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**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 (77)

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 6/01 , **2008, and ending** 5/31 , 2009

G Check all that apply. Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

BEN B AND JOYCE E EISENBERG FOUNDATION
12400 WILSHIRE BOULEVARD #1250
LOS ANGELES, CA 90025

A Employer identification number
99-0246427

B Telephone number (see the instructions)
310-820-1232

C If exemption application is pending, check here

D 1 Foreign organizations, check here

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

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

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

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

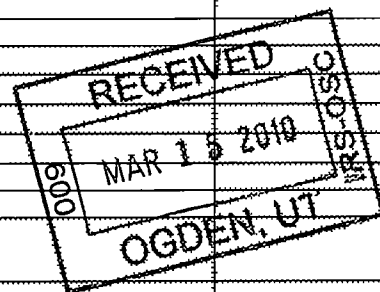
I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 56,077,934.

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

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

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------------------------------|---------------------------|-------------------------|---|
|--|------------------------------------|---------------------------|-------------------------|---|

| | | | | |
|---|------------|-------------|----|------------|
| 1 Contributions, gifts, grants, etc., received (att sch) | | | | |
| 2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 29,357. | 29,357. | | |
| 4 Dividends and interest from securities | 275,435. | 275,435. | | |
| 5a Gross rents | 1,179,396. | 1,179,396. | | |
| b Net rental income or (loss) 723,687. | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | -686,377. | STATEMENT 1 | | |
| b Gross sales price for all assets on line 6a 2,182,920. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit/(loss) (att sch) | | | | |
| 11 Other income (attach schedule) SEE STATEMENT 2 | 2,171,503. | 2,171,503. | | |
| 12 Total. Add lines 1 through 11 | 2,969,314. | 3,655,691. | 0. | |
| 13 Compensation of officers, directors, trustees, etc | 378,756. | 378,756. | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) SEE ST 3 | 25,441. | 25,441. | | |
| b Accounting fees (attach sch) | | | | |
| c Other prof fees (attach sch) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) SEE STMT 4 | 61,566. | 21,566. | | |
| 19 Depreciation (attach sch) and depletion | 78,190. | 78,190. | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) SEE STATEMENT 5 | 424,505. | 424,505. | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 968,458. | 928,458. | | |
| 25 Contributions, gifts, grants paid PART XV | 2,446,100. | | | 2,446,100. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 3,414,558. | 928,458. | 0. | 2,446,100. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -445,244. | | | |
| b Net investment income (if negative, enter 0) | | 2,727,233. | | |
| c Adjusted net income (if negative, enter 0) | | | 0. | |



SCANNED MAR 17 2010

ADMINISTRATIVE EXPENSES

614 3

| Part II | Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|-----------------------------|--|---|-------------------------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| ASSETS | 1 | Cash – non-interest-bearing | 500. | 500. | 500. |
| | 2 | Savings and temporary cash investments | 3,512,876. | 1,845,525. | 1,845,525. |
| | 3 | Accounts receivable | 88,109. | | |
| | | Less: allowance for doubtful accounts | 35,001. | 18,846. | 53,108. |
| | 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 the instructions) | | | |
| | 7 | Other notes and loans receivable (attach sch) | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | 52,134. | 50,449. | 50,449. |
| | 10a | Investments – U.S. and state government obligations (attach schedule) | 1,128,177. | 791,874. | 827,678. |
| | b | Investments – corporate stock (attach schedule) | 1,904,885. | 1,789,053. | 1,946,215. |
| | c | Investments – corporate bonds (attach schedule) | 870,171. | 709,172. | 672,233. |
| | 11 | Investments – land, buildings, and equipment, basis | 9,348,871. | | |
| | Less: accumulated depreciation (attach schedule) SEE STMT 6 | 4,959,470. | 4,360,701. | 4,389,401. | |
| 12 | Investments – mortgage loans | | | | |
| 13 | Investments – other (attach schedule) | 3,155,009. | 2,660,040. | 2,235,569. | |
| 14 | Land, buildings, and equipment, basis | | | | |
| | Less: accumulated depreciation (attach schedule) | | | | |
| 15 | Other assets (describe SEE STATEMENT 7) | 9,242,366. | 11,553,726. | 38,446,657. | |
| 16 | Total assets (to be completed by all filers – see instructions Also, see page 1, item I) | 24,245,665. | 23,842,848. | 56,077,934. | |
| LIABILITIES | 17 | Accounts payable and accrued expenses | 1,747. | 47,311. | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe SEE STATEMENT 8) | 104,130. | 100,993. | |
| | 23 | Total liabilities (add lines 17 through 22) | 105,877. | 148,304. | |
| NET ASSETS OR FUND BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. | | <input type="checkbox"/> | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | | <input checked="" type="checkbox"/> | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, building, and equipment fund | 33,998,098. | 33,998,098. | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | -9,858,310. | -10,303,554. | | |
| 30 | Total net assets or fund balances (see the instructions) | 24,139,788. | 23,694,544. | | |
| 31 | Total liabilities and net assets/fund balances (see the instructions) | 24,245,665. | 23,842,848. | | |

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 | 24,139,788. |
| 2 | Enter amount from Part I, line 27a | 2 | -445,244. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 23,694,544. |
| 5 | Decreases not included in line 2 (itemize) | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 23,694,544. |

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 shares MLC Company) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|---|-------------------------------------|
| 1a SHORT TERM - SEE ATTACHED SCHEDULE | P | VARIOUS | VARIOUS |
| b LONG TERM - SEE ATTACHED SCHEDULE | P | VARIOUS | VARIOUS |
| 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 715,670. | | 991,352. | -275,682. |
| b 1,467,250. | | 1,877,242. | -409,992. |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a | | | -275,682. |
| b | | | -409,992. |
| 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 | -685,674. |
| 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 the 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.

| (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 (column (b) divided by column (c)) |
|--|---------------------------------------|--|--|
| 2007 | 2,446,817. | 50,412,236. | 0.048536 |
| 2006 | 2,326,440. | 49,338,039. | 0.047153 |
| 2005 | 2,317,520. | 49,508,224. | 0.046811 |
| 2004 | 2,495,394. | 49,927,633. | 0.049980 |
| 2003 | 1,849,535. | 49,077,949. | 0.037686 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | 0.230166 |
| 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 | 0.046033 |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | 4 | 56,967,367. |
| 5 Multiply line 4 by line 3 | 5 | 2,622,379. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 27,272. |
| 7 Add lines 5 and 6 | 7 | 2,649,651. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 2,446,100. |

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 the instructions)

| | | | |
|--|----|---------|---------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter. _____ (attach copy of ruling letter if necessary – see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 54,545. |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 54,545. |
| 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 | 54,545. |
| 6 Credits/Payments | | | |
| a 2008 estimated tax pmts and 2007 overpayment credited to 2008 | 6a | 53,208. | |
| b Exempt foreign organizations – tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 10,000. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 63,208. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 1,187. | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 7,476. | |
| 11 Enter the amount of line 10 to be: Credited to 2009 estimated tax 7,476. Refunded | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|-----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i> | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i> | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i> | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>CA</u> | | |
| b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i> | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i> | | X |

Part VII-A Statements Regarding Activities Continued

| | | | | | |
|----|---|-------------------|---------------|--------------|-----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | SEE STATEMENT 9 | 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 | N/A | 13 | X | |
| 14 | The books are in care of | RICHARD A. BENDER | Telephone no. | 310-820-1232 | |
| | Located at | SAME ADDRESS | ZIP + 4 | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | | 15 | N/A | 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 checked="" type="checkbox"/> Yes | <input 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here | | <input type="checkbox"/> |
| 1b | | | X |
| 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? If 'Yes,' list the years | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| | 20__ , 20__ , 20__ , 20__ . | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.) | | |
| 2b | | | N/A |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here | | |
| | 20__ , 20__ , 20__ , 20__ . | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <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.) | | |
| 3b | | | N/A |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | |
| 4a | | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (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 N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

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

6b X

If 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?

7b N/A

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 |
|--|--|---|---|---------------------------------------|
| JOYCE EISENBERG-KEEFER 127 E. 9TH ST., SUITE 801 LOS ANGELES, CA 90015 | PRES./DIR. 40.00 | 200,000. | 58,756. | 0. |
| RICHARD A BENDER 12400 WILSHIRE BLVD., # 1250 LOS ANGELES, CA 90025 | SECRETARY/TR 10.00 | 120,000. | 0. | 0. |
| EDNA WEISS 12400 WILSHIRE BLVD., #1250 LOS ANGELES, CA 90025 | DIRECTOR 0 | 0. | 0. | 0. |
| JOYCE GREEN 12400 WILSHIRE BLVD., #1250 LOS ANGELES, CA 90025 | DIRECTOR 0 | 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 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 – (see instructions). If none, enter 'NONE.'

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| | | 0 |

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 NONE | |
| ----- | |
| 2 | |
| ----- | |
| 3 | |
| ----- | |
| 4 | |
| ----- | |

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

| | Amount |
|---|--------|
| 1 NONE | |
| ----- | |
| 2 | |
| ----- | |
| All other program-related investments See instructions. | |
| 3 | |
| | 0. |

Total. Add lines 1 through 3 ▶ 0.

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

| | | | |
|---|--|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes. | | |
| a | Average monthly fair market value of securities | 1a | 6,014,635. |
| b | Average of monthly cash balances | 1b | 3,373,599. |
| c | Fair market value of all other assets (see instructions) | 1c | 48,446,656. |
| d | Total (add lines 1a, b, and c) | 1d | 57,834,890. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) SEE STATEMENT 10 | 1e | 1,373,467. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 57,834,890. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 867,523. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 56,967,367. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 2,848,368. |

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 | 2,848,368. |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 54,545. |
| b | Income tax for 2008. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 54,545. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,793,823. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 2,793,823. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 2,793,823. |

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 | 2,446,100. |
| 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 | 2,446,100. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 2,446,100. |

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 | | | | 2,793,823. |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 2,093,277. | |
| b Total for prior years: 20 __, 20 __, 20 __ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2008: | | | | |
| a From 2003 | | | | |
| b From 2004 | | | | |
| c From 2005 | | | | |
| d From 2006 | | | | |
| e From 2007 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4. ▶ \$ 2,446,100. | | | | |
| a Applied to 2007, but not more than line 2a | | | 2,093,277. | |
| 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 | | | | 352,823. |
| 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).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount — see instructions | | 0. | | |
| e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount — see instructions | | | 0. | |
| f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 | | | | 2,441,000. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2004 | | | | |
| b Excess from 2005 | | | | |
| c Excess from 2006 | | | | |
| d Excess from 2007 | | | | |
| e Excess from 2008 | | | | |

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 | | | | (e) Total |
|---|----------|----------|----------|----------|-----------|
| | (a) 2008 | (b) 2007 | (c) 2006 | (d) 2005 | |
| 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 organization had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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 SEE SCHEDULE | | | PROGRAMS AND FACILITIES | 2,446,100. |
| Total | | | | ▶ 3a 2,446,100. |
| b Approved for future payment SEE SCHEDULE | | | PROGRAMS AND FACILITIES | 5,700,000. |
| Total | | | | ▶ 3b 5,700,000. |

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

STATEMENT 1
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

| | | | |
|----------------------|------------|---------|-------------------|
| DESCRIPTION: | 12613 | | |
| DATE ACQUIRED: | 9/29/1997 | | |
| HOW ACQUIRED: | PURCHASE | | |
| DATE SOLD: | 5/31/2009 | | |
| TO WHOM SOLD: | | | |
| GROSS SALES PRICE: | | 0. | |
| COST OR OTHER BASIS: | | 81,165. | |
| BASIS METHOD: | COST | | |
| DEPRECIATION: | | 81,165. | |
| | | | GAIN (LOSS) 0. |
| | | | |
| DESCRIPTION: | 12619 | | |
| DATE ACQUIRED: | 3/02/1998 | | |
| HOW ACQUIRED: | PURCHASE | | |
| DATE SOLD: | 5/31/2009 | | |
| TO WHOM SOLD: | | | |
| GROSS SALES PRICE: | | 0. | |
| COST OR OTHER BASIS: | | 6,530. | |
| BASIS METHOD: | COST | | |
| DEPRECIATION: | | 6,422. | |
| | | | GAIN (LOSS) -108. |
| | | | |
| DESCRIPTION: | 7248 | | |
| DATE ACQUIRED: | 10/27/1997 | | |
| HOW ACQUIRED: | PURCHASE | | |
| DATE SOLD: | 5/31/2009 | | |
| TO WHOM SOLD: | | | |
| GROSS SALES PRICE: | | 0. | |
| COST OR OTHER BASIS: | | 1,679. | |
| BASIS METHOD: | COST | | |
| DEPRECIATION: | | 1,679. | |
| | | | GAIN (LOSS) 0. |
| | | | |
| DESCRIPTION: | 7256 | | |
| DATE ACQUIRED: | 1/12/1998 | | |
| HOW ACQUIRED: | PURCHASE | | |
| DATE SOLD: | 5/31/2009 | | |
| TO WHOM SOLD: | | | |
| GROSS SALES PRICE: | | 0. | |
| COST OR OTHER BASIS: | | 35,687. | |
| BASIS METHOD: | COST | | |
| DEPRECIATION: | | 35,092. | |
| | | | GAIN (LOSS) -595. |
| | | | |
| DESCRIPTION: | 12612 | | |
| DATE ACQUIRED: | 12/31/2000 | | |
| HOW ACQUIRED: | PURCHASE | | |
| DATE SOLD: | 5/31/2009 | | |
| TO WHOM SOLD: | | | |
| GROSS SALES PRICE: | | 0. | |
| COST OR OTHER BASIS: | | 17,913. | |
| BASIS METHOD: | COST | | |
| DEPRECIATION: | | 17,913. | |
| | | | GAIN (LOSS) 0. |

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

STATEMENT 1 (CONTINUED)
 FORM 990-PF, PART I, LINE 6A
 NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
 ASSETS NOT INCLUDED IN PART IV

| | | | | |
|----------------------|------------|---------|-------------|--------------|
| DESCRIPTION: | 7240 | | | |
| DATE ACQUIRED: | 11/19/2001 | | | |
| HOW ACQUIRED: | PURCHASE | | | |
| DATE SOLD: | 5/31/2009 | | | |
| TO WHOM SOLD: | | | | |
| GROSS SALES PRICE: | | 0. | | |
| COST OR OTHER BASIS: | | 42,652. | | |
| BASIS METHOD: | COST | | | |
| DEPRECIATION: | | 42,652. | | |
| | | | GAIN (LOSS) | 0. |
| | | | | |
| DESCRIPTION: | 12626 | | | |
| DATE ACQUIRED: | 5/31/2004 | | | |
| HOW ACQUIRED: | PURCHASE | | | |
| DATE SOLD: | 5/31/2009 | | | |
| TO WHOM SOLD: | | | | |
| GROSS SALES PRICE: | | 0. | | |
| COST OR OTHER BASIS: | | 6,793. | | |
| BASIS METHOD: | COST | | | |
| DEPRECIATION: | | 6,793. | | |
| | | | GAIN (LOSS) | 0. |
| | | | TOTAL \$ | <u>-703.</u> |

STATEMENT 2
 FORM 990-PF, PART I, LINE 11
 OTHER INCOME

| | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------|-----------------------------|---------------------------------|-------------------------------|
| INCOME FROM PARTNERSHIPS | \$ 505,120. | | |
| NEW MART TITLE HOLDING CO | 1,666,383. | | |
| TOTAL | \$ <u>2,171,503.</u> | \$ 0. | 0. |

STATEMENT 3
 FORM 990-PF, PART I, LINE 16A
 LEGAL FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| LEGAL RE CORP. MATTERS | \$ 25,441. | \$ 25,441. | | |
| TOTAL | \$ <u>25,441.</u> | \$ <u>25,441.</u> | \$ 0. | \$ 0. |

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAXES | \$ 40,000. | | | |
| FOREIGN TAXES ON DIVIDENDS | 4,044. | \$ 4,044. | | |
| PAYROLL TAXES | 17,522. | 17,522. | | |
| TOTAL | <u>\$ 61,566.</u> | <u>\$ 21,566.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| INVESTMENT FEES | \$ 43,275. | \$ 43,275. | | |
| OFFICE EXPENSE | 878. | 878. | | |
| RENTAL EXPENSES | 377,519. | 377,519. | | |
| TELEPHONE | 2,833. | 2,833. | | |
| TOTAL | <u>\$ 424,505.</u> | <u>\$ 424,505.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

STATEMENT 6
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

| CATEGORY | BASIS | ACCUM. DEPREC. | BOOK VALUE | FAIR MARKET VALUE |
|--------------|----------------------|----------------------|----------------------|-----------------------|
| BUILDINGS | \$ 4,190,000. | \$ 3,959,709. | \$ 230,291. | \$ 500,000. |
| IMPROVEMENTS | 1,383,871. | 999,761. | 384,110. | 0. |
| LAND | 3,775,000. | | 3,775,000. | 9,500,000. |
| TOTAL | <u>\$ 9,348,871.</u> | <u>\$ 4,959,470.</u> | <u>\$ 4,389,401.</u> | <u>\$ 10,000,000.</u> |

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

| | BOOK VALUE | FAIR MARKET VALUE |
|--|-----------------------|-----------------------|
| EISENBERG-CORNELL PARTNERSHIP | \$ 65,565. | \$ 194,632. |
| EISENBERG-WALD PARTNERSHIP | 2,231,389. | 5,299,237. |
| INVESTMENT IN EISENBERG NEW MART BLDG. | 7,755,214. | 31,451,230. |
| JHA E. 7 LLC REC. | 1,500,557. | 1,500,557. |
| MISCELLANEOUS | 1,001. | 1,001. |
| TOTAL | <u>\$ 11,553,726.</u> | <u>\$ 38,446,657.</u> |

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

**STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES**

| | |
|--------------------------|--------------------------|
| TENANT SECURITY DEPOSITS | \$ 100,993. |
| | TOTAL \$ <u>100,993.</u> |

**STATEMENT 9
FORM 990-PF, PART VII-A, LINE 11
CONTROLLED ENTITY TRANSFERS**

TRANSFERS FROM CONTROLLED ENTITY

| | | |
|--------------------------|---|--------------------------|
| CONTROLLED ENTITY NAME: | EISENBERG PROPERTIES - NEW MART BLD | |
| ADDRESS: | 127 E 9TH ST | |
| ADDRESS: | LOS ANGELES, CA 90015 | |
| FEDERAL EIN: | 95-4793324 | |
| DESCRIPTION OF TRANSFER: | DISTRIBUTION OF EXCESS FUNDS FROM TITLE HOLDING 501(C)(2) CORP | |
| AMOUNT OF TRANSFER: | | \$ 840,000. |
| | | TOTAL \$ <u>840,000.</u> |

**STATEMENT 10
FORM 990-PF, PART X, LINE 1E
REDUCTIONS CLAIMED FOR BLOCKAGE OR OTHER FACTORS**

| | |
|---|--|
| DESCRIPTION OF ASSET OR ASSET GROUP: | 50% PARTNERSHIP INTEREST IN EISENBERG - WALD PARTNERSHIP. THIS PARTNERSHIP OWNS AND LEASES COMMERCIAL REAL ESTATE. |
| PERCENTAGE OF SECURITIES OUTSTANDING: | 50% |
| FMV OF ASSET PRIOR TO DISCOUNT: | \$ 6,624,047. |
| AMOUNT OF DISCOUNT CLAIMED: | \$ 1,324,809. |
| EXPLANATION OF WHY THE CLAIMED DISCOUNT IS APPROPRIATE IN THE VALUATION: | REPRESENTS DISCOUNT FOR FRACTIONAL INTEREST IN A PARTNERSHIP AND LACK OF MARKETABILITY. |

| | |
|---|--|
| DESCRIPTION OF ASSET OR ASSET GROUP: | 45% INTEREST IN EISENBERG-CORNELL-ROSE PARTNERSHIP. THIS PARTNERSHIP OWNS AND LEASES COMMERCIAL REAL ESTATE. |
| PERCENTAGE OF SECURITIES OUTSTANDING: | 45% |
| FMV OF ASSET PRIOR TO DISCOUNT: | \$ 243,290. |
| AMOUNT OF DISCOUNT CLAIMED: | \$ 48,658. |
| EXPLANATION OF WHY THE CLAIMED DISCOUNT IS APPROPRIATE IN THE VALUATION: | REPRESENTS DISCOUNT FOR FRACTIONAL INTEREST IN A PARTNERSHIP, LACK OF MARKETABILITY, AND LACK OF CONTROL. |

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

STATEMENT 11
 FORM 990-PF, PART XVII, LINE 2B
 ORGANIZATION AFFILIATED WITH TAX EXEMPT ORGANIZATION(S)

| (A) NAME OF ORGANIZATION | (B) TYPE OF ORGANIZATION | (C) DESCRIPTION OF RELATIONSHIP |
|-----------------------------|-----------------------------|---|
| BEN EISENBERG PROP.- NEW | 501 (C) (2) | HOLDING TITLE TO PROPERTY, COLLECTING INCOME THEREFROM, AND TURNING OVER THE ENTIRE AMOUNT THEREOF, LESS EXPENSES, TO THE REPORTING ORGANIZATION. DURING THE TAX YEAR, \$5,809,755 WAS COLLECTED IN RENTS, AND \$3,601,503 WAS PAID OUT IN EXPENSES, EXCLUSIVE OF DEPRECIATION OF THE PROPERTY. IN ADDITION, \$1,339,428 OF IMPROVEMENTS WERE ADDED TO THE PROPERTY. \$840,000 WAS REMITTED TO BEN B AND JOYCE E EISENBERG FOUNDATION DURING THIS YEAR. |
| MART BUILDING, INC. | | |

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

- PART XV, LINE 2A: RICHARD A BENDER
12400 WILSHIRE BLVD., SUITE 1250
LOS ANGELES, CA 90025
(310) 820-1232
- PART XV, LINE 2B: LETTER OUTLINING SPECIFIC PURPOSE OF REQUEST,
BUDGET AND OPERATING STATEMENT, INFO ABOUT THE
REQUESTING ORGANIZATION, AND IRS DETERMINATION
LETTER
- PART XV, LINE 2D: GENERALLY RESTRICTED TO HEALTH AND WELFARE WITH
EMPHASIS ON THE ELDERLY, CHILDREN, MEDICAL
RESEARCH, AND ISRAEL

BEN B AND JOYCE E EISENBERG FOUNDATION
(99-0246427)
FEDERAL FORM 990PF, PART I, LINE 5b
NET RENTAL INCOME
TAX YEAR 6/1/08 TO 5/31/09

| | |
|--------------------------------|-----------------------|
| RENTAL INCOME | <u>1,179,396</u> |
| RENTAL EXPENSES: | |
| BAD DEBTS, UNCOLLECTIBLE RENTS | 35,001 |
| BUILDING PROMOTIONS | 1,001 |
| EMPLOYEE BENEFIT | - |
| FIRE & ALARM | 900 |
| INSURANCE | 35,428 |
| LEGAL FEES | 978 |
| MISCELLANEOUS | 3,101 |
| OFFICE EXPENSE | 2,629 |
| OUTSIDE SERVICES | 60,000 |
| PEST CONTROL | 2,964 |
| PROPERTY AND OTHER TAXES | 133,595 |
| REPAIR & MAINTENANCE | 88,842 |
| SALARIES & WAGES | - |
| TELEPHONE | 2,833 |
| TRASH REMOVAL | 2,396 |
| UTILITIES | <u>7,851</u> |
| | 377,518 |
| DEPRECIATION | <u>78,190</u> |
| TOTAL RENTAL EXPENSES | <u>455,708</u> |
| NET RENTAL INCOME | <u><u>723,688</u></u> |

BEN B AND JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990PF, PART I, LINE 6, STATEMENT 1
TAX YEAR 6/1/08 TO 5/31/09

| DESCRIPTION | DATE ACQUIRED | DATE SOLD | SALES PROCEEDS | COST | GAIN (LOSS) |
|---|---------------|------------|----------------|----------------|------------------|
| UBS PAINWEBBER--ACCOUNT # TP 6315055 | | | | | |
| SHORT TERM | | | | | |
| 50000 FHLMTN CALL 06 000% Due 033022 | 09/23/08 | 03/30/09 | 50,000 | 50,930 | (930) |
| 1000 KEYCORP NEW | 06/12/08 | 05/26/09 | 4,981 | 11,750 | (6,769) |
| Return of Pncipal GNMA PL 6 5 Due 2/20/24 | Various | Various | 137 | 137 | - |
| Return of Pncipal GNMA PL 6 5 Due 3/20/24 | Various | Various | 116 | 116 | - |
| Return of Pncipal GNMA PL 7 000 Due 09/20/25 | Various | Various | 217 | 217 | - |
| Return of Pncipal FHLM 6 0 Due 5/1/17 | Various | Various | 4,757 | 4,757 | - |
| Return of Pncipal GNMA PL 6 0 Due 9/20/31 | Various | Various | 2,947 | 2,947 | - |
| Return of Pncipal GNMA PL 6 0 Due 4/15/29 | Various | Various | 2,675 | 2,675 | - |
| Return of Pncipal GNMA PL 5 5 DUE 11/20/34 | Various | Various | 2,520 | 2,520 | - |
| SUBTOTAL OF PAINWEBBER SHORT TERM GAIN/LOSS | | | <u>68,350</u> | <u>76,049</u> | <u>(7,699)</u> |
| LONG TERM | | | | | |
| 600 WHOLE FOODS MARKET INC | 01/26/04 | 08/11/08 | 11,731 | 20,946 | (9,215) |
| 400 WHOLE FOODS MARKET INC | 11/01/06 | 08/11/08 | 7,820 | 19,603 | (11,783) |
| MORGAN J P & CO 06 25% | 10/24/02 | 01/15/09 | 25,000 | 25,780 | (780) |
| 4 NICHOLAS APPLGATE CONV & INCOME FUNI | 05/21/03 | 02/05/09 | 100,000 | 100,000 | - |
| 6 PIMCO FLOATING RATE STRATEGY FUND | 08/12/05 | 02/05/09 | 11 | 110 | (98) |
| 25000 BANKAMERICA CORP SENIOR 05 875% | 04/27/04 | 02/15/09 | 25,000 | 27,387 | (2,387) |
| SUBTOTAL OF PAINWEBBER LONG TERM GAIN/LOSS | | | <u>169,562</u> | <u>193,826</u> | <u>(24,264)</u> |
| SUBTOTAL OF PAINWEBBER GAIN/LOSS | | | <u>237,912</u> | <u>269,875</u> | <u>(31,962)</u> |
| NORTHERN TRUST--ACCOUNT # 23-03413 | | | | | |
| SHORT TERM | | | | | |
| 195000 US TREAS NTS DTD 00129 05 125% DUE 06/30/ | 3/6/2008 | 6/2/2008 | 195,472 | 197,186 | (1,714) |
| 270 ADR ARCELORMITTAL SA LUXEMBOURG N Y REGISTRY SH | 12/19/2007 | 6/13/2008 | 25,670 | 19,098 | 6,572 |
| 35000 US TREAS NTS DTD 01/31/08 2 125% DUE | 2/12/2008 | 7/25/2008 | 34,817 | 35,104 | (287) |
| 540 MFB NORTHN MULTI-MGR MID CAP FD MID FOR NMMCX | 12/19/2007 | 9/8/2008 | 5,371 | 5,948 | (578) |
| 375 NOKIA CORP SPONSORED ADR | 9/28/2007 | 9/8/2008 | 7,447 | 14,162 | (6,714) |
| 600 BANK NEW YORK MELLON CORP COM STK | 1/28/2008 | 9/30/2008 | 18,587 | 26,802 | (8,215) |
| 195000 US TREAS NTS DTD 00138 4 625 DUE 09-30-2008 REG | 6/2/2008 | 9/30/2008 | 195,000 | 196,721 | (1,721) |
| 155 ADR ARCELORMITTAL SA LUXEMBOURG N Y REGISTRY SH | 12/19/2007 | 10/6/2008 | 5,837 | 10,963 | (5,127) |
| 125 MONSANTO CO NEW | 5/29/2008 | 10/6/2008 | 9,426 | 15,457 | (6,030) |
| 256 MFB NORTHN FDS GLOBAL REAL ESTATE INDEX FD | 12/19/2007 | 11/19/2008 | 1,093 | 2,681 | (1,588) |
| 120 RESEARCH IN MOTION LTD | 4/28/2008 | 1/14/2009 | 5,432 | 14,662 | (9,230) |
| 275 CATERPILLAR INC , COMMON | 5/29/2008 | 1/28/2009 | 9,069 | 22,843 | (13,774) |
| 93000 US TREAS NTS 4 5 DUE 02-15-2009 REG | 10/31/2008 | 2/17/2009 | 93,000 | 93,921 | (921) |
| 5000 UNITED STATES TREAS NTS 4% NTS 15/08/18 USD1000 4% | 10/2/2008 | 3/5/2009 | 5,490 | 5,130 | 360 |
| 200 GOLDMAN SACHS GROUP INC | 3/16/2009 | 4/2/2009 | 22,846 | 19,569 | 3,277 |
| 290 #REORG/COVIDEN LTD PLAN OF REORG TO COVIDEN PLC | 9/30/2008 | 4/2/2009 | 9,630 | 15,450 | (5,820) |
| 30 INTL BUSINESS MACHINES | 8/7/2008 | 5/27/2009 | 3,133 | 3,874 | (741) |
| MAF FUNDS SHORT TERM CAPITAL LOSS - FROM FORM K-1 | | | - | 215,733 | (215,733) |
| SUBTOTAL OF SHORT TERM GAIN /LOSS | | | <u>647,320</u> | <u>915,303</u> | <u>(267,983)</u> |
| LONG TERM | | | | | |
| 40 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 6/11/2008 | 40 | 39 | 1 |
| 46 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 7/11/2008 | 46 | 45 | 1 |
| 3000 US TREAS NTS DTD 00103 3 875% DUE 09/15 | 10/12/2005 | 7/25/2008 | 3,073 | 2,974 | 99 |
| 15000 US TREAS NTS DTD 001034 4 875% DUE 08/15 | 8/8/2006 | 7/25/2008 | 15,378 | 15,007 | 371 |
| 25000 US TREAS NTS 4 625 due 11-15-2009 REG | 2/9/2007 | 7/25/2008 | 25,700 | 24,869 | 831 |
| 325 HARTFORD FINL SVCS GROUP | 1/31/2007 | 7/31/2008 | 20,516 | 30,596 | (10,080) |
| 535 MICROSOFT CORP COM | 4/17/2000 | 8/7/2008 | 14,679 | 21,877 | (7,198) |
| 41 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 8/11/2008 | 41 | 40 | 1 |

BEN B AND JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990PF, PART I, LINE 6, STATEMENT 1
TAX YEAR 6/1/08 TO 5/31/09

| DESCRIPTION | DATE ACQUIRED | DATE SOLD | SALES PROCEEDS | COST | GAIN (LOSS) |
|---|---------------|------------|------------------|------------------|------------------|
| 200 NATL-OILWELL INC | 4/18/2007 | 8/13/2008 | 14,359 | 7,968 | 6,391 |
| 20000 CITIBANK CR CARD ISSUANCE TR SER 2003-A8CL A8 | 8/8/2003 | 8/15/2008 | 20,000 | 19,980 | 20 |
| 25000 FNMA NT 3 25 08-15-2008 | 8/22/2003 | 8/15/2008 | 25,000 | 25,000 | - |
| 15233 MFB NORTHN MULTI-MANAGER MID CAP FD MID FOR NMMCS | 1/31/2007 | 8/25/2008 | 151,568 | 170,000 | (18,432) |
| 12820 MFB NORTHN FDS LARGE CAP VALUE FD | 8/14/2002 | 8/25/2008 | 126,025 | 131,219 | (5,195) |
| 75 GOLDMAN SACHS FROUP INC | 2/14/2002 | 9/8/2008 | 12,588 | 6,455 | 6,134 |
| 210 NOKIA CORP SPONSORED ADR | 4/18/2007 | 9/8/2008 | 4,171 | 5,027 | (857) |
| 44 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 9/11/2008 | 41 | 40 | 1 |
| 255 APPLE COMPUTER INC | 7/28/2006 | 9/30/2008 | 28,280 | 16,564 | 11,716 |
| 100 GOLDMAN SACHS FROUP INC | 4/17/2000 | 9/30/2008 | 12,786 | 8,330 | 4,456 |
| 10000 MORGAN STANLEY GLOBAL SUB NT 4 75% DUE 04-01-2014 | 3/23/2004 | 10/2/2008 | 5,075 | 9,911 | (4,836) |
| 600 AMERICAN EXPRESS CO | 6/25/2004 | 10/6/2008 | 17,293 | 26,813 | (9,520) |
| 47 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 10/14/2008 | 47 | 45 | 1 |
| 10000 AMERN GEN FIN CORP MEDIUM TERM SR NTS TRANCH # TR | 11/18/2005 | 10/15/2008 | 3,575 | 10,029 | (6,454) |
| 55000 FHLB PREASSIGN 00121 5 10-16-2009/10-16-2008 | 12/6/2006 | 10/16/2008 | 55,000 | 55,086 | (86) |
| 75 MC DONALDS CORP COMMON | 7/17/2006 | 10/20/2008 | 4,177 | 2,618 | 1,559 |
| 780000 UNITED STATES TREAS NTS 4 75 DUE 08-15-2017 BEO | 8/30/2007 | 10/22/2008 | 84,243 | 79,438 | 4,805 |
| 15000 PUB SVC ELEC GAS CO SECD | 11/6/2003 | 11/3/2008 | 15,000 | 14,986 | 14 |
| 42 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 11/12/2008 | 42 | 41 | 1 |
| 300 EXXON MOBIL CORP | 4/17/2000 | 11/13/2008 | 21,292 | 11,712 | 9,580 |
| 150 PRUDENTIAL FINL INCO | 4/18/2007 | 11/13/2008 | 3,441 | 14,121 | (10,680) |
| 33882 MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD | 4/18/2007 | 11/19/2008 | 145,017 | 433,975 | (288,958) |
| 47 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 12/11/2008 | 47 | 46 | 1 |
| 145000 FNMA PREASSIGN 00312 3 375 12-15-2008 | 10/27/2008 | 12/15/2008 | 145,000 | 145,047 | (47) |
| 42 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 11/2/2009 | 42 | 41 | 1 |
| 195 EXELON CORP | 6/2/2006 | 1/14/2009 | 10,058 | 11,369 | (1,311) |
| 850 BK AMER CORP COM | 1/24/2003 | 1/20/2009 | 4,513 | 29,950 | (25,436) |
| 350 PRINCIPAL FINANCIAL GROUP | 1/25/2005 | 1/20/2009 | 4,854 | 13,997 | (9,142) |
| 190 MC DONALDS CORP COMMON | 7/17/2006 | 2/10/2009 | 10,918 | 6,631 | 4,287 |
| 217 WATERS CORP | 4/18/2007 | 2/10/2009 | 8,640 | 12,983 | (4,343) |
| 42 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 2/11/2009 | 43 | 41 | 2 |
| 58 WATERS CORP | 4/18/2007 | 2/11/2009 | 2,262 | 3,470 | (1,208) |
| 28000 US TREAS NTS 4 5 DUE 2-15-09 REG | 5/19/2003 | 2/17/2009 | 28,000 | 27,932 | 68 |
| 20000 UNITED STATES TREAS NTS 4 75 DUE 08-15-2017 BEO | 8/30/2007 | 3/5/2009 | 23,029 | 20,369 | 2,660 |
| 58 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 3/11/2009 | 58 | 57 | 1 |
| 275 AFLAC INC | 10/25/2007 | 3/16/2009 | 4,349 | 16,854 | (12,506) |
| 20000 DEERE JOHN CAP CORP MEDIUM TERM NTS-BKTRANCHE TR | 1/5/2006 | 3/16/2009 | 20,000 | 19,983 | 17 |
| 175 JOHNSON & JOHNSON | 1/31/2007 | 3/20/2009 | 9,005 | 10,540 | (1,535) |
| 25000 INTL LEASE FIN CORP- MEDIUM TER TRANCHE #TR | 11/6/2006 | 3/24/2009 | 13,500 | 24,955 | (11,455) |
| 5000 PRIN LIFE INC FUNDINGS TRS SECD TRANCHE MED TERM | 3/22/2004 | 4/1/2009 | 5,000 | 4,989 | 11 |
| 155 PEPSICO INC | 1/8/2001 | 4/2/2009 | 8,233 | 7,128 | 1,105 |
| 43 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 4/13/2009 | 43 | 42 | 1 |
| 240 ABBOTT LABORATORIES | 4/8/2008 | 4/16/2009 | 10,219 | 12,960 | (2,741) |
| 160 CHEVRONTXACO CORP COM | 1/31/2007 | 4/16/2009 | 10,506 | 11,688 | (1,182) |
| 375 ACCENTURE LTD BERMUDA CL A | 1/31/2007 | 4/16/2009 | 10,266 | 13,999 | (3,732) |
| 49 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 5/11/2009 | 49 | 47 | 1 |
| 75 CHEVRONTXACO CORP COM | 1/31/2007 | 5/14/2009 | 5,085 | 5,479 | (393) |
| 85 EXXON MOBIL CORP | 3/17/2000 | 5/14/2009 | 5,918 | 3,299 | 2,619 |
| 530 PROCTER & GAMBLE CO | 1/31/2007 | 5/14/2009 | 27,067 | 25,377 | 1,690 |
| 17975 CMO BANC AMER COML MTG INC 2001-PB1 PASSTHRU CTF | 1/2/2002 | 5/19/2009 | 18,316 | 17,437 | 879 |
| 325 BECTON DICKINSON & CO | 1/31/2007 | 5/27/2009 | 21,844 | 24,969 | (3,125) |
| 375 ECOLAB INC | 12/26/2000 | 5/27/2009 | 14,036 | 7,779 | 6,257 |
| 165 INTL BUSINESS MACHINES | 4/28/2008 | 5/27/2009 | 17,231 | 20,195 | (2,964) |
| 425 MICROCHIP TECHNOLOGY INC | 1/31/2007 | 5/27/2009 | 9,273 | 14,735 | (5,461) |
| 630 SCHWAB CHARLES CORP COMMON STOCK | 5/16/2008 | 5/27/2009 | 10,900 | 14,245 | (3,345) |
| 10000 ALLSTATE LIFE GLOBAL FDG SECD MEDIUMTERMTN 44 5 DUE MAF FUNDS LONG TERM CAPITAL GAIN - FROM FORM K-1 | 5/20/2004 | 5/29/2009 | 10,000 | 9,980 | 20 |
| | | | 890 | | 890 |
| SUBTOTAL OF LONG TERM GAIN/LOSS | | | <u>1,297,687</u> | <u>1,683,416</u> | <u>(385,728)</u> |
| SUBTOTAL OF NORTHERN TRUST GAIN/LOSS | | | <u>1,945,007</u> | <u>2,598,719</u> | <u>(653,712)</u> |
| GRAND TOTAL | | | <u>2,182,919</u> | <u>2,868,594</u> | <u>(685,674)</u> |
| GAIN/LOSS RECAP | | | | | |
| TOTAL OF SHORT TERM GAIN/LOSS | | | 715,670 | 991,352 | (275,682) |
| TOTAL OF LONG TERM GAIN/LOSS | | | <u>1,467,250</u> | <u>1,877,242</u> | <u>(409,992)</u> |
| | | | <u>2,182,919</u> | <u>2,868,594</u> | <u>(685,674)</u> |

B: 3. JOYCE E. EISENBERG FOUNDATION
(99-0246427)
FORM 990PF, PART I, LINE 11, STATEMENT 2
AND
CALIFORNIA FORM 199, PART II, LINE 7
OTHER INCOME
TAX YEAR 6/1/08 TO 5/31/09

| | |
|---|------------------|
| PARTNERSHIP INCOME - | |
| EISENBERG & WALD | 483,928 |
| EISENBERG, CORNELL & ROSE | 21,192 |
| BEN EISENBERG PROPERTIES - NEW MART BUILDING, INC. | 1,666,383 |
| | <u>2,171,503</u> |

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FEDERAL FORM 990PF, PART I, LINE 23, STATEMENT 5
AND
CALIFORNIA FORM 199, PART II, LINE 17, STATEMENT 4
RENTAL EXPENSES
TAX YEAR 6/1/08 TO 5/31/09

| | |
|---|----------------|
| BAD DEBTS, UNCOLLECTIBLE RENTS | 35,001 |
| BUILDING PROMOTIONS | 1,001 |
| EMPLOYEE BENEFIT | - |
| INSURANCE | 900 |
| LEGAL FEES | 35,428 |
| FIRE & ALARM | 978 |
| MISCELLANEOUS | 3,101 |
| OFFICE EXPENSE | 2,629 |
| PROPERTY MANAGEMENT | 60,000 |
| PEST CONTROL | 2,964 |
| PROPERTY AND OTHER TAXES | 133,595 |
| REPAIR & MAINTENANCE | 88,842 |
| SALARIES & WAGES | - |
| TELEPHONE | 2,833 |
| TRASH REMOVAL | 2,396 |
| UTILITIES | 7,851 |
| TOTAL RENTAL EXPENSES, EXCLUDING DEPRECIATION | <u>377,518</u> |

FEDERAL FORM 990PF, PART I, LINE 23, STATEMENT 5
AND
CALIFORNIA FORM 199, PART II, LINE 17, STATEMENT 4
RENTAL EXPENSES

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10A
INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS
TAX YEAR 6/1/08 TO 5/31/09

| SHARES | DESCRIPTION | BALANCE 05/31/2008 | BALANCE 05/31/2009 | FMV 05/31/2009 |
|--------------------------------------|---|-----------------------|-----------------------|-------------------|
| UBS PAINWEBBER--ACCOUNT # TP 6315055 | | | | |
| 75,000 | FHLM 6 0 DUE 5/1/17 | 4,916 | 4,015 | 3,982 |
| 60,000 | GNMA PL 6 5% DUE 2/20/24 | 1,754 | 1,566 | 1,686 |
| 30,000 | GNMA PL 6 5% DUE 3/20/24 | 3,428 | 3,300 | 3,556 |
| 67,000 | GNMA PL 7 000% DUE 9/20/25 | 1,507 | 1,247 | 1,350 |
| 50,000 | GNMA PL 6 0 DUE 4/15/29 | 5,456 | 4,608 | 4,532 |
| 50,000 | GNMA PL 6 0 DUE 9/20/31 | 5,350 | 4,522 | 4,463 |
| 25,000 | GNMA PL 5 5 DUE 11/20/34 | 15,182 | 13,120 | 13,048 |
| 25,000 | FED FARM 6 3200% MATURES 12/15/15 | 27,561 | 27,561 | 28,711 |
| 25,000 | FFCB CALL 5 6250% MATURES 10/19/20 | 25,977 | 25,977 | 25,156 |
| 25,000 | FHLMC CALL 6 0% MATURES 7/06/17 | | 25,827 | 25,121 |
| | | <u>91,131</u> | <u>111,743</u> | <u>111,604</u> |
| NORTHERN TRUST--ACCOUNT # 23-03413 | | | | |
| 145,000 | FNMA NT 2 375% DUE 05-20-2010 REG | | 146,873 | 147,470 |
| 10,000 | US TREAS NTS 0 875% DUE 4/30/11 | | 9,989 | 9,998 |
| 55,000 | FEDERAL HOME LN BKS PREASSIGN 5 0% DUE 10/16/09 | 155,660 | | |
| 25,000 | FNMA NT 3 25% DUE 8/15/08 | | 82,503 | 88,619 |
| 65,000 | FNMA NT 4 625% DUE 10/15/13 | 89,009 | 89,009 | 93,438 |
| 70,000 | FNMA PREASSIGN 00192 4 625% DUE 10/15/14 | 9,977 | 9,977 | 10,495 |
| 10,000 | FNMA PREASSIGN 00192 4 75% DUE 11/19/12 | 15,007 | | |
| 145,000 | FNMA PREASSIGN 00312 3 375% DUE 12/15/08 | 55,086 | | |
| 35,000 | US TREAS NTS 2 125% DUE 1/31/10 | 141,087 | | |
| 80,000 | US TREAS NTS 3 375% DUE 7/31/13 | 24,450 | | |
| 3,000 | US TREAS NTS 3 875% DUE 9/15/10 | 27,837 | | |
| 28,000 | US TREAS NTS 4 5% DUE 2/15/09 | | 48,951 | 53,421 |
| 49,000 | US TREAS NTS 4 5% DUE 4/30/11 | 45,734 | | |
| 46,000 | US TREAS NTS 4 5% DUE 4/30/12 | 24,869 | | |
| 25,000 | US TREAS NTS 4 625% DUE 11/15/09 | 2,943 | | |
| 153,000 | US TREAS NTS 4 75% DUE 08/15/07 | | 63,695 | 70,622 |
| 80,000 | US TREAS NTS 4 75% DUE 08/15/08 | 21,859 | 21,859 | 21,436 |
| 45,000 | US TREAS NTS 5% DUE 8/15/11 | 48,164 | 48,164 | 48,969 |
| 20,000 | US TREAS NTS 5 0% DUE 2/15/11 | 63,695 | | |
| 195,000 | US TREAS NTS 5 125% DUE 6/30/08 | 197,186 | | |
| 10,000 | US TREAS NTS DTD 3 125% DUE 4/30/13 | 35,104 | | |
| 88,000 | US TREAS NTS DTD 3 375% DUE 11/30/12 | 10,169 | 10,169 | 10,922 |
| 65,000 | US TREAS NTS DTD 4 625 % DUE 10/15/13 | 69,210 | 69,210 | 76,064 |
| 15,000 | US TREAS NTS DTD 4 875% DUE 8/15/09 | | 79,733 | 84,619 |
| | TOTAL | <u>1,037,046</u> | <u>680,131</u> | <u>716,074</u> |
| | GRAND TOTAL | <u>1,128,177</u> | <u>791,874</u> | <u>827,678</u> |

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, LINE 10B
INVESTMENTS - CORPORATE STOCK
TAX YEAR 6/1/08 TO 5/31/09

| SHARES | DESCRIPTION | 05/31/08 | 05/31/09 | 05/31/09 |
|--------------------------------------|--|----------------|----------------|----------------|
| UBS PAINWEBBER--ACCOUNT # TP 6315055 | | | | |
| 1000 | AFLAC INC | 45,035 | 45,035 | 35,500 |
| 500 | ALEXANDRIA RE PFD 8 375% SERIES C CALLABLE | 12,500 | 12,500 | 10,195 |
| 1000 | AMER STATES WATER CO | 25,260 | 25,260 | 31,350 |
| 1000 | AMGEN | 13,473 | 13,473 | 49,940 |
| 2000 | APPLE COMPUTER INC | 23,610 | 23,610 | 271,620 |
| 42 | ARES CAPITAL CORP | 507 | 557 | 321 |
| 1000 | AT&T INC | 28,701 | 28,701 | 24,790 |
| 1000 | BANK OF AMER CORP | 24,352 | 38,835 | 11,270 |
| 500 | CATERPILLAR INC. | 30,641 | 30,641 | 17,730 |
| 76 | CITADEL BROADCASTING CORP | 94 | 94 | 6 |
| 1000 | COSTCO WHSL CORP | 53,237 | 53,237 | 48,520 |
| 500 | CVS CAREMARK CORP | | 13,317 | 14,900 |
| 1000 | EL PASO CORP | 12,204 | 12,204 | 9,750 |
| 300 | EXXON MOBIL CORP | 12,984 | 12,984 | 20,805 |
| 18 | FAIRPOINT COMMUNICATIONS INC | 136 | 136 | 18 |
| 1000 | GENERAL ELECTRIC | 12,173 | 12,173 | 13,480 |
| 4000 | GENTEX CORP | 30,851 | 30,851 | 47,160 |
| 500 | HUANENG POWER INTL INC | 21,041 | 21,041 | 13,310 |
| 50 | IDEARC INC | 1,219 | 1,219 | 2 |
| 1800 | INTEL CORP | 44,062 | 44,063 | 28,296 |
| 1100 | J P MORGAN CHASE & CO | 27,350 | 27,350 | 40,590 |
| 1500 | MICROSOFT | 42,114 | 42,114 | 31,335 |
| 500 | NORFOLK STHN CORP | 27,264 | 27,264 | 18,600 |
| 1000 | PFIZER | 5,431 | 5,431 | 15,190 |
| 300 | PRAAIR INC | 14,516 | 14,516 | 21,960 |
| 1000 | PROCTER & GAMBLE CO | 29,414 | 61,533 | 51,940 |
| 8 | SMUCKER J M CO NEW-SPIN OFF | 267 | 267 | 322 |
| 500 | STARBUCKS CORP | 15,317 | 15,317 | 7,195 |
| 32 | TRAVELERS COS INC (Exchnage for Travelers Property) | - | - | 1,301 |
| 1000 | VERIZON COMMUNICATIONS | 30,729 | 30,729 | 29,260 |
| 1000 | WALT DISNEY CO , HOLDING INC | 28,567 | 28,567 | 24,220 |
| 2000 | WELLS FARGO & CO , NEW | 33,176 | 33,176 | 51,000 |
| 1000 | WHOLE FOODS MARKET INC | 40,550 | | |
| | TOTAL | <u>685,675</u> | <u>705,084</u> | <u>941,876</u> |
| NORTHERN TRUST--ACCOUNT # 23-03413 | | | | |
| 255 | #REORG/COVIDEN LTD PLAN OF REORG TO COVIDEN PLC EFF 6/7/09 | | 13,585 | 9,109 |
| 390 | ABBOTT LABORATORIES, COMMON (ABT) | 33,669 | 20,709 | 17,573 |
| 485 | ACCENTURE LTD BERMUDA CLS A COM (ACN) | 22,398 | 18,097 | 14,516 |
| 675 | ADOBE INC COM (ADBE) | 26,743 | 26,743 | 19,022 |
| 275 | AFLAC INC (AFL) | 16,854 | | |
| 300 | AIR PRODUCTS AND CHEMICALS INC (APD) | 29,739 | 29,739 | 19,434 |
| 530 | ALTERA CORP COM | | 9,273 | 9,021 |
| 255 | AMAZON COM INC | | 19,734 | 19,887 |
| 600 | AMERICAN EXPRESS CO , COMMON (AXP) | 26,813 | | |
| 190 | APPLE INC (AAPL) | 24,359 | 17,144 | 25,804 |
| 425 | ARCELORMITTAL SA LUXEMBOURG (MT) | 30,061 | | |
| 600 | BANK NEW YORK MELLON CORP (BK) | 26,802 | | |
| 850 | BANK AMER CORP COM (BAC) | 29,950 | | |
| 375 | BAXTER INTL INC COMMON STOCK (BAX) | 18,536 | 18,536 | 19,196 |
| 325 | BECTON, DICKINSON AND CO COMMON STOCK, \$1 PAR (BDX) | 24,969 | | |
| 200 | BHP BILLITON LTD SPONSORED ADR | | 9,963 | 11,248 |
| 275 | CATERPILLAR INC , COMMON STOCK, NO PAR (CAT) | 22,843 | | |
| 355 | CHEVRON CORP COM (CVX) | 27,394 | 25,209 | 23,668 |
| 1645 | CISCO SYS INC COMMON STOCK (CSCO) | 50,850 | 50,850 | 30,433 |
| 255 | COSTCO WHSL CORP NEW COM (COST) | 16,872 | 16,872 | 12,373 |

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, LINE 10B
INVESTMENTS - CORPORATE STOCK
TAX YEAR 6/1/08 TO 5/31/09

| SHARES | DESCRIPTION | 05/31/08 | 05/31/09 | 05/31/09 |
|-------------|---|------------------|------------------|------------------|
| 340 | DARDEN RESTURANTS INC | | 9,456 | 12,298 |
| 410 | DANAHER CORP | 13,546 | 14,111 | 24,744 |
| 550 | DISNEY WALT CO COM (DIS) | 19,061 | | |
| 375 | ECOLAB INC COM STK (ECL) | 7,779 | | |
| 525 | EMERSON ELECTRIC CO , COMMON STOCK, \$1 PAR (EMR) | 23,342 | 23,342 | 16,847 |
| 350 | EXELON CORP COM (EXC) | 20,405 | 14,987 | 12,483 |
| 565 | EXXON MOBIL CORP | 35,988 | 20,977 | 39,183 |
| 310 | FPL GROUP INC | | 19,858 | 17,524 |
| 55 | FIEST SOLAR INC (FSLR) | 14,125 | 14,125 | 10,450 |
| 500 | GENERAL ELEC CO COM (GE) | 14,874 | 14,874 | 6,740 |
| 175 | GOLDMAN SACHS GROUP INC COM (GS) | 14,784 | 20,058 | 29,637 |
| 50 | GOOGLE | | 19,892 | 20,862 |
| 325 | HARTFORD FINL SVCS CORP - DEL COM (HIG) | 30,595 | | |
| 620 | HEWLETT PACKARD CO COM (HPQ) | 14,548 | 20,551 | 21,297 |
| 285 | INTERNATIONAL BUSINESS MACHINE CORP (IBM) | 20,195 | 36,161 | 30,290 |
| 400 | ITT CORP INC COM (ITT) | 23,493 | 23,493 | 16,472 |
| 335 | JACOBS ENGR GROUP INC | | 13,849 | 14,372 |
| 400 | JOHNSON & JOHNSON COMMON (JNJ) | 32,764 | 22,224 | 22,064 |
| 1185 | JPMORGAN CHASE & CO (JPM) | 37,951 | 47,935 | 43,727 |
| 475 | KELLOGG CO COMMON STOCK \$ 50 PAR (K) | 23,540 | 23,540 | 20,544 |
| 225 | KOHL'S CORP COMMON STOCK | | 8,711 | 9,556 |
| 335 | MC DONALDS CORP COMMON STOCK, NO PAR (MCD) | 20,940 | 11,692 | 19,762 |
| 500 | MEDCO HEALTH SOLUTIONS INC COM (MHS) | 14,613 | 14,613 | 22,945 |
| 425 | MICROCHIP TECHNOLOGY INC COM (MCHP) | 14,735 | | |
| 1065 | MICROSOFT CORP | 54,123 | 32,246 | 22,248 |
| 125 | MONSANITO CO (MON) | 15,457 | | |
| 215 | MOSAIC CO COM | | 12,116 | 11,761 |
| 400 | NATIONAL OILWELL VARCO COM STK (NOV) | 15,936 | 12,892 | 13,324 |
| 585 | NOKIA CORP SPONSORED ADR (NOK) | 19,189 | | |
| 165 | NOBLE ENERGY INC | | 9,780 | 9,814 |
| 625 | PEPSICO INC | 28,742 | 21,614 | 24,464 |
| 350 | PRINCIPAL FINL GROUP INC | 13,997 | | |
| 485 | PG & E CORP | | 17,545 | 17,804 |
| 725 | PROCTER & GAMBLE CO | 34,174 | 8,797 | 10,128 |
| 150 | PRUDENTIAL FINL INC COM (PRU) | 14,121 | | |
| 120 | RESEARCH IN MOTION LTD (RIMM) | 14,661 | | |
| 290 | SCHLUMBERGER LTD COM STK | 19,879 | 19,879 | 16,597 |
| 1035 | SCHWAB CHARLES CORP (SCHW) | 17,524 | 24,209 | 18,216 |
| 310 | SIGMA-ALDRICH CORP (SIAL) | 15,266 | 15,266 | 15,023 |
| 1185 | SPECTRA ENERGY CORP (SE) | 14,698 | 29,376 | 19,019 |
| 345 | SUNCOR INC COM NPV (SU) | | 10,172 | 12,216 |
| 480 | TEVA PHARMACEUTICALS INDS | | 20,448 | 22,253 |
| 520 | TJX COS INC (TJX) | 17,076 | 17,076 | 15,345 |
| 139 | TRANSOCEAN INC (RIG) | 4,053 | 4,053 | 11,048 |
| 320 | UNITED TECHNOLOGIES CORP (UTX) | 17,086 | 17,086 | 16,835 |
| 815 | US BANCORP (USB) | 28,494 | 28,494 | 15,648 |
| 405 | VERIZON COMMUNICATIONS COM (VZ) | 14,682 | 14,682 | 11,850 |
| 275 | WATERS CORP COM (WAT) | 16,453 | | |
| 640 | WAL-MART STORES, INC | | 38,742 | 31,834 |
| 550 | WALT DISNEY CO | | 19,061 | 13,321 |
| 1275 | WELLS FARGO & CO NEW COM STK | 17,469 | 39,533 | 32,513 |
| | TOTAL | <u>1,219,210</u> | <u>1,083,969</u> | <u>1,004,342</u> |
| GRAND TOTAL | | <u>1,904,885</u> | <u>1,789,053</u> | <u>1,946,218</u> |

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10C
INVESTMENTS - CORPORATE NOTES
TAX YEAR 6/1/08 TO 5/31/09

| SHARE | DESCRIPTION | BALANCE 05/31/08 | BALANCE 05/31/09 | FMV 05/31/09 |
|--------------------------------------|---|---------------------|---------------------|-----------------|
| UBS PAINWEBBER--ACCOUNT # TP 6315055 | | | | |
| 25,000 | BANKAMERICA CORP SENIOR NOTES GLOBAL 5 875% DUE 2/15/09 | 27,387 | | |
| 25,000 | LASALLE FUNDING NTS CALLABLE 4 00% DUE 1/15/14 | 24,893 | 24,893 | 24,848 |
| 25,000 | LILLY ELI & CO NTS % DUE 3/15/12 | 25,730 | 25,730 | 27,579 |
| 25,000 | MORGAN J P & CO 6 25% | 25,780 | | |
| 25,000 | VIACOM INC MW + 25BP 6 625% | 28,006 | 28,006 | 25,263 |
| | | <u>131,796</u> | <u>78,629</u> | <u>77,690</u> |
| NORTHERN TRUST--ACCOUNT # 23-03413 | | | | |
| 10,000 | ALLSTATE LIFE GLOBAL FDG SECD MEDIUM DUE 5/29/09 | 9,980 | | |
| 25,000 | AMERICAN EXPRESS CO 7 0% DUE 3/19/18 | 24,924 | 24,924 | 23,877 |
| 10,000 | AMERICAN GEN FIN CORP MEDIUM TERM 5 375% DUE 10/1/12 | 10,029 | | |
| 25,000 | BOTTLING GROUP LLC SR NT 144A 5 5% DUE 4/1/16 | 24,964 | 24,964 | 25,943 |
| 25,000 | BP CAP MKTS P L C BONDS 4 75% DUE 3/10/19 | 24,933 | 24,933 | 24,198 |
| 20,000 | CATERPILLAR FINL SVCS CORP MEDIUM TERM 5 05% DUE 12/01/10 | 19,984 | 19,984 | 20,632 |
| 20,000 | CITIBANK CR CARD ISSUANCE 3 5% DUE 8/16/10 | 19,980 | | |
| 18,515 | CMO BANC AMER 5 787% DUE 5/11/35 | 17,952 | | |
| 35,000 | CREDIT SUISSE FIRST BOSTON USA INC 4 875% DUE 8/15/10 | 34,997 | 34,997 | 35,858 |
| 20,000 | DEERE JOHN CAP CORP 4 875% DUE 3/16/09 | 19,983 | | |
| 25,000 | DEERE JOHN CAP CORP 5 35% DUE 4/3/18 | 24,924 | 24,924 | 24,413 |
| 25,000 | FLORIDA PWR & LT CO 5 55% DUE 11/01/17 | 25,085 | 25,085 | 26,431 |
| 55,000 | GENERAL ELEC CO NT 5 0% DUE 2/1/13 | 56,617 | 56,617 | 56,623 |
| 25,000 | GOLDMAN SACHS GROUP INC SR NT 5 62% DUE 1/15/17 | 24,983 | 24,983 | 22,777 |
| 30,000 | HOUSEHOLD FIN CORP NT 6 375% DUE 11/27/12 | 32,741 | 32,741 | 29,756 |
| 10,000 | HOUSEHOLD FIN CORP NT 4.75% DUE 7/15/13 | 9,958 | 9,958 | 9,292 |
| 25,000 | INTERNATIONAL LEASE FIN CORP 5 4% DUE 2/15/12 | 24,955 | | |
| 16,000 | LOWES COS INC 5 6% DUE 9/15/12 | 16,228 | 16,228 | 17,226 |
| 15,000 | MC DONALDS CORP MEDIUM 5 8% DUE 10/15/17 | 15,051 | 15,051 | 15,948 |
| 11,084 | MFO CREDIT SUISSE COMMODITY-RETURN STRATEGY FD | 120,639 | 120,639 | 90,663 |
| 10,000 | MORGAN STANLEY GLOBAL SUB NT 4 75% DUE 4/1/14 | 9,911 | | |
| 5,000 | NATIONAL RURAL UTILS COOP FIN CORP 4 75% DUE 3/1/14 | 4,998 | 4,998 | 5,036 |
| 25,000 | NATIONAL RURAL UTILS COOP FIN CORP 5 45% DUE 2/1/18 | 24,944 | 24,944 | 24,133 |
| 5,000 | NATIONAL WESTMINSTER BK PLC SUB NT 7 375% DUE 10/01/09 | 6,000 | 6,000 | 4,921 |
| 5,000 | PRINCIPAL LIFE INCOME FUNDINGS MEDIUM 3 2% DUE 4/1/09 | 4,989 | | |
| 5,000 | PRINCIPAL LIFE INCOME FUNDINGS MEDIUM 5 1% DUE 4/15/14 | 4,992 | 4,992 | 4,539 |
| 25,000 | PRINCIPAL LIFE INCOME FUNDINGS MEDIUM 5 3% DUE 12/14/12 | 24,981 | 24,981 | 24,545 |
| 15,000 | PROTECTIVE LIFE SECD MEDIUM TERM 4 85% DUE 8/16/10 | 14,995 | 14,995 | 14,273 |
| 15,000 | PUBLIC SVC ELEC GAS CO MEDIUM TERM 4 0% 11/1/2008 | 14,986 | | |
| 10,000 | TARGET CORP 5 375% 6/15/09 | 10,665 | 10,665 | 10,001 |
| 5,000 | TELSTRA CORP LTD NT 6 375% DUE 4/1/12 | 5,645 | 5,645 | 5,005 |
| 25,000 | UNITED TECHNOLOGIES CORP 5 375% DUE 12/15/07 | 24,952 | 24,952 | 25,689 |
| 25,000 | VERIZON NEW ENG INC 6 5% DUE 9/15/11 | 26,862 | 26,862 | 26,754 |
| 25,000 | VERIZON COMMUNICATIONS INC 6 1% DUE 4/15/18 | 25,481 | 25,481 | 26,010 |
| | | <u>738,375</u> | <u>630,543</u> | <u>594,543</u> |
| GRAND TOTAL | | <u>870,171</u> | <u>709,172</u> | <u>672,233</u> |

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 13
INVESTMENTS - OTHER (MUTUAL FUNDS)
TAX YEAR 6/1/07 TO 5/31/08

| SHARES | DESCRIPTION | BALANCE 05/31/08 | BALANCE 05/31/09 | FMV 05/31/09 |
|--|---|---------------------|---------------------|------------------|
| NORTHERN TRUST--ACCOUNT #: 23-03413 | | | | |
| MUTUAL FUNDS | | | | |
| 12,820 | MFB NORTHERN FDS LARGE CAP FD (NOLVX) | 131,219 | | |
| 15,773 | MFB NORTHERN FDS MID CAP FD (NMMCX) | 175,948 | | |
| 25,066 | MFB NORTHERN FDS INTL EMG MKT EQ FD (NOEMX) | 173,865 | 250,267 | 219,581 |
| 79,558 | MFB NORTHERN HIGH YIELD FIXED INC FD (NHFIX) | 547,704 | 645,393 | 501,213 |
| 31,830 | MFB NORTHERN FDS REAL ESTATE FD (NGREX) | 436,656 | 134,640 | 180,157 |
| | | <u>1,465,392</u> | <u>1,030,300</u> | <u>900,951</u> |
| MANAGED EQUITY FUNDS | | | | |
| 51,616 | MAF-SMALL GROWTH FUND-DRIEHAUS-BJEISEN | 51,616 | 33,238 | 30,217 |
| 43,569 | MAF-SMALL GROWTH FD-WILLIAMBLAIR-BJEISEN | 43,570 | 39,757 | 28,483 |
| 43,315 | MAF-SMALL VALUE FD-KEELEY-BJEISEN | 43,315 | 41,996 | 29,899 |
| 48,664 | MAF-SMALL VALUE FD-VAUGHAN-NELSON-BJEISEN | 48,664 | 42,609 | 36,820 |
| 464,869 | MAF-INTERNATIONAL FUND-ALTRINSIC-BJEISEN | 464,869 | 459,606 | 347,500 |
| 547,319 | MAF-INTERNATIONAL FUND-AXIOM-BJEISEN | 547,319 | 372,962 | 341,415 |
| | | <u>1,199,353</u> | <u>990,168</u> | <u>814,334</u> |
| MANAGED EQUITY COMMODITIES | | | | |
| 1,485 | MFC ISHARES TR BARCLAYS TIPS | | 149,963 | 151,187 |
| 530 | MFC SPDR GOLD TR GOLD SHS | | 49,904 | 50,991 |
| | | | <u>199,867</u> | <u>202,178</u> |
| UBS PAINWEBBER--ACCOUNT #: TP 6315055 | | | | |
| MUTUAL FUNDS | | | | |
| 103 | ASIA TIGERS FUND INC | 0 | | 1,564 |
| 22 | CALAMOS STRATEGIC TOTAL RETURN FUND | 301 | 301 | 161 |
| 301 | FRANKLIN BIOTECHNOLOGY DISCOVERY | 25,137 | 25,137 | 15,394 |
| 2,752 | KAYNE ANDERSON MLP INVESTMENT | 63,526 | 68,612 | 57,792 |
| 4 | NICHOLAS APPLGATE CONV & INCOME FUND SER D TH-7 | 100,000 | | |
| 6 | PIMCO FLOATING RATE STRATEGY FUND | 110 | | |
| 2,013 | DWS COMMUNICATIONS FUND CLASS A | 40,662 | 40,662 | 25,479 |
| 16,461 | DWS BALANCED FUND CLASS A | | 221,657 | 121,972 |
| 11,591 | DWS VALUE BUILDER FUND A | 177,355 | | |
| 2,015 | SELIGMAN COMM MUTUAL FUNDS | 52,922 | 52,922 | 60,425 |
| 137 | TEMPLETON EMERGING MARKET INCOME FUND | 1,466 | 1,630 | 1,569 |
| 500 | TEMPLETON RUSSIA & EAST EUROPEAN FUND | 15,030 | 15,030 | 10,360 |
| 1,000 | TEMPLETON DRAGON FUND INC | 13,754 | 13,754 | 23,390 |
| | | <u>490,263</u> | <u>439,705</u> | <u>318,106</u> |
| GRAND TOTAL | | <u>3,155,008</u> | <u>2,660,040</u> | <u>2,235,569</u> |

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF PART XV, LINE 3A
AND
CALIFORNIA FORM 199, PART II, LINE 9
CONTRIBUTIONS PAID DURING THE YEAR
TAX YEAR 6/1/08 TO 5/31/09

| RECIPIENT | ADDRESS | PURPOSE | AMOUNT |
|---|---------------------------------|----------------------------|---------------------------|
| All Chanty Walk/Runs | 135 S LaSalle, Dept 7388 | Chicago, IL 60674 | Program support 2,000 |
| American Comm Weizmann | 9911 W Pico Blvd #900 | Los Angeles, CA 90035 | Medical Research 202,500 |
| American Cancer Society | 5731 W Slauson Ave, # 200 | Culver City, CA 90230 | Program support 25,000 |
| American Friend Israel Philharmonic | 122 East 42nd St, #4507 | New York, NY 10168 | Program support 30,000 |
| American Friends - Israel Museum | 270 N Canon Dr #210 | Beverly Hills, CA 90210 | Program support 3,000 |
| American Youth Symphony | 9431 Sunset Blvd | Beverly Hills, CA 90210 | Program support 3,000 |
| Anti Defamation League | 10495 Santa Monica Blvd | Los Angeles, CA 90025 | Program support 25,000 |
| Arthritis Foundation | 800 West 6th Street, #1250 | Los Angeles, CA 90017 | Program support 500 |
| Brandeis University National | 78565 Rainswept Way | Palm Desert, CA 92211 | Program support 1,000 |
| Camp Max Straus | 5670 Wilshire Blvd #1590 | Los Angeles, CA 90036 | Program support 1,500 |
| Cedar Sinai Hospital | 8700 Beverly Blvd | Los Angeles, CA 90048 | Program support 5,000 |
| Children Uniting Nations | P O Box 56235 | Sherman Oaks, CA 91413 | Program support 5,000 |
| California Oncological Research Institute | 1158 26th Street, #106 | Santa Monica, CA 90403 | Medical Research 75,000 |
| Educational Institutions/Hebrew Union College | 3077 University Avenue | Los Angeles, CA 90007 | Program support 5,000 |
| FBI, Inc | 110 East 9th Street, C-786 | Los Angeles, CA 90079 | Program support 11,500 |
| Fulfillment Fund | 6100 Wilshire Blvd, #600 | Los Angeles, CA 90048 | Program support 10,000 |
| Geffen Playhouse | 10886 Le Conte Avenue | Los Angeles, CA 90024 | Program support 5,000 |
| Guardians - Jewish Home for the Aging | 1640 S Sepulveda, #210 | Los Angeles, CA 90025 | Program support 212,600 |
| Hadassah | 10495 W Santa Monica Blvd, #110 | Los Angeles, CA 90025 | Program support 100 |
| International Sport Union, Inc | 7236 Bellaire Avenue | North Hollywood, CA 91605 | Program support 2,400 |
| Israel Children Centers | 2151 W Hillsboro Blvd #306 | Deerfield Beach, FL 33442 | Program support 276,800 |
| Israel Defense Fund | 4640 Admiralty Way, #406 | Manna Del Rey, CA 90292 | Program support 50,000 |
| Jewish Community Foundation | 5700 Wilshire Blvd, #2000 | Los Angeles, CA 90036 | Program support 1,000 |
| Jewish Free Loan Association | 6505 Wilshire Blvd, # 715 | Los Angeles, CA 90048 | Program support 1,000 |
| Jewish Homes for the Aging | 7150 Tampa Ave | Reseda, CA 91335 | Program support 1,246,200 |
| Jewish Life | 11071 Ventura Blvd | Studio City, CA 91064 | Program support 10,000 |
| Friends of LARC | 10560 Wilshire Blvd #1403 | Los Angeles CA 90024 | Program support 1,000 |
| L A Regional Food Bank | 1734 E 41st Street | Los Angeles, CA 90058-1502 | Program support 17,000 |
| L A Museum of Art | P O Box 3505 | Los Angeles, CA 90099 | Program support 5,000 |
| LAFD Widow's/Orphans | 2900 W Temple Street | Los Angeles, CA 90026 | Program support 3,000 |
| One For All | 1127 E 67th Street | Inglewood, CA 90302 | Program support 500 |
| OPCC | 10877 Wilshire Blvd | Los Angeles, CA 90024 | Program support 1,000 |
| Saint Francis Center | P O Box 7134 | Redwood City, CA 94063 | Program support 1,000 |
| Share Our Strength | 1730 M Street NW, Suite 700 | Washington, DC 30026 | Program support 5,000 |
| Simon Wiesenthal Center | 9760 W Pico Blvd | Los Angeles, CA 90035 | Program support 1,000 |
| Sinai Temple | 10400 Wilshire Blvd | Los Angeles, CA 90024 | Program support 19,000 |
| Temple Beth Am | 1039 S La Cienega Blvd | Los Angeles, CA 90035 | Program support 1,000 |
| Thalians | P O Box 749 | Beverly Hills, CA 90213 | Medical Research 32,000 |
| The Founders League | File #53205 | Los Angeles, CA 90074 | Program support 4,500 |
| The Richstone Center | 13620 Cordary Avenue | Hawthorne, CA 900250 | Program support 1,000 |
| The Spine Institute | 1301 20th St, #400 | Santa Monica, CA 90404 | Medical Research 10,000 |
| United Jewish Fund | 6505 Wilshire Blvd | Los Angeles, CA 90048 | Program support 27,000 |
| USC Trojan Marching Band | 837 Downy way, STO-B | Los Angeles, CA 90089 | Program support 10,000 |
| Valley Beth Shalom | 15739 Ventura Blvd | Encino, CA 91436 | Program support 25,000 |
| Waldorf School | 17100 Superior | Northridge, CA 91325 | Program support 25,000 |
| Washington Institute | 1828 L Street NW Suite 1050 | Washington D C 20036 | Program support 20,000 |
| Wellness Foundation | 2716 Ocean Park Blvd, #1040 | Santa Monica, CA 90405 | Program support 26,000 |
| West Coast Jewish Theater | 520 Washington Blvd, #946 | Marina del Rey, CA 90292 | Program support 1,000 |
| | | | <u>2,446,100</u> |

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART XV, LINE 3B
GRANTS APPROVED FOR FUTURE PAYMENT
TAX YEAR 6/1/08 TO 5/31/09

| <u>RECIPIENT</u> | <u>PURPOSE</u> | <u>AMOUNT</u> |
|--|--------------------|------------------|
| Israel Tennis Centers Association | Endowment | - |
| Los Angeles Jewish Homes for the Aging | Capital facilities | 4,500,000 |
| American Committee Weizmann Institute of Science | Program support | 600,000 |
| Guardians for the Jewish Homes for the Aging | Program support | 600,000 |
| | | <u>5,700,000</u> |