16	Total assets (to be completed by all filers)	1,991,021.	1,884,912.	1,992,207.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	1,991,021.	1,884,912.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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				
	30	Total net assets or fund balances	1,991,021.	1,884,912.		
	31	Total liabilities and net assets/fund balances	1,991,021.	1,884,912.		

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	1,991,021.
2	Enter amount from Part I, line 27a	2	<102,427.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,888,594.
5	Decreases not included in line 2 (itemize) ▶ FEDERAL TAXES	5	3,682.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,884,912.

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 BANK OF THE WEST (SEE ATTACHED)		P		VARIOUS
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,221,686.		1,255,599.	<33,913.>	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			<33,913.>	
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	<33,913.>	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	<33,913.>	

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 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))
2007	122,450.	1,370,172.	.089368
2006	92,176.	709,906.	.129843
2005	97,274.	761,603.	.127723
2004	78,047.	796,289.	.098013
2003	76,000.	792,868.	.095855

2 Total of line 1, column (d)	2	.540802
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	.108160
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	3,729,010.
5 Multiply line 4 by line 3	5	403,330.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	656.
7 Add lines 5 and 6	7	403,986.
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	134,150.

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Total credits and payments'. Total amount owed is 687.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business gross income, and substantial contributors. Most 'Yes' boxes are checked, and 'No' boxes are marked with '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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>RHONA WEINBERG GEWELBER</u> Telephone no. ► <u>562-947-7143</u> Located at ► <u>15510 OLIVE BRANCH DRIVE, LA MIRADA</u> ZIP+4 ► <u>90638</u>			
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		<input type="checkbox"/> N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ , _____ , _____		
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.) <u>N/A</u>	2b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 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 2008.) <u>N/A</u>	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 2008?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No

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) N/A

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 you answered "Yes" to 6b, also 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.

(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
RHONA WEINBERG GEWELBER 15510 OLIVE BRANCH DRIVE LA MIRADA, CA 90638-2429	PRESIDENT 0.00	0.	0.	0.
ROXANN WEINBERG 15510 OLIVE BRANCH DRIVE LA MIRADA, CA 90638-2429	DIRECTOR 0.00	0.	0.	0.
ROBERT A. WEINBERG, M.D. 15510 OLIVE BRANCH DRIVE LA MIRADA, CA 90638-2429	DIRECTOR 0.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
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	1,912,568.
b	Average of monthly cash balances	1b	1,873,229.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,785,797.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,785,797.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,787.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,729,010.
6	Minimum investment return. Enter 5% of line 5	6	186,451.

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	186,451.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,313.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,313.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	185,138.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	185,138.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	185,138.

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	134,150.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	134,150.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	134,150.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				185,138.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	37,117.			
b From 2004	38,899.			
c From 2005	59,706.			
d From 2006	57,319.			
e From 2007	55,941.			
f Total of lines 3a through e	248,982.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$	134,150.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				134,150.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	50,988.			50,988.
6 Enter the net total of each column as indicated below:	197,994.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	197,994.			
10 Analysis of line 9:				
a Excess from 2004	25,028.			
b Excess from 2005	59,706.			
c Excess from 2006	57,319.			
d Excess from 2007	55,941.			
e Excess from 2008				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the 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 of the person to whom applications should be addressed:

RHONA WEINBERG GEWELBER, 15510 OLIVE BRANCH DR., LA MIRADA, CA 90638

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

ESSAY FORM WHICH INCLUDES FEIN, PURPOSE AND FINANCIAL AMOUNT DESIRED

c Any submission deadlines:

JUNE 30

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

MUST BE AN EXEMPT ORGANIZATION UNDER IRC 501(C)(3) OR 501(C)(4)

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

- 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...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature section containing: Signature of officer or trustee (Phon Sewell), Date (1/20/10), Title (President), Preparer's signature (Ralph J. G...), Date (11/10/09), Firm's name (MOORE STEPHENS WURTH FRAZER & TORBET LLP), address (135 SOUTH STATE COLLEGE BLVD, #300, BREA, CA 92821), and Phone no. (714-990-1040).

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BANK OF THE WEST (SEE ATTACHED)	PURCHASED		VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
1,221,686.	1,255,599.	0.	0.
(F) GAIN OR LOSS	<33,913.>		
CAPITAL GAINS DIVIDENDS FROM PART IV	0.		
TOTAL TO FORM 990-PF, PART I, LINE 6A	<33,913.>		

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BANK OF THE WEST - INVESTMENT	80,940.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	80,940.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF THE WEST - INVESTMENT	1,834.	0.	1,834.
TOTAL TO FM 990-PF, PART I, LN 4	1,834.	0.	1,834.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
CALIFORNIA SELECT GROVES PARTNERSHIP INCOME	7,504.	7,504.	7,504.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,504.	7,504.	7,504.	

FORM 990-PF	LEGAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,906.	2,906.	0.	0.
TO FM 990-PF, PG 1, LN 16A	2,906.	2,906.	0.	0.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING - MOORE STEPHENS WURTH FRAZER AND TORBET, LLP	6,250.	6,250.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	6,250.	6,250.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FUND MANAGEMENT - BANK OF THE WEST APPRAISAL	15,426. 0.	15,426. 0.	0. 0.	0. 0.	0. 0.
TO FORM 990-PF, PG 1, LN 16C	15,426.	15,426.	0.	0.	0.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FRANCHISE TAX BOARD DEPARTMENT OF JUSTICE	10. 50.	10. 50.	0. 0.	0. 0.	0. 0.
TO FORM 990-PF, PG 1, LN 18	60.	60.	0.	0.	0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
CALIFORNIA SELECT GROVES	COST	30,066.	19,350.	
TOTAL TO FORM 990-PF, PART II, LINE 13		30,066.	19,350.	

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARC OF SOUTHEAST LOS ANGELES COUNTY 12049 WOODRUFF AVE, DOWNEY, CA 90241	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.		5,000.
ASSOCIATES - IMC 7150 TAMPA AVE, RESEDA, CA 91335	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.		10,000.
AUTRY NATIONAL CENTER 4700 WESTERN HERITAGE WAY, LOS ANGELES, CA 90027	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.		11,500.
CHOATE ROSEMARY HALL 333 CHRISTIAN STREET, WALLINGTON, CT 06492	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.		100.
CHP - 9/11 FOUNDATION PO BOX 3537, LA HABRA, CA 90632	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.		27,500.
CONGREGATION SHIR HA MARALOT 3652 MICHELSON DR., IRVINE, CA 92612	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.		600.
DOWNEY FAMILY YMCA 11531 DOWNEY AVE, DOWNEY, CA 90241	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.		1,000.

DOWNEY POLICE & FIRE FOUNDATION 11111 BROOKSHIRE AVE, DOWNEY, CA 90241	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	7,000.
DARTMOUTH COLLEGE 10 NORTH MAIN STREET, HANOVER, NH 03755	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	250.
HARBOR DAY ENDOWMENT CORPORATION 3443 PACIFIC VIEW DR, CORONA DEL MAR, CA 92625	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	100.
HOAG HOSPITAL FOUNDATION ONE HOAG DRIVE BLDG 44. SUITE 300, NEWPORT BEACH, CA 92663	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	7,000.
FRIENDS OF DARTMOUTH SAILING 10 NORTH MAIN STREET, HANOVER, NH 03755	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	100.
LAS FLORISTAS EAST IMPERIAL HIGHWAY, DOWNEY, CA 90242	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	5,250.
IN-N-OUT BURGER FOUNDATION 4199 CAMPUS DR 9TH FLOOR, IRVINE, CA 92612	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	1,600.
SCAN 3800 KILROY AIRPORT WAY, SUITE 100, LONG BEACH, CA 90806	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	1,000.
SINAI TEMPLE 10400 WILSHIRE BLVD, LOS ANGELES, CA 90024	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	13,000.

SPIRIT OF TROY, USC 840 CHILDS WAY, LOS ANGELES, CA 90089	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	2,000.
STEPHENS COLLEGE 1200 E BROADWAY, COLUMBIA, MO 65215	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	100.
TEMPLE BET OHR 15721 ROSECRANS AVE, LA MIRADA, CA 90638	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	3,000.
THE SALVATION ARMY PO BOX 60082, LOS ANGELES, CA 90060	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	500.
MOUNTAIN WOMENS EXCHANGE PO BOX 36, JELICO, TN 37762	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	500.
TOWN & GOWN OF USC 840 CHILDS WAY, LOS ANGELES, CA 90089	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	18,500.
USC TGJAOC 840 CHILDS WAY, LOS ANGELES, CA 90089	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	250.
WEINBERG ELEMENTARY 5245 S. VAL VISTA DR., GILBERT, AZ, 85298	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	5,000.
SAGE HILL SCHOOL 20402 NEWPORT COAST DR, NEWPORT BEACH, CA 92657	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	6,200.

ST. JUDES CHILDREN RESEARCH HOSPITAL 262 DANNY THOMAS PLACE, MEMPHIS, TN 38105	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	5,000.
THE COLBURN SCHOOL 200 SOUTH GRAND AVENUE, LOS ANGELES, CA 90012	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	1,000.
TRUSTEES OF PHILLIPS ACADEMY 180 MAIN STREET, ANDOVER, MA 01810	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	100.
USC ASSOCIATES 840 CHILDS WAY, LOS ANGELES, CA 90089	UNRESTRICTED GENERAL PURPOSE OF CHARITABLE ORG.	1,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		<u>134,150.</u>

The Weinberg Foundation
Sale of Securities
EIN: 95-6075855
FOR THE TAX YEAR OCTOBER 1, 2008 - SEPTEMBER 30, 2009

Description	Date	Proceeds	Cost	Gain/(Loss)	
Dreyfus Treasury Pnme Cash	10/31/2008	18,178 15	18,178 15	-	A
Federal Home Ln Mtg Corp Partn Gold Group	10/15/2008	1,336 79	1,375 22	(38 43)	
Government Natl Mtg Assn Gtd REMIC	10/20/2008	26,340 27	26,488 43	(148 16)	
Small Business Admin Gtd Partn Ctfs	11/10/2008	4,611 46	4,334 77	276 69	
Legg Mason Partners Aggressive Growth	11/14/2008	20,953 03	35,000 00	(14,046 97)	
Federal Home Ln Mtg Corp Partn Gold Group	11/17/2008	2,808 90	2,889 66	(80 76)	
Government Natl Mtg Assn Gtd REMIC	11/20/2008	41,352 71	41,585 32	(232 61)	
Dreyfus Treasury Pnme Cash	11/30/2008	31,547 35	31,547 35	-	A
Federal Home Ln Mtg Corp Partn Gold Group	12/15/2008	1,877 99	1,931 98	(53 99)	
Vanguard Equity Income Fund - Ad	12/17/2008	172 38	-	172 38	
Government Natl Mtg Assn Gtd REMIC	12/22/2008	9,080 72	9,131 80	(51 08)	
Mfs Institutional Equity Fd #403	12/23/2008	292 22	-	292 22	
Mfs Institutional Equity Fd #403	12/23/2008	561 33	-	561 33	
Federal Home Loan Bks Cons Bds	12/29/2008	49,772 33	47,965 50	1,806 83	
Dreyfus Treasury Pnme Cash	12/31/2008	62,290 05	62,290 05	-	A
Federal Home Ln Mtg Corp Partn Gold Group	1/15/2009	805 77	828 94	(23 17)	
Government Natl Mtg Assn Gtd REMIC	1/20/2009	99,819 70	100,381 19	(561 49)	
Dreyfus Treasury Pnme Cash	1/31/2009	89,933 90	89,933 90	-	A
Small Business Admin Gtd Dev Partn CTF	2/2/2009	19,157 85	19,505 09	(347 24)	
Small Business Admin Gtd Partn Ctfs	2/10/2009	2,796 10	2,628 33	167 77	
Federal Home Ln Mtg Corp Partn Gold Group	2/17/2009	3,842 65	3,953 13	(110 48)	
Government Natl Mtg Assn Gtd REMIC	2/20/2009	195,518 96	196,618 75	(1,099 79)	
Dreyfus Treasury Pnme Cash	2/28/2009	279,159 07	279,159 07	-	A
Small Business Admin Gtd Ln Pool	3/2/2009	11,375 66	12,036 87	(661 21)	
Ishares Tr S&P 500 Growth Index Fd	3/12/2009	17,888 21	19,624 18	(1,735 97)	
Vanguard Equity Income Fund - Ad	3/12/2009	18,682 88	35,696 29	(17,013 41)	
Federal Home Ln Mtg Corp Partn Gold Group	3/16/2009	3,684 52	3,790 45	(105 93)	
Dreyfus Treasury Pnme Cash	3/31/2009	9,181 43	9,181 43	-	A
Federal Farm Cr Bks Cons Systemwide	4/10/2009	50,000 00	50,000 00	-	
Federal Home Ln Mtg Corp Partn Gold Group	4/15/2009	4,366 83	4,492 38	(125 55)	
Dreyfus Treasury Pnme Cash	4/30/2009	12,243 33	12,243 33	-	A
Small Business Admin Gtd Partn Ctfs	5/11/2009	5,972 81	5,614 44	358 37	
Federal Home Ln Mtg Corp Partn Gold Group	5/15/2009	3,583 14	3,686 16	(103 02)	
Dreyfus Treasury Pnme Cash	5/31/2009	82,072 97	82,072 97	-	A
Federal Home Ln Mtg Corp Partn Gold Group	6/15/2009	1,396 89	1,437 05	(40 16)	
Dreyfus Treasury Pnme Cash	6/30/2009	59,497 20	59,497 20	-	A
Federal Home Loan Bks Cons Bds	7/2/2009	50,000 00	50,000 00	-	
Federal Home Ln Mtg Corp Partn Gold Group	7/15/2009	645 23	663 78	(18 55)	
Dreyfus Treasury Pnme Cash	7/31/2009	58,923 30	58,923 30	-	A
Small Business Admin Gtd Dev Partn CTF	8/3/2009	5,030 34	5,121 51	(91 17)	
US Dept HSG & Urban Dev Govt Gtd	8/3/2009	5,000 00	5,102 50	(102 50)	
Small Business Admin Gtd Partn CTFS	8/10/2009	4,258 16	4,002 67	255 49	
Federal Home Ln Mtg Corp Partn Gold Group	8/17/2009	3,475 50	3,575 42	(99 92)	
Dreyfus Treasury Pnme Cash	8/31/2009	2,371 17	2,371 17	-	A
Small Business Admin Gtd Ln Pool	9/1/2009	14,184 78	15,009 27	(824 49)	
Federal Home Ln Mtg Corp Partn Gold Group	9/15/2009	3,042 94	3,130 42	(87 48)	
Dreyfus Treasury Pnme Cash	9/30/2009	15,190 99	15,190 99	-	A
Sub-Total		<u>1,404,277 96</u>	<u>1,438,190 41</u>	<u>(33,912 45)</u>	
Dreyfus Treasury Pnme Cash	Sum of A =	182,591 70	182,591 70	-	
Total		<u>1,221,686 26</u>	<u>1,255,598 71</u>	<u>(33,912 45)</u>	