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

2009Department 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 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE SHIMON BEN JOSEPH FOUNDATION

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

1590 DREW AVENUE

Room/suite

200

City or town, state, and ZIP code

DAVIS, CA 95618

A Employer identification number

33-1114104

B Telephone number

415-658-8730

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, col (c), line 16)

\$ 726,258,458.

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).)(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	53,958.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	406,542.	406,542.		
	4 Dividends and interest from securities	4,968,118.	4,968,118.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,710,310.			
	b Gross sales price for all assets on line 6a	18,963,023.			
	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 or (loss)				
	11 Other income	18,398,251.	6,239,943.		STATEMENT 1
	12 Total. Add lines 1 through 11	26,537,179.	11,614,603.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	895,226.	123,613.		771,613.
	14 Other employee salaries and wages	623,363.	33,875.		563,079.
	15 Pension plans, employee benefits	221,578.	24,320.		201,658.
	16a Legal fees STMT 2	34,113.	3,271.		24,037.
	b Accounting fees STMT 3	253,165.	126,583.		134,082.
	c Other professional fees STMT 4	971,532.	892,240.		76,291.
	17 Interest				2,030,078.
	18 Taxes STMT 5	<718,407.>	14,942.		4,262.
	19 Depreciation and depletion	90,711.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	209,431.	18,592.		193,839.
	22 Printing and publications	51,297.	0.		52,132.
	23 Other expenses STMT 6	653,152.	1,832,036.		523,641.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,285,161.	3,069,472.		4,574,712.
	25 Contributions, gifts, grants paid	40,628,444.			39,358,672.
	26 Total expenses and disbursements. Add lines 24 and 25	43,913,605.	3,069,472.		43,933,384.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<17376426.>			
	b Net investment income (if negative, enter -0-)		8,545,131.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

Form 990-PF (2009)

A

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		63,003,754.	11,956,203.	11,956,203.
	3	Accounts receivable ▶ 163,476.				
		Less: allowance for doubtful accounts ▶		671,746.	163,476.	163,476.
	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 ▶ 769,600.		769,600.	769,600.	769,600.
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		354,742.	73,044.	73,044.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8		103,809,451.	136,508,424.	136,508,424.
	c	Investments - corporate bonds STMT 9		55,195,409.	64,422,653.	64,422,653.
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		82,208,937.	117,815,504.	117,815,504.	
14	Land, buildings, and equipment: basis ▶ 576,415.					
	Less: accumulated depreciation ▶ 240,032.		307,138.	336,383.	336,383.	
15	Other assets (describe ▶ STATEMENT 11)		508,447,959.	394,213,171.	394,213,171.	
16	Total assets (to be completed by all filers)		814,768,736.	726,258,458.	726,258,458.	
Liabilities	17	Accounts payable and accrued expenses		267,227.	286,423.	
	18	Grants payable		77,264,862.	73,534,634.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 12)		9,675,260.	2,766,962.	
23	Total liabilities (add lines 17 through 22)		87,207,349.	76,588,019.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		727,311,387.	649,670,439.	
	25	Temporarily restricted		250,000.	0.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		727,561,387.	649,670,439.	
	31	Total liabilities and net assets/fund balances		814,768,736.	726,258,458.	

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	727,561,387.
2	Enter amount from Part I, line 27a	2	<17,376,426.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	710,184,961.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES	5	60,514,522.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	649,670,439.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		D	VARIOUS	VARIOUS
b PASS THROUGH FROM PARTNERSHIPS		D	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 18,963,023.		16,252,713.	2,710,310.
b			<3,155,926.>
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			2,710,310.
b			<3,155,926.>
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	<445,616.>
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	N/A

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))
2008	31,348,957.	841,240,983.	.037265
2007	10,689,537.	627,760,018.	.017028
2006	5,172,654.	93,091,483.	.055565
2005			
2004			

2 Total of line 1, column (d)	2	.109858
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	.036619
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	711,089,618.
5 Multiply line 4 by line 3	5	26,039,391.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	85,451.
7 Add lines 5 and 6	7	26,124,842.
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	44,059,407.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	85,451.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	85,451.
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	85,451.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	213,498.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	213,498.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	128,047.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ Refunded ☒	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ <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 General Instruction G? <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 2009 or the taxable year beginning in 2009 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ► WWW.JIMJOSEPHFOUNDATION.ORG	13	X	
14	The books are in care of ► MARY SEABURY Telephone no. ► 530-758-9210 Located at ► 1590 DREW AVENUE, SUITE 200, DAVIS, CA ZIP+4 ► 95618			
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			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ 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.) N/A	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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 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 2009.) N/A	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 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

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

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
SEE STATEMENT 13		895,226.	165,690.	9,894.

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
ADENE SACKS - 343 SANSOME STREET, SUITE 1200, SAN FRANCISCO, CA 94104	PROGRAM DIRECTOR 32.00	90,944.	9,134.	3,747.
JOSHUA MILLER - 343 SANSOME STREET, SUITE 1200, SAN FRANCISCO, CA 94104	PROGRAM MANAGER 40.00	54,703.	27,842.	127.
DAWNE BEAR - 343 SANSOME STREET, SUITE 1200, SAN FRANCISCO, CA 94104	PROGRAM DIRECTOR 32.00	65,334.	8,231.	105.
KELLY MILLER - 343 SANSOME STREET, SUITE 1200, SAN FRANCISCO, CA 94104	ADMINISTRATIVE ASSISTANT 40.00	58,743.	9,032.	0.
BRYAN HART - 343 SANSOME STREET, SUITE 1200, SAN FRANCISCO, CA 94104	CONTROLLER 20.00	57,289.	10,352.	109.

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

3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES, INC. 100 SUMMER STREET, BOSTON, MA 02110	INVESTMENT MANAGEMENT	547,592.
INTERLAND CORPORATION 1590 DREW AVE., SUITE 200, DAVIS, CA 95618	ADMINISTRATIVE	304,212.
DELOITTE & TOUCHE/DELOITTE TAX 1345 AVENUE OF THE AMERICAS, NY, NY 10105	AUDIT AND TAX SERVICES	268,165.
MAYO INVESTMENT ADVISORS 40 ROWES WHARF, 2ND FLOOR, BOSTON, MA 02110	INVESTMENT MANAGEMENT	150,803.
WELLINGTON TRUST COMPANY P.O. BOX 13766, NEWARK, NJ 071880766	INVESTMENT MANAGEMENT	117,901.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	253,314,512.
b	Average of monthly cash balances	1b	44,684,271.
c	Fair market value of all other assets	1c	423,919,611.
d	Total (add lines 1a, b, and c)	1d	721,918,394.
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	721,918,394.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,828,776.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	711,089,618.
6	Minimum investment return. Enter 5% of line 5	6	35,554,481.

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	35,554,481.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	85,451.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	85,451.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,469,030.
4	Recoveries of amounts treated as qualifying distributions	4	23,760.
5	Add lines 3 and 4	5	35,492,790.
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	35,492,790.

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	43,933,384.
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	126,023.
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) SEE STATEMENT 14	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	44,059,407.
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	85,451.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	43,973,956.

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.

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				35,492,790.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			29,298,409.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 44,059,407.				
a Applied to 2008, but not more than line 2a			29,298,409.	
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 2009 distributable amount				14,760,998.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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:	0.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				20,731,792.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 ATTACHMENT A		501(C)(3)		44,358,672.
Total			3a	44,358,672.
b Approved for future payment SEE ATTACHMENT A		501(C)(3)		22,498,096.
Total			3b	22,498,096.

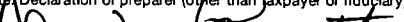
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (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. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	Signature of officer or trustee 		Date 11/15/2010	Title PRESIDENT
Paid Preparer's Use Only	Preparer's signature 	Date 11/9/10	Check if self-employed ☐	Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code DELOITTE TAX LLP 50 FREMONT STREET SAN FRANCISCO, CA 94105			EIN  Phone no. 415-783-4000

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2009

Name of the organization

THE SHIMON BEN JOSEPH FOUNDATION

Employer identification number

33-1114104

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE SHIMON BEN JOSEPH FOUNDATION

33-1114104

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JIM JOSEPH ADMINISTRATIVE TRUST 1590 DREW AVENUE NO. 200 DAVIS, CA 95618	\$ 53,958.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Schedule of Appropriations and Payments

Fiscal Year 2009

12/31/2009	Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Grants Recorded Prior to 2009, Paid in 2009	Grants Recorded In 2009, Paid in 2009
	Abraham Joshua Heschel Day School - West	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00	\$ -	\$ 5,000.00
	27400 Canwood Street Agoura, CA 91301 <i>Scholarships</i> \$5,000.00								
2009	American Friends of the Shalom Hartman Institute	501(c)(3)	\$880,000.00	\$0.00	\$0.00	\$560,000.00	\$320,000.00	\$ 560,000.00	\$ -
	One Pennsylvania Plaza, Suite 1606 New York, NY 10119 <i>Melundini Training community high school teachers for North America</i> \$1,320,000.00								
2007	American Hebrew Academy Inc		\$0.00	\$22,000.00	\$0.00	\$22,000.00	\$0.00	\$ -	\$22,000.00
	4334 Hobbs Road Greensboro, NC 27410 <i>one-time scholarships</i> \$22,000.00								
2009	American Hebrew Academy Inc		\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00	\$ -	\$10,000.00
	4334 Hobbs Road Greensboro, NC 27410 <i>scholarships</i> \$10,000.00								
2009	American Jewish Committee	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00	\$ -	\$10,000.00
	165 East 56th Street New York, NY 10022 <i>General support in honor of Charles R. Brounman's receipt of Abraham Harman Leadership Award</i> \$10,000.00								
2009	American Pardes Foundation, Inc	501(c)(3)	\$1,476,604.00	\$0.00	\$0.00	\$486,730.00	\$989,874.00	\$486,730.00	\$ -
	5 West 37th Street, Suite 802 New York, NY 10018 <i>Pardes Educators Program Alumni Network</i> \$2,062,615.00								
2007	Avodah The Jewish Service Corps	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00	\$ -	\$50,000.00
	45 West 36th Street, 8th Floor New York, NY 10018 <i>Support the dissemination of Avodah's educational expertise to the field of Jewish Service Learning</i> \$50,000.00								

12/31/2009		Grants Recorded					Grants Recorded	
Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Prior to 2009, Paid in 2009	in 2009, Paid in 2009
2009								
B'nai Brith Youth Organization Inc 2020 K St., 7th Floor NW Washington, DC 20006 Professional Development Initiative Cohort 1 \$2,441,270 00 2007	501c(3)	\$1,449,000 00	\$0 00	\$0 00	\$690,000 00	\$759,000 00	\$690,000 00	\$ -
B'nai Brith Youth Organization Inc 2020 K St., 7th Floor NW Washington, DC 20006 Professional Development Institute Cohorts 2 and 3 \$4,809,553 00 2008	501c(3)	\$4,809,553 00	\$0 00	\$0 00	\$743,753 00	\$4,065,800 00	\$743,753 00	\$ -
Bar Ilan University in Israel 160 E. 56th Street New York, NY 10022 Construction of Jim Joseph Building for Jewish Education and Values \$14,070,252 00 2007	501c(3)	\$4,500,000 00	\$0 00	\$1,805,252 00	\$6,305,252 00	\$0 00	\$4,500,000 00	\$1,805,252 00
Bar Ilan University in Israel 160 E. 56th Street New York, NY 10022 Jim Joseph Foundation Fellows Program \$3,183,000 00 2009	501c(3)	\$0 00	\$3,183,000 00	\$0 00	\$615,073 00	\$2,567,927 00	\$ -	\$615,073 00
Birthingright Israel Foundation 33 East 33rd Street, 7th Floor New York, NY 10016 Birthingright Israel trip participant support for 2008-2012 \$5,000,000 00 2008	501c(3)	\$4,000,000 00	\$0 00	\$0 00	\$1,000,000 00	\$3,000,000 00	\$1,000,000 00	\$ -
Birthingright Israel Foundation 33 East 33rd Street, 7th Floor New York, NY 10016 Summer 2009 supplemental support \$250,000 00 2009	501c(3)	\$0 00	\$250,000 00	\$0 00	\$250,000 00	\$0 00	\$ -	\$250,000 00
Birthingright Israel Foundation 33 East 33rd Street, 7th Floor New York, NY 10016 2009 Trip Support \$1,000,000 00 2009	501c(3)	\$0 00	\$1,000,000 00	\$0 00	\$1,000,000 00	\$0 00	\$ -	\$1,000,000 00
Birthingright Israel Next, Inc 33 East 33rd Street, 7th Floor New York, NY 10016	501c(3)	\$11,209,868 00	\$0 00	\$0 00	\$3,094,430 00	\$8,115,438 00	\$3,094,430 00	\$ -

12/31/2009		Grants Recorded					Grants Recorded	
Recipient and/or Purpose		Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance	Paid in 2009
Jewish Community for the Next Generation			2009	2009	2009	2009	2009	Paid in 2009
\$12,500,000.00								
2008								
The Board of Trustees of the Leland		501(c)(3)	\$30,000.00	\$0.00	\$0.00	\$30,000.00	\$0.00	\$0.00
Stanford Junior University								
485 Lasuen Mall								
Stanford, CA 94305-3096								
Planning grant for renewing the doctoral								
concentration in Jewish education								
\$80,000.00								
2007								
The Board of Trustees of the Leland		501(c)(3)	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00	\$35,000.00
Stanford Junior University								
485 Lasuen Mall								
Stanford, CA 94305-3096								
For planning related to a grant awarded,								
terms under consideration, to endow a Jim								
Joseph Chair of Education and Jewish								
Studies								
\$35,000.00								
2009								
Brandeis Hillel Day School		501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00
655 Brotherhood Way								
San Francisco, CA 94132								
Scholarships								
\$5,000.00								
2009								
Brandeis University		501(c)(3)	\$98,000.00	\$0.00	\$0.00	\$98,000.00	\$0.00	\$98,000.00
415 South Street								
Waltham, MA 02454								
Summer Institute for Israel Studies								
\$600,000.00								
2007								
Brandeis University		501(c)(3)	\$113,000.00	\$0.00	\$0.00	\$113,000.00	\$0.00	\$113,000.00
415 South Street								
Waltham, MA 02454								
Jewish education research website								
\$694,000.00								
2007								
Brandeis University		501(c)(3)	\$265,000.00	\$0.00	\$0.00	\$265,000.00	\$0.00	\$265,000.00
415 South Street								
Waltham, MA 02454								
DeLeT MAT program								
\$410,000.00								
2007								
Brandeis University		501(c)(3)	\$524,683.00	\$0.00	\$0.00	\$197,133.00	\$327,550.00	\$197,133.00
415 South Street								
Waltham, MA 02454								
DeLeT MAT program 2009-2010								
\$524,683.00								
2008								

12/31/2009		Grants Recorded					Grants Recorded	
Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Prior to 2009, Paid in 2009	In 2009, Paid in 2009
Brandeis University 415 South Street Waltham, MA 02454 <i>Summer Institute for Israel Studies 2009-2010</i> \$532,000.00 2008	501c(3)	\$532,000.00	\$0.00	\$0.00	\$192,000.00	\$340,000.00	\$192,000.00	\$ -
Brandeis University 415 South Street Waltham, MA 02454 <i>To support research titled "Understanding the Birthright Israel Generation: A Longitudinal Study of Jewish Identity and Engagement"</i> \$50,000.00 2009	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00	\$ -	\$50,000.00
Brandeis University 415 South Street Waltham, MA 02454 <i>Phase three of the implementation of JData into a fully functional Jewish education database website</i> \$796,507.00 2009	501c(3)	\$0.00	\$796,507.00	\$0.00	\$200,000.00	\$596,507.00	\$ -	\$200,000.00
Brandeis University 415 South Street Waltham, MA 02454 <i>To assist the Cohen Center in collaboration with Birthright NEXT and SRI to support \$27,578 costs for data collection that the Cohen Center will undertake in support of SRI's evaluation of the Jewish Community for the NEXT Generation</i> \$7,518.00 2009	501c(3)	\$0.00	\$7,518.00	\$0.00	\$7,518.00	\$0.00	\$ -	\$7,518.00
Bureau of Jewish Education of Greater Los Angeles 6505 Wilshire Boulevard, Suite 300 Los Angeles, CA 90048 <i>Los Angeles March of the Living</i> \$412,600.00 2007	501c(3)	\$178,000.00	\$0.00	\$0.00	\$61,000.00	\$117,000.00	\$61,000.00	\$ -
Bureau of Jewish Education of San Francisco, Marin County and the Peninsula 639 14th Avenue San Francisco, CA 94118 <i>Bay Area Jewish day school Israel</i>	501c(3)	\$1,727,007.00	\$0.00	\$0.00	\$1,234,087.00	\$492,920.00	\$1,234,087.00	\$ -

12/31/2009		Grants Recorded				
Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009
<i>education project</i>						
\$2,401,432.00						
2008						
Bureau of Jewish Education of San Francisco, Marin County and the Peninsula	501c(3)	\$0.00	\$3,317,383.00	\$0.00	\$822,556.00	\$2,494,827.00
639 14th Avenue San Francisco, CA 94118 BASIS Implementation Grant \$3,317,383.00						\$822,556.00
2009						
Bureau of Jewish Education of San Francisco, Marin County and the Peninsula	501c(3)	\$0.00	\$28,500.00	\$0.00	\$28,500.00	\$0.00
639 14th Avenue San Francisco, CA 94118 Jewish Education 3.0 \$28,500.00						\$28,500.00
2009						
Elit & Beattie Cohen Hillel Academy	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
6 Community Road Marblehead, MA 01945 Subscriptions to PJ Library \$15,000.00						\$15,000.00
2009						
Combuted Jewish Philanthropies of Greater Boston, Inc	501c(3)	\$0.00	\$2,000,000.00	\$0.00	\$1,000,000.00	\$1,000,000.00
126 High Street Boston, MA 02110 Education Emergency Grant \$2,000,000.00						\$1,000,000.00
2009						
Congregation Shirat Hayam	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
55 Atlantic Avenue Swampscott, MA 01907 Support Joint Youth Director with Temple Emanuel-El						\$10,000.00
2009						
Contemporary Jewish Museum	501c(3)	\$1,250,000.00	\$0.00	\$0.00	\$250,000.00	\$1,000,000.00
736 Mission Street San Francisco, CA 94103 Innovation Fund \$1,250,000.00						\$250,000.00
2008						
Contemporary Jewish Museum	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
736 Mission Street San Francisco, CA 94103 To support the Chagall Exhibit \$10,000.00						\$10,000.00

12/31/2009		Grants Recorded					Grants Recorded	
Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Prior to 2009, Paid In 2009	In 2009, Paid In 2009
2009								
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103 <i>Support Bay Area congregational day and high school students to visit the exhibit "As it is Written Project 304,805"</i>	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00	\$ -	\$20,000.00
\$20,000.00								
2009								
Etz Jacob Hebrew Academy 7951 Beverly Blvd Los Angeles, CA 90048 <i>General Support</i>	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00	\$ -	\$5,000.00
\$5,000.00								
2009								
Etz Jacob Hebrew Academy 7951 Beverly Blvd Los Angeles, CA 90048 <i>Scholarship assistance</i>	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00	\$ -	\$5,000.00
\$5,000.00								
2009								
Facing History and Ourselves National Foundation, Inc 16 Hurd Road Brookline, MA 02445-6919 <i>Model schools project in Jewish day schools in Boston and Los Angeles</i>	501c(3)	\$998,362.00	\$0.00	\$0.00	\$415,625.00	\$582,737.00	\$415,625.00	\$ -
\$998,362.00								
2008								
Foundation for Jewish Camping, Inc 15 West 36th Street, 13th Floor New York, New York 10018 <i>JWest Campership</i>	501c(3)	\$8,200,500.00	\$0.00	\$0.00	\$2,152,709.00	\$6,047,791.00	\$2,152,709.00	\$ -
\$11,117,850.00								
2007								
Foundation for Jewish Camping, Inc 15 West 36th Street, 13th Floor New York, New York 10018 <i>New Specialty Camps Incubator</i>	501c(3)	\$7,614,852.00	\$0.00	\$0.00	\$2,267,619.00	\$5,347,233.00	\$2,267,619.00	\$ -
\$10,655,120.00								
2007								
Foundation for Jewish Culture 330 Seventh Avenue, 21st Floor New York, NY 10001 <i>Jewish Studies Expansion Project</i>		\$0.00	\$250,000.00	\$0.00	\$0.00	\$250,000.00	\$ -	\$0.00
\$250,000.00								
2009								
Gateways Access to Jewish Education, Inc. 333 Nahanton Street 4th floor Newton, MA 02459	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00	\$ -	\$25,000.00

12/31/2009		Grants Recorded				
Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009
<i>General support in honor of the Ruderman</i>						
<i>Family</i>						
\$25,000 00						
2009						
Happy Shalom School	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
862 28th Avenue						
San Francisco, CA 94121						
<i>General Support</i>						
\$5,000 00						
2009						
Hillel Hebrew Academy	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
9120 West Olympic Blvd						
Beverly Hills, CA 90212						
<i>Science and technology</i>						
\$5,000 00						
2009						
Hebrew Union College - Jewish Institute of	501(c)(3)	\$200,000 00	\$0 00	\$0 00	\$200,000 00	\$0 00
Religion						
3101 Clifton Avenue						
Cincinnati, OH 45220						
<i>DeLeT at Hebrew Union College</i>						
\$477,000 00						
2007						
Hebrew Union College - Jewish Institute of	501(c)(3)	\$30,000 00	\$0 00	\$0 00	\$30,000 00	\$0 00
Religion						
3101 Clifton Avenue						
Cincinnati, OH 45220						
<i>Planning Grant for the Jim Joseph</i>						
<i>Foundation Educational Investment</i>						
<i>Initiative</i>						
\$50,000 00						
2008						
Hebrew Union College - Jewish Institute of	501(c)(3)	\$695,000 00	\$0 00	\$0 00	\$330,345 00	\$364,655 00
Religion						
3101 Clifton Avenue						
Cincinnati, OH 45220						
<i>DeLeT M47 program 2009-2010</i>						
\$695,000 00						
2008						
Hebrew Union College - Jewish Institute of	501(c)(3)	\$0 00	\$3,712,110 00	\$0 00	\$912,110 00	\$2,800,000 00
Religion						
3101 Clifton Avenue						
Cincinnati, OH 45220						
<i>University Education Initiative</i>						
\$3,712,110 00						
2009						
Hebrew at the Center, Inc	501(c)(3)	\$0 00	\$250,000 00	\$0 00	\$250,000 00	\$0 00
90 Oak Street						
Newton, MA 02747						
<i>Capacity Building</i>						
\$250,000 00						

12/31/2009							Grants Recorded	Grants Recorded
Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance	Prior to 2009, Paid in 2009	In 2009, Paid in 2009
2009								
Hebrew High School of New England, Inc 1244 North Main Street West Hartford, CT 06117 <i>Scholarships</i> \$35,000 00	501(c)(3)	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00	\$ -	\$35,000 00
<i>Hillel The Foundation for Jewish Campus Life</i> Charles and Lynn Schusterman International Center Arthur and Rochelle Belfer Building 800 Eighth Street, NW Washington, DC 20001-3724 <i>Senior Jewish Educator/CLE Initiative</i> \$10,692,432 00	501(c)(3)	\$9,202,780 00	\$0 00	\$0 00	\$2,921,640 00	\$6,281,140 00	\$2,921,640 00	\$ -
<i>Hillel The Foundation for Jewish Campus Life</i> Charles and Lynn Schusterman International Center Arthur and Rochelle Belfer Building 800 Eighth Street, NW Washington, DC 20001-3724 <i>Third Space Conference</i> \$153,358 00	501(c)(3)	\$0 00	\$153,358 00	\$0 00	\$125,000 00	\$28,358 00	\$ -	\$125,000 00
<i>Interfaithfamily.com</i> 90 Oak Street, Fourth Floor P O Box 428 Newton Upper Falls, MA 02464 <i>Training and Resources for Clergy and Other Jewish Professionals</i> \$50,000 00	501(c)(3)	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00	\$ -	\$50,000 00
<i>Israel Education Resource Center Inc</i> c/o Crestview 95 Revere Dr Suite A Northbrook, IL 60062 <i>Development of national Israel education center</i> \$1,500,000 00	501(c)(3)	\$1,000,000 00	\$0 00	\$0 00	\$500,000 00	\$500,000 00	\$500,000 00	\$ -
<i>Los Angeles Hebrew High School</i> 5900 Sepulveda Blvd, Suite 560 Van Nuys, CA 91411-2511 <i>General operating support</i> \$5,000 00	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$ -	\$5,000 00
<i>The Jewish Community Center of the</i> 2009	501(c)(3)	\$21,250 00	\$0 00	\$0 00	\$0 00	\$21,250 00	\$0 00	\$ -

12/31/2009

Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Grants Recorded	
							Prior to 2009; Paid in 2009	In 2009, Paid in 2009
North Shore, Inc								
Four Community Road Marblehead, MA 01945								
<i>A planning grant to support the North plan for the Al Shloshah Dvarim Initiative, a proposed program to engage and inspire teens residing within the region Shore, Massachusetts. Jewish community in designing and developing an implementation</i>								
\$65,000 00								
2007								
The Jewish Community Center of the North Shore, Inc	501c(3)	\$832,358 00	\$0 00	\$0 00	\$445,269 00	\$387,089 00	\$445,269 00	\$ -
Four Community Road Marblehead, MA 01945								
<i>North Shore Teen Initiative</i>								
\$981,043 00								
2008								
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties	501c(3)	\$250,000 00	\$0 00	\$0 00	\$250,000 00	\$0 00	\$250,000 00	\$ -
121 Stewart Street San Francisco, CA 94105								
<i>Initiative in Jewish Early Childhood Education</i>								
\$750,000 00								
2007								
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties	501c(3)	\$0 00	\$0 00	\$235,622 00	\$20,000 00	\$215,622 00	\$ -	\$20,000 00
121 Stewart Street San Francisco, CA 94105								
<i>PJ Library</i>								
\$435,622 00								
2008								
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties	501c(3)	\$103,346 00	\$0 00	-\$103,346 00	\$0 00	\$0 00	\$0 00	\$ -
121 Stewart Street San Francisco, CA 94105								
<i>Educational Planner</i>								
\$200,673 00								
2008								
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties	501c(3)	\$0 00	\$3,500,000 00	\$0 00	\$1,721,453 00	\$1,778,547 00	\$ -	\$1,721,453 00
121 Stewart Street San Francisco, CA 94105								
<i>Education Emergency Grant</i>								
\$3,500,000 00								

12/31/2009		Grants Recorded					Grants Recorded	
Recipient and/or Purpose		Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Prior to 2009, Paid in 2009
								Paid in 2009
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stuart Street San Francisco, CA 94105 <i>Peoplehood Index Project</i> \$150,000.00		501(c)(3)	\$0.00	\$150,000.00	\$0.00	\$92,000.00	\$58,000.00	\$ -
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stuart Street San Francisco, CA 94105 <i>North Peninsula Special Needs Initiative</i> \$10,000.00		501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00	\$ -
Jewish Community Federation of the Greater East Bay 300 Grand Avenue Oakland, CA 94610-4826 <i>PJ Library</i> \$335,854.00		501(c)(3)	\$168,200.00	\$0.00	\$135,854.00	\$108,280.00	\$195,774.00	\$108,280.00
The Jewish Community High School of the Bay 1835 Ellis Street San Francisco, CA 94115 <i>Scholarship Fund on the occasion of the 2009 Spring Celebration</i> \$5,000.00		501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00	\$ -
The Jewish Community High School of the Bay 1835 Ellis Street San Francisco, CA 94115 <i>Scholarships</i> \$10,000.00		501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00	\$ -
Jewish Early Childhood Education Initiative Inc 6 East 39th Street, 10th Floor New York, NY 10016 <i>2009-2010 General Support</i> \$600,000.00		501(c)(3)	\$350,000.00	\$0.00	\$0.00	\$250,000.00	\$100,000.00	\$250,000.00
Jewish Federation Council of Greater Los Angeles Goldsmith Center 6505 Wilshire Blvd		501(c)(3)	\$756,500.00	\$0.00	\$1,437,550.00	\$2,146,300.00	\$47,750.00	\$756,500.00
								\$1,389,800.00

12/31/2009

Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Grants Recorded	
							Prior to 2009; Paid in 2009	In 2009, Paid in 2009
Los Angeles, CA 90048 <i>High school affordability initiative</i> \$12,700,000 00 2008								
Jewish Federation Council of Greater Los Angeles Goldsmith Center 6505 Wilshire Blvd Los Angeles, CA 90048 <i>Education Emergency Grant</i> \$2,500,000 00 2009	501c(3)	\$0 00	\$2,500,000 00	\$0 00	\$1,250,000 00	\$1,250,000 00	\$ -	\$1,250,000 00
Jewish Federation Council of Greater Los Angeles Goldsmith Center 6505 Wilshire Blvd Los Angeles, CA 90048 <i>General support of tribute dinner in honor of John F. Isidore</i> \$1,800 00 2009	501c(3)	\$0 00	\$1,800 00	\$0 00	\$1,800 00	\$0 00	\$ -	\$1,800 00
The Jewish Federation of Greater Washington 6101 Montrose Road Rockville, MD 20852 <i>Education Emergency Grant</i> \$2,500,000 00 2009	501c(3)	\$0 00	\$2,500,000 00	\$0 00	\$1,149,950 00	\$1,350,050 00	\$ -	\$1,149,950 00
Jewish Federation of Silicon Valley 14855 Oka Road Los Gatos, CA 95032 <i>PJ Library</i> \$150,000 00 2008	501c(3)	\$135,120 00	\$0 00	\$0 00	\$54,860 00	\$80,260 00	\$54,860 00	\$ -
Jewish Federation of the North Shore, Inc Two East India Square, Suite 200 Salem, MA 01970 <i>Education Emergency Grant</i> \$500,000 00 2009	501c(3)	\$0 00	\$500,000 00	\$0 00	\$250,000 00	\$250,000 00	\$ -	\$250,000 00
Jewish Film Festival 145 Ninth St, Suite 200 San Francisco, CA 94103 <i>New Jewish Filmmaking Project New Media Alumni Initiative</i> \$250,000 00 2009	501c(3)	\$0 00	\$250,000 00	\$0 00	\$250,000 00	\$0 00	\$ -	\$250,000 00
Jewish Funders Network 150 West 30th Street, Suite 900 New York, NY 10001	501c(3)	\$0 00	\$0 00	-\$23,759 61	-\$23,759 61	\$0 00	\$ -	-\$23,759 61

Grants Recorded Grants Recorded Grants Recorded

Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Prior to 2009, Paid in 2009	In 2009, Paid in 2009
MATCH the Jewish Day School Matching								
Grants Initiative								
\$976,240 39								
2006								
Jewish Funders Network	501c(3)	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$ -	\$15,000 00
150 West 30th Street, Suite 900								
New York, NY 10001								
Jewish Funders Network membership renewal								
\$15,000 00								
2009								
Jewish Funders Network	501c(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$ -	\$5,000 00
150 West 30th Street, Suite 900								
New York, NY 10001								
2009 General Support								
\$5,000 00								
2009								
Jewish Student Union	501c(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$ -	\$5,000 00
9831 West Pico Blvd								
Los Angeles, CA 90035								
to support JSU clubs								
\$5,000 00								
2009								
Jewish Theological Seminary of America	501c(3)	\$30,000 00	\$0 00	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$ -
3080 Broadway								
New York, NY 10027								
Planning Grant for the Jim Joseph								
Foundation Educational Initiative								
\$50,000 00								
2008								
Jewish Theological Seminary of America	501c(3)	\$0 00	\$3,721,900 00	\$0 00	\$921,900 00	\$2,800,000 00	\$ -	\$921,900 00
3080 Broadway								
New York, NY 10027								
University Education Initiative								
\$3,721,900 00								
2009								
Maimonides Academy	501c(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$ -	\$5,000 00
310 N Hunnley Drive								
Los Angeles, CA 90048								
Scholarships								
\$5,000 00								
2009								
Mechon Hadar	501c(3)	\$0 00	\$1,375,000 00	\$0 00	\$825,000 00	\$550,000 00	\$ -	\$825,000 00
25 Broadway, Suite 1700								
New York, NY 10004								
Program Expansion								
\$1,375,000 00								
2009								
Moishe Foundation	501c(3)	\$0 00	\$1,250,000 00	\$0 00	\$500,000 00	\$750,000 00	\$ -	\$500,000 00
1330 Broadway, Suite 801								
Oakland, CA 94612								

12/31/2009		Grants Recorded				
Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009
Education, Expansion Organizational		Prior to 2009, Paid in 2009		In 2009, Paid in 2009		
Capacity						
\$1,250,000 00						
2009						
The Nesya Institute	501(c)(3)	\$0 00	\$16,500 00	\$0 00	\$16,500 00	\$0 00
220 Fifth Avenue #1301						
New York, NY 10001						
Support for Summer 2009 Teen Israel						
Experience						
\$16,500 00						
2009						
New Community Jewish High School	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
7353 Valley Circle Blvd						
West Hills, CA 91304						
General Operations						
\$5,000 00						
2009						
New Israel Fund	501(c)(3)	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
1101 14th Street, 6th Floor						
Washington, DC 20005						
General support of 30th Anniversary						
Dinner to honor Brian Lurie						
\$1,000 00						
2009						
New Teacher Center	501(c)(3)	\$1,619,148 00	\$0 00	\$0 00	\$111,440 00	\$1,507,708 00
725 Front Street, Suite 400						
Santa Cruz, CA 95060						
JNTP Expansion into Baltimore and						
Washington DC						
\$1,719,622 00						
2008						
New York University	501(c)(3)	\$5,035,379 00	\$0 00	\$0 00	\$558,800 00	\$4,476,579 00
70 Washington Square South, 1216						
New York, NY 10012						
Graduate student scholarships						
\$5,035,379 00						
2008						
Oakland Hebrew Day School	501(c)(3)	\$0 00	\$1,800 00	\$0 00	\$1,800 00	\$0 00
5500 Redwood Road						
Oakland, CA 94619						
General support on the occasion of the						
Oakland Hebrew Day School Spring						
Celebration						
\$1,800 00						
2009						
Partnership for Excellence in Jewish	501(c)(3)	\$900,000 00	\$0 00	\$0 00	\$300,000 00	\$600,000 00
Education Inc						
88 Broad Street, 6th Floor						
Boston, MA 02110						
2007-2012 General Support						

12/31/2009		Grants Recorded					Grants Recorded	
Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Prior to 2009, Paid in 2009	In 2009, Paid In 2009
\$1,500,000.00								
2006								
Partnership for Excellence in Jewish Education Inc	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00	\$ -	\$50,000.00
88 Broad Street, 6th Floor Boston, MA 02110								
North American Day School Leadership Conference								
\$50,000.00								
2009								
Peninsula Temple Beth El	501c(3)	\$0.00	\$45,000.00	\$0.00	\$45,000.00	\$0.00	\$ -	\$45,000.00
1700 Alameda de las Pulgas San Mateo, CA 94403								
To restructure the religious school programming								
\$45,000.00								
2009								
Peninsula Temple Beth El	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00	\$ -	\$25,000.00
1700 Alameda de las Pulgas San Mateo, CA 94403								
Seed finding of new Jewish Rabbi educator								
\$25,000.00								
2009								
Peninsula Temple Beth El	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00	\$ -	\$25,000.00
1700 Alameda de las Pulgas San Mateo, CA 94403								
To support Educator Program								
\$25,000.00								
2009								
Rashi School, Inc	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00	\$ -	\$25,000.00
15 Walnut Park Newton, MA 02458								
General Support								
\$25,000.00								
2009								
Reboot, Inc.	501c(3)	\$3,147,490.00	\$0.00	\$0.00	\$535,200.00	\$2,612,290.00	\$535,200.00	\$ -
116 West 23rd Street, 5th Floor New York, NY 10011								
Five Year Expansion								
\$3,147,490.00								
2008								
Reboot, Inc.	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00	\$ -	\$25,000.00
116 West 23rd Street, 5th Floor New York, NY 10011								
Educational Programming for Dawn - Shavuot event								
\$25,000.00								
2009								
Reboot, Inc	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00	\$ -	\$10,000.00

12/31/2009

Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Grants Recorded Prior to 2009, Paid in 2009	Grants Recorded in 2009, Paid in 2009
116 West 23rd Street, 5th Floor New York, NY 10011 <i>For the Idelshain Society for Musical Preservation project "Go Down Moses Musical History of Black-Jewish Relations"</i>								
\$10,000 00 2009								
Repair the World 555 8th Avenue, Suite 1703 New York, NY 10018 <i>Platform for Jewish Service Learning</i>	501c(3)	\$4,600,000 00	\$0 00	\$0 00	\$600,000 00	\$4,000,000 00	\$600,000 00	\$ -
\$5,000,000 00 2008								
Ronald C. Wornick Jewish Day School 800 Foster City Blvd., Building 830 Foster City, CA 94404 <i>General Support in honor of Bobby and Fran Lent at the 2009 Gala</i>	501c(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$ -	\$5,000 00
\$5,000 00 2009								
Ronald C. Wornick Jewish Day School 800 Foster City Blvd., Building 830 Foster City, CA 94404 <i>Scholarship Fund in honor of Fran and Bobby Lent</i>	501c(3)	\$0 00	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$ -	\$3,000 00
\$3,000 00 2009								
Sesame Workshop One Lincoln Plaza New York, NY 10023 <i>Shalom Sesame Educational Initiative</i>								
\$1,000,000 00 2009								
Shalhevet High School 910 S. Fairfax Los Angeles, CA 90036-4419 <i>Scholarship</i>	501c(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$ -	\$10,000 00
\$10,000 00 2009								
Shalhevet High School 910 S. Fairfax Los Angeles, CA 90036-4419 <i>Scholarship</i>	501c(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$ -	\$10,000 00
\$10,000 00 2009								
Shalhevet High School 910 S. Fairfax Los Angeles, CA 90036-4419 <i>General operating support</i>	501c(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$ -	\$5,000 00
\$5,000 00								

12/31/2009		Grants Recorded					Grants Recorded		Grants Recorded	
Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Paid in 2009	Paid in 2009	Paid in 2009	Paid in 2009
2009										
Sonoma State University University Development 1801 East Cotati Avenue Stevenson Hall Room 1054 Rohnert Park, CA 94928 <i>Support of Jewish Studies Program</i> \$10,000.00 2009	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00	\$	-	\$10,000.00	
The Tehiyah Day School 2603 Tassajara Ave El Cerrito, CA 94530 <i>To support the spring trip to Israel for students</i> \$10,000.00 2009	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00	\$	-	\$10,000.00	
The Tehiyah Day School 2603 Tassajara Ave El Cerrito, CA 94530 <i>To support the 2010 eighth grade trip to Israel</i> \$5,000.00 2009	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00	\$	-	\$5,000.00	
Union for Reform Judaism 633 Third Avenue New York, NY 10017-6778 <i>Fund set up at URJ Eisner and Crane Lake Camps for Jerry's Food Bank in honor of Jerry Somers</i> \$1,800.00 2009	501c(3)	\$0.00	\$1,800.00	\$0.00	\$1,800.00	\$0.00	\$	-	\$1,800.00	
Union for Reform Judaism 633 Third Avenue New York, NY 10017-6778 <i>Help implementation of Reform Day School Externship</i> \$25,000.00 2009	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00	\$	-	\$25,000.00	
University of Southern California 837 West Downey Way, Room 330 Los Angeles, CA 90089 <i>USC Shoah Foundation Institute for Visual History and Education--International Digital Access Outreach and Research Conference</i> \$250,000.00 2009		\$0.00	\$250,000.00	\$0.00	\$97,000.00	\$153,000.00	\$	-	\$97,000.00	
Upstart Bay Area 88 First Street, Suite 500 San Francisco, CA 94105	501c(3)	\$0.00	\$250,000.00	\$0.00	\$125,000.00	\$125,000.00	\$	-	\$125,000.00	

12/31/2009									
Recipient and/or Purpose	Tax Status	Beginning Balance 2009	Newly Allocated 2009	Amended 2009	Amount Paid 2009	Ending Balance 2009	Grants Recorded Prior to 2009, Paid in 2009	Grants Recorded In 2009, Paid in 2009	
<i>Experiential Education Training for Leaders of New Jewish Initiatives</i>									
\$250,000 00									
2009									
Yeshiva University	501c(3)	\$30,000 00	\$0 00	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$	-
500 West 185th Street									
New York, NY 10033									
Planning Grant for the Jim Joseph									
Foundation Educational Initiative									
\$50,000 00									
2008									
Yeshiva University	501c(3)	\$0 00	\$4,063,000 00	\$0 00	\$1,213,000 00	\$2,850,000 00	\$	-	\$1,213,000 00
500 West 185th Street									
New York, NY 10033									
University Education Initiative									
\$4,063,000 00									
2009		\$78,963,000 00	\$37,006,176 00	\$ 3,487,172.39	\$44,358,672.39	\$75,097,676 00	\$	26,363,420 00	\$ 17,995,252.39
Grand Totals (116 items)									
Amounts approved for future payment during 2009		\$37 006,176 00						Note. \$500,000 of 2008 set asides remain to be paid in 2010	
Grant amounts amended during 2009		\$ 3,487,172 39							
Amounts set aside and unpaid at 12/31/09		\$ 0 00							
Less 2009 payments of above amounts		-\$17,995,252 39							
Approved for future payment (Part XV, Line 3b)		\$22,498,096 00							

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER PARTNERSHIP INCOME	0.	6,239,943.		
INCOME FROM AFFILIATES	18,398,251.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	18,398,251.	6,239,943.		

FORM 990-PF	LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	34,113.	3,271.		24,037.
TO FM 990-PF, PG 1, LN 16A	34,113.	3,271.		24,037.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX AND ACCOUNTING	253,165.	126,583.		134,082.
TO FORM 990-PF, PG 1, LN 16B	253,165.	126,583.		134,082.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	79,583.	10,667.		65,916.
INVESTMENT MANAGEMENT FEES	891,949.	881,573.		10,375.
TO FORM 990-PF, PG 1, LN 16C	971,532.	892,240.		76,291.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	<722,669.>	0.		0.
FOREIGN TAXES PAID	0.	14,942.		0.
PROPERTY TAXES	4,262.	0.		4,262.
TO FORM 990-PF, PG 1, LN 18	<718,407.>	14,942.		4,262.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	36,249.	2,839.		35,878.
RECRUITING	2,190.	0.		2,190.
OFFICE SUPPLIES	12,136.	40.		11,821.
BANK FEES	15,127.	50.		14,335.
FURNITURE AND EQUIPMENT	14,367.	688.		13,714.
MAIL AND POSTAGE	16,674.	1,456.		15,312.
TELEPHONE	28,682.	1,926.		28,040.
AUTO	1,982.	0.		2,110.
MEALS AND ENTERTAINMENT	21,443.	1,781.		18,732.
WEBSITE	2,500.	0.		2,600.
ADMIN EXPENSE ALLOCATION	236,462.	106,791.		129,671.
UTILITIES	90,718.	0.		98,098.
DUES AND MEMBERSHIPS	58,414.	2,834.		55,580.
LICENSE AND FEES	654.	644.		10.
EDUCATION	24,318.	5,434.		18,884.
EMPLOYEE WELFARE	7,695.	0.		7,190.
EMPLOYEE CONSUMABLES	1,458.	0.		1,426.
MISCELLANEOUS ADMIN	13,189.	6,595.		6,594.
MISCELLANEOUS EXPENSE	5,162.	0.		4,788.
SOFTWARE	56,550.	8,594.		50,601.
INVESTMENT ANALYSIS EXPENSES	1,115.	1,115.		0.
PORTFOLIO DEDUCTIONS FROM PARTNERSHIPS	0.	1,691,249.		0.
CONTRIBUTIONS AND DONATIONS	6,067.	0.		6,067.
TO FORM 990-PF, PG 1, LN 23	653,152.	1,832,036.		523,641.

FOOTNOTES

STATEMENT

7

PART VII-B, LINE 1A(4)

DURING 2009, THE FOUNDATION MADE PAYMENTS FOR LEGAL SERVICES TO MANATT, PHELPS & PHILLIPS TOTALING \$36,599. ALVIN LEVITT, PRESIDENT OF THE BOARD OF DIRECTORS OF THE FOUNDATION, IS A PRINCIPAL AT MANATT, PHELPS & PHILLIPS.

PART VIII & IN ADDITION TO STATEMENT 13- LIST
OF OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS

ALVIN LEVITT* ALSO RECEIVED \$90,940 FROM INTERLAND GROWTH, LP, A 100% OWNED PARTNERSHIP OF THE FOUNDATION, FOR CONSULTATION SERVICES PROVIDED TO THE FOUNDATION AS A MEMBER OF THE REAL ESTATE COMMITTEE. THE BOARD OF DIRECTORS REVIEWED AND APPROVED THE REASONABLENESS OF THE COMPENSATION BASED ON THE INDEPENDENT CONTRACTOR'S REPORT.

JACK SLOMOVIC** ALSO RECEIVED \$90,940 FROM INTERLAND GROWTH, LP, A 100% OWNED PARTNERSHIP OF THE FOUNDATION, FOR CONSULTATION SERVICES PROVIDED TO THE FOUNDATION AS A MEMBER OF THE REAL ESTATE COMMITTEE. THE BOARD OF DIRECTORS REVIEWED AND APPROVED THE REASONABLENESS OF THE COMPENSATION BASED ON THE INDEPENDENT CONTRACTOR'S REPORT.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CONVEXITY CAPITAL OFFSHORE L.P.	17,429,819.	17,429,819.
WELLINGTON TRUST COMPANY	17,028,142.	17,028,142.
ISHARES TR S&P 100	17,552,091.	17,552,091.
MAYO CAPITAL	18,690,100.	18,690,100.
MASTER'S SELECT INTERNATIONAL FUND	24,293,724.	24,293,724.
DODGE & COX INT'L STOCK FUND	30,003,462.	30,003,462.
T. ROWE PRICE ERA FUND	6,533,774.	6,533,774.
VANGUARD PACIFIC STOCK INDEX FUND	4,977,312.	4,977,312.
TOTAL TO FORM 990-PF, PART II, LINE 10B	136,508,424.	136,508,424.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DODGE & COX INCOME FUND	30,436,486.	30,436,486.
PIMCO TOTAL RETURN FUND	33,986,167.	33,986,167.
TOTAL TO FORM 990-PF, PART II, LINE 10C	64,422,653.	64,422,653.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LEGACY VENTURE IV	FMV	2,309,381.	2,309,381.
CARLYLE VENTURE II	FMV	1,113,424.	1,113,424.
G/S SPECIAL OPP (ASIA)	FMV	35,386.	35,386.
G/S CAPITAL 2000	FMV	3,729,837.	3,729,837.
G/S CAPITAL VINTAGE II	FMV	1,979,785.	1,979,785.
POMONA CAPITAL V	FMV	1,787,607.	1,787,607.
CERBERUS INST. IV	FMV	4,150,201.	4,150,201.
TREMBLANT PARTNERS, LTD.	FMV	0.	0.
GLENVIEW CAPITAL PARTNERS (CAYMAN)	FMV	1,686,580.	1,686,580.
SCOUT CAPITAL FUND, LTD.	FMV	2,271,186.	2,271,186.
CLOVIS CAPITAL PARTNERS (CAYMAN) LTD.	FMV	0.	0.
INDUS ASIA PACIFIC MASTER FUND, LTD.	FMV	5,558,608.	5,558,608.
FIR TREE INT'L VALUE FUND, LTD.	FMV	2,095,769.	2,095,769.

THE SHIMON BEN JOSEPH FOUNDATION

33-1114104

MASON CAPITAL, LTD.	FMV	4,732,445.	4,732,445.
SHEPHERD INVESTMENTS INT'L LTD.	FMV	1,943,413.	1,943,413.
GRUSS GLOBAL INVESTORS, LTD.	FMV	2,855,623.	2,855,623.
SATELLITE OVERSEAS FUND, LTD.	FMV	385,672.	385,672.
DAVIDSON KEMPNER	FMV	3,278,004.	3,278,004.
CONTRARIAN FUND I	FMV	3,313,238.	3,313,238.
TACONIC OFFSHORE FUND 1.5	FMV	4,830,688.	4,830,688.
HBK OFFSHORE FUND	FMV	298,149.	298,149.
LIBERTY SQUARE OFFSHORE	FMV	0.	0.
YORK SELECT UNIT TRUST	FMV	1,087,831.	1,087,831.
OWL CREEK OVERSEAS FUND LTD.	FMV	4,294,270.	4,294,270.
SCP ATLANTIC FUND, LTD.	FMV	4,292,826.	4,292,826.
GCM LITTLE ARBOR	FMV	2,678,492.	2,678,492.
CERBERUS ASIA	FMV	190,356.	190,356.
CERBERUS ASIA SERIES II	FMV	813,270.	813,270.
CERBERUS INST. SERIES TWO	FMV	1,868,136.	1,868,136.
LEGACY VENTURE II	FMV	751,939.	751,939.
THOMAS WEISEL LP	FMV	470,150.	470,150.
NCD PARTNERS V, L.P.	FMV	3,082,590.	3,082,590.
ENCAP ENERGY CAPITAL FUND	FMV	1,009,265.	1,009,265.
PIMCO DISTRESSED MORTGAGE FUND	FMV	1,816,649.	1,816,649.
CA RES. FUND SERIES BAIN X-CORE FUND	FMV	447,664.	447,664.
CA RES.FUND SERIES BAIN X-COINVEST	FMV	67,561.	67,561.
CA RESOURCES FUND BAIN EUROPE III	FMV	222,299.	222,299.
SANKATY CREDIT OPPORTUNITIES IV, LP	FMV	1,436,472.	1,436,472.
VINTAGE VENTURE PARTNERS IV, L.P.	FMV	109,764.	109,764.
GS VINTAGE FUND V (OFFSHORE), L.P.	FMV	418,068.	418,068.
VALINOR CAPITAL PARTNERS	FMV	1,061,878.	1,061,878.
KING STREET CAPITAL, LTD.	FMV	3,633,257.	3,633,257.
PASSPORT OFFSHORE LTD.	FMV	907,361.	907,361.
GMO EMERGING MARKETS FUND-III	FMV	4,230,777.	4,230,777.
ADAGE CAPITAL PARTNERS, L.P.	FMV	22,095,910.	22,095,910.
LEGACY VENTURE V	FMV	514,160.	514,160.
KAYNE ANDERSON ENERGY FUND V	FMV	23,482.	23,482.
RESOURCE CAPITAL FUND V	FMV	52,427.	52,427.
GREENLIGHT CAPITAL OFFSHORE	FMV	5,088,543.	5,088,543.
BENNETT OFFSHORE RESTRUCTURING FUND	FMV	2,675,203.	2,675,203.
REGIMENT CAPITAL LTD.	FMV	4,119,908.	4,119,908.
TOTAL TO FORM 990-PF, PART II, LINE 13		117,815,504.	117,815,504.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS AND OTHER A/R	9,000,000.	6,049,842.	6,049,842.
RECEIVABLE FROM JIM JOSEPH			
ADMINISTRATIVE TRUST	250,000.	0.	0.
INVESTMENT IN REAL ESTATE	499,134,890.	388,035,024.	388,035,024.
DEFINED BENEFIT PLAN	63,069.	128,305.	128,305.
TO FORM 990-PF, PART II, LINE 15	508,447,959.	394,213,171.	394,213,171.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX	3,605,260.	2,646,962.
DUE TO AFFILIATES	6,000,000.	0.
OTHER LONG TERM LIABILITY	70,000.	120,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	9,675,260.	2,766,962.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES M. EDELSBERG 343 SANSOME STREET, SUITE 1200 SAN FRANCISCO, CA 94104	EXECUTIVE DIRECTOR 40.00	392,380.	99,977.	2,714.
SANDRA J. EDWARDS 343 SANSOME STREET, SUITE 1200 SAN FRANCISCO, CA 94104	ASSOCIATE DIRECTOR 40.00	196,822.	33,312.	4,490.
ALVIN T. LEVITT* 343 SANSOME STREET, SUITE 702 SAN FRANCISCO, CA 94104	PRESIDENT/DIRECTOR 15.00	26,000.	0.	0.
JACK SLOMOVIC** 343 SANSOME STREET, SUITE 1200 SAN FRANCISCO, CA 94104	VICE PRESIDENT/DIRECTOR 3.00	26,000.	0.	0.
PHYLLIS L. COOK 343 SANSOME STREET, SUITE 1200 SAN FRANCISCO, CA 94104	SECRETARY-TREASURER/DIRECT 3.00	26,000.	0.	0.
SUSAN FOLKMAN 343 SANSOME STREET, SUITE 1200 SAN FRANCISCO, CA 94104	DIRECTOR 3.00	26,000.	0.	0.
JEROME SOMERS 343 SANSOME STREET, SUITE 1200 SAN FRANCISCO, CA 94104	DIRECTOR 3.00	26,000.	0.	0.
DVORA JOSEPH 343 SANSOME STREET, SUITE 1200 SAN FRANCISCO, CA 94104	DIRECTOR 3.00	26,000.	0.	0.
MARY P. SEABURY 343 SANSOME STREET, SUITE 1200 SAN FRANCISCO, CA 94104	CFO 28.00	150,024.	32,401.	2,690.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		895,226.	165690.	9,894.

The Shimon Ben Joseph Foundation
EIN: 33-1114104
2009 Form 990-PF

Statement Required under IRC Reg. Sec. 53-4942(a)-3(b)(7)

The Shimon Ben Joseph Foundation ("the Foundation") was funded on January 1, 2006 and thus, the year ending December 31, 2006 is the first year that the Foundation's distributable amount as defined in section 4942(d) exceeded \$500. Accordingly, under IRC Reg. Sec. 53.4942(a)-3(b)(4), the Foundation's taxable year ending December 31, 2006 is the first year of the start-up period for purposes of the cash distribution test..

(a) Statement describing the nature and purposes of the specific project

Amounts set aside in 2008 include \$4,500,000 which represents the remaining portion of a grant to the Bar Ilan University in Israel for the construction of the Jim Joseph Building for Jewish Education and Values. In addition, \$1,000,000 was set aside as a grant to the Israel Education Resource Center, Inc. to establish the new national Israel Education Resource Center.

- (b) The amounts set aside for the grants will be paid by December 31, 2010 and in no event later than 60 months after the date of the set-aside. As of December 31, 2009, The Foundation had paid \$5,000,000 of the \$5,500,000 set-aside as of December 31, 2008.
- (c) The projects are ongoing and were not complete before December 31, 2008.
- (d) Distributable amounts determined under section 4942(d)

Year ending

December 31, 2006	\$ 4,456,108
December 31, 2007	30,628,736
December 31, 2008	41,743,381
December 31, 2009	35,492,790

(e) Aggregate amount of actual payments made in cash

Year ending

December 31, 2006	\$ 5,172,654
December 31, 2007	10,689,537
December 31, 2008	26,167,625
December 31, 2009	<u>49,059,407</u>
Total cash payments	\$ <u>91,089,223</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization THE SHIMON BEN JOSEPH FOUNDATION DBA JIM JOSEPH FOUNDATION	Employer identification number 33-1114104
	Number, street, and room or suite no. If a P.O. box, see instructions. 343 SANSOME STREET, NO. 1200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94104-1303	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

MARY SEABURY

- The books are in the care of ► **1590 DREW AVENUE, SUITE 200 - DAVIS, CA 95618**
Telephone No. ► **530-758-9210** FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1** I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ► ☒ calendar year **2009** or
 ► ☐ tax year beginning _____, and ending _____

- 2** If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 213,498.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 163,498.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$ 50,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization THE SHIMON BEN JOSEPH FOUNDATION DBA JIM JOSEPH FOUNDATION	Employer identification number 33-1114104
	Number, street, and room or suite no. If a P O box, see instructions 343 SANSOME STREET, NO. 1200	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions SAN FRANCISCO, CA 94104-1303	

Check type of return to be filed (File a separate application for each return)

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MARY SEABURY

- The books are in the care of ☒ **1590 DREW AVENUE, SUITE 200 - DAVIS, CA 95618**
 Telephone No ☒ **530-758-9210** FAX No ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**
- 5 For calendar year **2009**, or other tax year beginning _____, and ending _____
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension _____

**ADDITIONAL TIME IS REQUIRED IN ORDER TO GATHER INFORMATION
NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	213,498.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	213,498.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ **Sharon Zibach** Title ☐ _____ A member of the staff of Deloitte Tax LLP
 50 Fremont Street, San Francisco, CA 94105 Date ☒ **8/12/10**

Form 8868 (Rev. 4-2009)