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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, 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
InstructionsTHE ROSALINDE&ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)
2730 WILSHIRE BLVD #301
SANTA MONICA, CA 90403

A Employer identification number

56-2305694

B Telephone number (see the instructions)

(310) 477-5252

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 foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 198,707,085.

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)

REVENUE

- 1 Contributions, gifts, grants, etc., received (att sch) 500,000.
- 2 Cl ☒ if the foundn is not req to att Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities 3,818,291. 3,818,291. 3,818,291.
- 5a Gross rents 9,346,952. 9,346,952. 9,346,952.
- b Net rental income or (loss) 7,118,146.
- 6a Net gain/(loss) from sale of assets not on line 10 379,259.
- b Gross sales price for all assets on line 6a 20,579,053.
- 7 Capital gain net income (from Part IV, line 2) 379,259.
- 8 Net short-term capital gain 128,758.
- 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 1 283,368. 283,368. 283,368.
- 12 Total. Add lines 1 through 11 14,327,870. 13,827,870. 13,577,369.

ADMINISTRATIVE
AND
OPERATING
EXPENSES

- 13 Compensation of officers, directors, trustees, etc 466,056. 186,423. 279,634.
- 14 Other employee salaries and wages 464,342. 301,514. 162,828.
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule)
- b Accounting fees (attach sch)
- c Other prof fees (attach sch) SEE ST 2 563,875. 111,114. 452,761.
- 17 Interest 560,253. 559,616.
- 18 Taxes (attach schedule)(see instr) SEE STM 3 29,264. 28,003. 1,261.
- 19 Depreciation (attach sch) and depletion 1,388,089. 1,388,089.
- 20 Occupancy 53,576. 26,788.
- 21 Travel, conferences, and meetings 51,539. 51,539.
- 22 Printing and publications
- 23 Other expenses (attach schedule) SEE STATEMENT 4 1,807,376. 1,747,744. 59,632.
- 24 Total operating and administrative expenses. Add lines 13 through 23 5,384,370. 4,349,291. 1,034,443.
- 25 Contributions, gifts, grants paid PART XV 6,729,436. 6,729,436.
- 26 Total expenses and disbursements. Add lines 24 and 25 12,113,806. 4,349,291. 0. 7,763,879.

- 27 Subtract line 26 from line 12:
- a Excess of revenue over expenses and disbursements 2,214,064.
- b Net investment income (if negative, enter 0) 9,478,579.
- c Adjusted net income (if negative, enter 0-) 13,577,369.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

| | | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|--|---|-------------------------------------|-------------------------------|-----------------------|
| ASSETS | 1 Cash — non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 7,480,705. | 3,880,257. | 3,880,237. |
| | 3 Accounts receivable | | | |
| | Less allowance for doubtful accounts | | | |
| | 4 Pledges receivable | | | |
| | Less allowance for doubtful accounts | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) | | | |
| | 7 Other notes and loans receivable (attach sch) | | | |
| | Less allowance for doubtful accounts | 1,538,908. | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments — U.S. and state government obligations (attach schedule) | | | |
| | b Investments — corporate stock (attach schedule) STATEMENT 5 | 59,936,917. | 68,909,695. | 70,732,333. |
| | c Investments — corporate bonds (attach schedule) STATEMENT 6 | 250,000. | 250,000. | 250,000. |
| | 11 Investments — land, buildings, and equipment basis | 84,269,692. | | |
| Less accumulated depreciation (attach schedule) SEE STMT 7 | 8,544,686. | 77,649,903. | 75,725,006. | |
| 12 Investments — mortgage loans | | | | |
| 13 Investments — other (attach schedule) STATEMENT 8 | 3,981,221. | 3,975,917. | 6,351,472. | |
| 14 Land, buildings, and equipment basis | | | | |
| Less accumulated depreciation (attach schedule) | | | | |
| 15 Other assets (describe SEE STATEMENT 9) | 440,538. | 358,717. | | |
| 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I) | 151,278,192. | 153,099,592. | 198,707,085. | |
| LIABILITIES | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) STMT 10 | 17,672,724. | 17,495,588. | |
| | 22 Other liabilities (describe SEE STATEMENT 11) | 288,451. | 281,434. | |
| | 23 Total liabilities (add lines 17 through 22) | 17,961,175. | 17,777,022. | |
| 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 | 115,425. | 115,425. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 133,201,592. | 135,207,145. | |
| | 30 Total net assets or fund balances (see the instructions) | 133,317,017. | 135,322,570. | |
| | 31 Total liabilities and net assets/fund balances (see the instructions) | 151,278,192. | 153,099,592. | |

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 | 133,317,017. |
| 2 Enter amount from Part I, line 27a | 2 | 2,214,064. |
| 3 Other increases not included in line 2 (itemize) | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 135,531,081. |
| 5 Decreases not included in line 2 (itemize) SEE STATEMENT 12 | 5 | 208,511. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 | 6 | 135,322,570. |

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) |
|--|--|--|---|-------------------------------------|
| 1 a SEE STATEMENT 13 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

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

| | | | |
|--|--|---|----------|
| 2 Capital gain net income or (net capital loss) | — [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7] | 2 | 379,259. |
| 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 | 128,758. |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|--|---------------------------------------|--|--|
| 2008 | 9,605,878. | 194,041,241. | 0.049504 |
| 2007 | 8,887,941. | 194,048,009. | 0.045803 |
| 2006 | 6,966,405. | 168,286,596. | 0.041396 |
| 2005 | 6,827,323. | 144,219,197. | 0.047340 |
| 2004 | 4,994,604. | 128,515,755. | 0.038864 |

| | | |
|--|---|--------------|
| 2 Total of line 1, column (d) | 2 | 0.222907 |
| 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 | 0.044581 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 193,948,015. |
| 5 Multiply line 4 by line 3 | 5 | 8,646,396. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 94,786. |
| 7 Add lines 5 and 6 | 7 | 8,741,182. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 7,763,879. |

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.

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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 or determination letter _____ (attach copy of letter if necessary - see instr.) | | |
| 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 | | |
| 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-) | | 189,572. |
| 3 Add lines 1 and 2 | | 0. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 189,572. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 0. |
| 6 Credits/Payments | | 189,572. |
| a 2009 estimated tax pmts and 2008 overpayment credited to 2009 | 6a 70,128. | |
| b Exempt foreign organizations – tax withheld at source | 6b | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 120,000. | |
| d Backup withholding erroneously withheld | 6d | |
| 7 Total credits and payments Add lines 6a through 6d | | 190,128. |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached | | 3,430. |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | | 2,874. |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax Refunded | | |

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) CA DE | | |
| 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.THEGILBERTFOUNDATION.ORG | 13 | X | |
| 14 | The books are in care of THE R & A GILBERT FOUNDATION Telephone no (310) 449-4500 Located at 2730 WILSHIRE BLVD SUITE 301 SANTA MONICA CA ZIP + 4 90403 | | | |
| 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 | N/A | | N/A |
| | | 15 | | |

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 |
|--|---|-----|
| 1 a 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"/> | 1 b | 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? | 1 c | 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? If 'Yes,' list the years 20__ , 20__ , 20__ , 20__ | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions) | 2 b | 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__ | | |
| 3 a 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 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) | 3 b | N/A |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | 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? | 4 b | 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)? (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)?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?If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) ☐ Yes ☒ No**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|--|---|---|---------------------------------------|
| MARTIN BLANK, JR. 2730 WILSHIRE BLVD SUITE 301 SANTA MONICA, CA 90403 | SECRETARY/TR 40.00 | 278,646. | 0. | 0. |
| RICHARD ZIMAN 2730 WILSHIRE BLVD SUITE 301 SANTA MONICA, CA 90403 | CEO/TRUSTEE 40.00 | 187,410. | 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 |
|--|--|------------------|---|---------------------------------------|
| SHELDON KATZER 2730 WILSHIRE BLVD #301 SANTA MONICA, CA 90403 | PROPERTY MANA 40 | 200,000. | 0. | 0. |
| MONINA UMALI 2730 WILSHIRE BLVD., #301 SANTA MONICA, CA 90403 | ACCOUNTING MA 40 | 90,648. | 9,329. | 0. |
| SEAN OSTROVSKY 2730 WILSHIRE BLVD., #301 SANTA MONICA, CA 90403 | GRANT MANAGER 40 | 78,583. | 4,578. | 0. |
| ROBERTA DIAMOND 2730 WILSHIRE BLVD., #301 SANTA MONICA, CA 90403 | EMPLOYEE 40 | 69,933. | 10,561. | 0. |
| | | | | |

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 |
|--|---------------------|------------------|
| SEE STATEMENT 14 | | |
| | | 1,049,813. |
| | | |
| | | |
| | | |
| | | |
| | | |
| 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 (see instructions)

| 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 | |
| All other program-related investments See instructions | |
| 3 | |
| Total. Add lines 1 through 3 | 0. |

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Form 990-PF (2009)

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 | 54,351,408. |
| b | Average of monthly cash balances | 1b | 6,537,978. |
| c | Fair market value of all other assets (see instructions) | 1c | 136,012,152. |
| d | Total (add lines 1a, b, and c) | 1d | 196,901,538. |
| 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 | 196,901,538. |
| 4 | Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 2,953,523. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 193,948,015. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 9,697,401. |

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 | 9,697,401. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 189,572. |
| b | Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 189,572. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 9,507,829. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 9,507,829. |
| 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 | 9,507,829. |

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 | 7,763,879. |
| 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 | 7,763,879. |
| 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 | 7,763,879. |

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 2008 | (c) 2008 | (d) 2009 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 9,507,829. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | 2,822,311. | |
| b Total for prior years 20____, 20____, 20____ | | 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. ▶ \$ 7,763,879. | | | | |
| a Applied to 2008, but not more than line 2a | | | 2,822,311. | |
| 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 | | | | 4,941,568. |
| 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: | | | | |
| 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 instructions | | | 0. | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | 4,566,261. |
| 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 2004 not applied on line 5 or line 7 (see instructions) | 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 | | | | |

BAA

Form 990-PF (2009)

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

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 |
|--|--|--------------------------------------|-------------------------------------|----------------------|
| <i>a Paid during the year</i> SEE ATTACHED STATEMENT-15 | | N/A | CHARITABLE | 6,729,436. |
| Total | | | | 3a 6,729,436. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | | 3b |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (see the instructions) |
|--|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments. | | | | | |
| 3 | Interest on savings and temporary cash investments | | | | | |
| 4 | Dividends and interest from securities | | | 14 | 3,818,291. | |
| 5 | Net rental income or (loss) from real estate | | | | | |
| a | Debt-financed property | | | | | |
| b | Not debt-financed property | | | 16 | 7,118,146. | |
| 6 | Net rental income or (loss) from personal property | | | | | |
| 7 | Other investment income | | | 14 | 6,644. | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | 18 | 379,259. | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory | | | | | |
| 11 | Other revenue | | | | | |
| a | INV IN REAL ESTATE PTSHPS | | | 16 | 230,185. | |
| b | OTHER INCOME | | | 18 | 46,539. | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 | Subtotal. Add columns (b), (d), and (e) | | | | 11,599,064. | |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | | 11,599,064. |

(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]

THE ROSALINDE&ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)

56-2305694

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

| | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------|-----------------------------|---------------------------------|-------------------------------|
| INV IN REAL ESTATE PTSHPS | \$ 230,185. | \$ 230,185. | \$ 230,185. |
| OTHER INCOME | 46,539. | 46,539. | 46,539. |
| OTHER INVESTMENT INCOME | 6,644. | 6,644. | 6,644. |
| TOTAL | <u>\$ 283,368.</u> | <u>\$ 283,368.</u> | <u>\$ 283,368.</u> |

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| LEGAL AND AUDIT | \$ 46,228. | \$ 23,114. | | \$ 23,114. |
| PROFESSIONAL FEES | 517,647. | 88,000. | | 429,647. |
| TOTAL | <u>\$ 563,875.</u> | <u>\$ 111,114.</u> | <u>\$ 0.</u> | <u>\$ 452,761.</u> |

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| OTHER TAXES AND LICENSES | \$ -21,651. | | | \$ -21,651. |
| PAYROLL TAXES | 50,915. | \$ 28,003. | | 22,912. |
| TOTAL | <u>\$ 29,264.</u> | <u>\$ 28,003.</u> | <u>\$ 0.</u> | <u>\$ 1,261.</u> |

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| AMORTIZATION | \$ 105,275. | \$ 105,275. | | N/A |
| AUTOMOBILE | 17,494. | 8,747. | | \$ 8,747. |
| DUES AND SUBSCRIPTIONS | 24,360. | 12,180. | | 12,180. |
| INSURANCE | 195,153. | 171,735. | | 23,418. |
| INVESTMENT EXPENSES-NGN BIOMED PS | 19,142. | 19,142. | | |
| INVESTMENT EXPENSES-OCM MEZZANINE PS | 13,150. | 13,150. | | |
| INVESTMENT MANAGEMENT FEES | 636,213. | 636,213. | | |
| OFFICE | 61,147. | 45,860. | | 15,287. |

THE ROSALINDE&ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)

56-2305694

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| RENTAL EXPENSES | \$ 735,442. | \$ 735,442. | | |
| TOTAL | <u>\$ 1,807,376.</u> | <u>\$ 1,747,744.</u> | <u>\$ 0.</u> | <u>\$ 59,632.</u> |

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

| CORPORATE STOCKS | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|-------------------------------------|---------------------|-----------------------|-----------------------|
| INVESTMENTS IN MUTUAL FUNDS AT COST | COST | \$ 56,299,766. | \$ 60,216,107. |
| INVESTMENTS IN OTHER INVESTMENTS | COST | 12,573,933. | 10,455,675. |
| INVESTMENTS IN FOREIGN CURRENCY | COST | 35,996. | 60,551. |
| | TOTAL | <u>\$ 68,909,695.</u> | <u>\$ 70,732,333.</u> |

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

| CORPORATE BONDS | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--------------------------------------|---------------------|--------------------|----------------------|
| INVESTMENTS IN CORPORATE OBLIGATIONS | COST | \$ 250,000. | \$ 250,000. |
| | TOTAL | <u>\$ 250,000.</u> | <u>\$ 250,000.</u> |

STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

| CATEGORY | BASIS | ACCUM. DEPREC. | BOOK VALUE | FAIR MARKET VALUE |
|--------------|-----------------------|----------------------|-----------------------|------------------------|
| BUILDINGS | \$ 51,572,836. | \$ 7,773,860. | \$ 43,798,976. | \$ 117,493,043. |
| IMPROVEMENTS | 2,031,326. | 770,826. | 1,260,500. | 0. |
| LAND | 30,665,530. | | 30,665,530. | 0. |
| TOTAL | <u>\$ 84,269,692.</u> | <u>\$ 8,544,686.</u> | <u>\$ 75,725,006.</u> | <u>\$ 117,493,043.</u> |

2009

FEDERAL STATEMENTS

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THE ROSALINDE&ARTHUR GILBERT FOUNDATION
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STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

| | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------------|---------------|----------------------|
| <u>OTHER INVESTMENTS</u> | | | |
| JOINT VENTURES - GILBERT BLANK | COST | \$ 2,364,226. | \$ 4,705,851. |
| JOINT VENTURES - 7000 E. SLAUSON CO. | COST | 1,610,300. | 1,644,230. |
| INVESTMENTS IN FLEXIBLE SPENDING ACCOUNT | COST | 1,391. | 1,391. |
| | TOTAL | \$ 3,975,917. | \$ 6,351,472. |

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

| | BOOK VALUE | FAIR MARKET VALUE |
|-----------------------|-------------|----------------------|
| NET INTANGIBLE ASSETS | \$ 358,714. | |
| ROUNDING | 3. | |
| TOTAL | \$ 358,717. | \$ 0. |

STATEMENT 10
FORM 990-PF, PART II, LINE 21
MORTGAGES AND OTHER NOTES PAYABLE

| | | |
|---|-----------------------------|--------------------|
| <u>MORTGAGES PAYABLE</u> | | <u>BALANCE DUE</u> |
| WELLS FARGO | | \$ 9,245,588. |
| TOTAL MORTGAGES PAYABLE | | \$ 9,245,588. |
| <u>OTHER NOTES PAYABLE</u> | | <u>BALANCE DUE</u> |
| LENDER'S NAME: | BANK OF AMERICA | |
| DATE OF NOTE: | 9/01/2008 | |
| MATURITY DATE: | 12/31/2009 | |
| REPAYMENT TERMS: | PAYABLE UPON DEMAND BY BANK | |
| INTEREST RATE: | 0.98% | |
| SECURITY PROVIDED: | | |
| PURPOSE OF LOAN: | LINE OF CREDIT | |
| DESC. OF CONSIDERATION: | | |
| FMV OF CONSIDERATION: | 8,250,000. | |
| ORIGINAL AMOUNT: | 25,000,000. | |
| BALANCE DUE: | | 8,250,000. |
| TOTAL OTHER NOTES PAYABLE | | \$ 8,250,000. |
| TOTAL MORTGAGES AND OTHER NOTES PAYABLE | | \$ 17,495,588. |

THE ROSALINDE&ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)

56-2305694

STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

| | | |
|-------------------|----|-----------------|
| SECURITY DEPOSITS | \$ | 198,471. |
| DUE TO NORTH FACE | | 79,452. |
| DUE TO SNAPPLE | | 3,511. |
| TOTAL | \$ | <u>281,434.</u> |

STATEMENT 12
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

| | | |
|---|----|-----------------|
| BOOK TAX AMORTIZATION DIFF - PREPAID COMMISSION | \$ | 3,160. |
| BOOK TAX DEPRECIATION DIFF - BUILDING | | 70,635. |
| BOOK TAX DEPRECIATION DIFF - LEASEHOLD IMPROVEMENTS | | 69,679. |
| PARTERSHIP PASS THROUGH INCOME | | 65,037. |
| TOTAL | \$ | <u>208,511.</u> |

STATEMENT 13
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|------|--|------------------|-------------------|---------------|
| 1 | 1,296,000 FOREIGN CURRENCY - ISRAELI SHEKELS | | | |
| 2 | 1,225.0000 SELECT SECTOR SPDR UTILITIES | PURCHASED | VARIOUS | 3/23/2009 |
| 3 | 11,346.4840 PIMCO GNMA | PURCHASED | 9/04/2009 | 12/23/2009 |
| 4 | 391,092.5400 PIMCO GNMA | PURCHASED | VARIOUS | 9/02/2009 |
| 5 | 320,254.1150 PIMCO GNMA | PURCHASED | VARIOUS | 12/21/2009 |
| 6 | 28,717.4720 PIMCO FDS MORTGAGE BACKED SECURITIES | PURCHASED | VARIOUS | 12/21/2009 |
| 7 | 6,394.6870 PIMCO FDS MORTGAGE BACKED SECURITIES | PURCHASED | 12/01/2008 | 9/02/2009 |
| 8 | 38,648.4020 PIMCO INVESTMENT GRADE CORP BONDS | PURCHASED | 12/01/2008 | 12/21/2009 |
| 9 | 195,209.5810 VANGUARD TOTAL BOND INDEX FUND | PURCHASED | 12/01/2008 | 9/02/2009 |
| 10 | 11,687.5600 VANGUARD TOTAL BOND INDEX FUND | PURCHASED | VARIOUS | 6/08/2009 |
| 11 | 18,626.7980 OPPENHEIMER INTL BOND FUND | PURCHASED | VARIOUS | 9/02/2009 |
| 12 | 34,545.4550 OPPENHEIMER INTL BOND FUND | PURCHASED | 12/01/2008 | 9/02/2009 |
| 13 | 5,254.4380 PIMCO EMERGING MARKETS BOND FUND | PURCHASED | 12/01/2008 | 12/21/2009 |
| 14 | 15,472.0810 PIMCO EMERGING MARKETS BOND FUND | PURCHASED | 12/01/2008 | 2/11/2009 |
| 15 | 25,332.0500 PIMCO EMERGING MARKETS BOND FUND | PURCHASED | 12/01/2008 | 9/02/2009 |
| 16 | 44,162.5620 PIONEER HIGH YIELD | PURCHASED | 12/01/2008 | 12/21/2009 |
| 17 | 48,711.4540 PIONEER HIGH YIELD | PURCHASED | 12/01/2008 | 9/02/2009 |
| 18 | 718.5410 K2 OVERSEAS INVESTORS I LTD | PURCHASED | 12/01/2008 | 12/21/2009 |
| 19 | 6,560.6360 LAFAYETTE EUROPE FUND LTD | PURCHASED | VARIOUS | 4/01/2009 |
| 20 | 8.4928 QUEST TRADING MGRS LTD - NON LIQUID - | PURCHASED | VARIOUS | 2/28/2009 |
| | SPLIT FROM MAIN FND | | | |
| | PURCHASED | 9/01/2009 | | 10/01/2009 |

THE ROSALINDE&ARTHUR GILBERT FOUNDATION
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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|------|--|---------------------|----------------------|------------------|
| 21 | 237.1980 QUEST TRADING MGRS LTD - LIQUID #1 | PURCHASED | VARIOUS | 9/17/2009 |
| 22 | 292.5696 TORREY DEVELOPMENT OFFSHORE FUND - CLASS A | PURCHASED | VARIOUS | 4/30/2009 |
| 23 | 2,414.1310 BASSINICO EMERGING MARKET OPPORTUNITY FUND | PURCHASED | VARIOUS | 2/27/2009 |
| 24 | 201.9700 DAFNA INTERNATIONAL FUND | PURCHASED | VARIOUS | 3/02/2009 |
| 25 | 2,713.4700 FORUM ABSOLUTE RETURN | PURCHASED | VARIOUS | 6/18/2009 |
| 26 | 190.5400 MALTA MLC OFFSHORE FUND LP | PURCHASED | VARIOUS | 2/28/2009 |
| 27 | 21.6910 MALTA MLC OFFSHORE FUND LP | PURCHASED | VARIOUS | 2/26/2009 |
| 28 | 22,062.1300 MARTIN CURRIE ABSOLUTE RETURN JAPAN FUND | PURCHASED | VARIOUS | 1/15/2009 |
| 29 | 3,490.1650 PRISM OFFSHORE FUND CLASS E | PURCHASED | VARIOUS | 1/22/2009 |
| 30 | 71.2300 PRISM OFFSHORE FUND CLASS E | PURCHASED | VARIOUS | 4/30/2009 |
| 31 | 2,429.8100 PRISM OFFSHORE FUND CLASS C | PURCHASED | VARIOUS | 1/22/2009 |
| 32 | 49.5800 PRISM OFFSHORE FUND CLASS C | PURCHASED | VARIOUS | 4/30/2009 |
| 33 | 221.9700 SEC MONSOON INDIA INFLECTION FUND | PURCHASED | VARIOUS | VARIOUS |
| 34 | 3,995.9420 SPINNER GLOBAL TECH FUND | PURCHASED | VARIOUS | 2/05/2009 |
| 35 | 210.3130 SPINNER GLOBAL TECH FUND | PURCHASED | VARIOUS | 4/03/2009 |
| 36 | 1,001.9130 CAMBRIDGE ENERGY FUND INTL LP | PURCHASED | VARIOUS | 2/11/2009 |
| 37 | 144.4329 WHITEBOX DIVERSIFIED CONVERTIBLE ARBITRAGE FUND LTD | PURCHASED | VARIOUS | 1/06/2009 |
| 38 | 491.7210 WHITEBOX DIVERSIFIED CONVERTIBLE ARBITRAGE FUND LTD | PURCHASED | VARIOUS | 6/10/2009 |
| 39 | 45,742.6400 ASHMORE EMERGING MARKETS AUG08 | PURCHASED | 1/05/2009 | VARIOUS |
| 40 | 89.7800 MALTA MLC OFFSHORE FUND LP | PURCHASED | VARIOUS | 2/28/2009 |
| 41 | 1,109.3720 LAFAYETTE EUROPE DOLLAR B | PURCHASED | 2/28/2009 | 5/07/2009 |
| 42 | 690.1010 LAFAYETTE EUROPE DOLLAR B | PURCHASED | 2/28/2009 | 5/07/2009 |
| 43 | 706.4130 LAFAYETTE EUROPE DOLLAR B | PURCHASED | 2/28/2009 | 9/29/2009 |
| 44 | LAND - VACANT, SAN LEANDRO | PURCHASED | 1/17/2007 | 12/01/2009 |

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 1 | 360,000. | | 203,083. | 156,917. | | | | \$ 156,917. |
| 2 | 38,195. | | 35,684. | 2,511. | | | | 2,511. |
| 3 | 132,300. | | 127,028. | 5,272. | | | | 5,272. |
| 4 | 4501475. | | 4378437. | 123,038. | | | | 123,038. |
| 5 | 3686125. | | 3585373. | 100,752. | | | | 100,752. |
| 6 | 309,000. | | 289,800. | 19,200. | | | | 19,200. |
| 7 | 67,400. | | 64,531. | 2,869. | | | | 2,869. |
| 8 | 423,200. | | 377,259. | 45,941. | | | | 45,941. |
| 9 | 1956000. | | 1936947. | 19,053. | | | | 19,053. |
| 10 | 121,200. | | 115,969. | 5,231. | | | | 5,231. |
| 11 | 116,600. | | 108,263. | 8,337. | | | | 8,337. |
| 12 | 224,200. | | 200,785. | 23,415. | | | | 23,415. |
| 13 | 44,400. | | 42,937. | 1,463. | | | | 1,463. |
| 14 | 152,400. | | 130,402. | 21,998. | | | | 21,998. |
| 15 | 263,200. | | 213,504. | 49,696. | | | | 49,696. |
| 16 | 358,600. | | 289,980. | 68,620. | | | | 68,620. |
| 17 | 442,300. | | 319,849. | 122,451. | | | | 122,451. |
| 18 | 918,000. | | 736,950. | 181,050. | | | | 181,050. |
| 19 | 675,024. | | 782,481. | -107,457. | | | | -107,457. |
| 20 | 15,302. | | 12,086. | 3,216. | | | | 3,216. |
| 21 | 452,797. | | 337,542. | 115,255. | | | | 115,255. |

THE ROSALINDE&ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)

56-2305694

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|-------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 22 | 1179566. | | 1161895. | 17,671. | | | | \$ 17,671. |
| 23 | 367,108. | | 325,000. | 42,108. | | | | 42,108. |
| 24 | 281,000. | | 250,000. | 31,000. | | | | 31,000. |
| 25 | 390,868. | | 287,521. | 103,347. | | | | 103,347. |
| 26 | 316,000. | | 224,449. | 91,551. | | | | 91,551. |
| 27 | 24,458. | | 25,551. | -1,093. | | | | -1,093. |
| 28 | 354,514. | | 350,000. | 4,514. | | | | 4,514. |
| 29 | 274,676. | | 450,800. | -176,124. | | | | -176,124. |
| 30 | 5,615. | | 9,200. | -3,585. | | | | -3,585. |
| 31 | 298,574. | | 367,501. | -68,927. | | | | -68,927. |
| 32 | 6,103. | | 7,499. | -1,396. | | | | -1,396. |
| 33 | 113,020. | | 233,588. | -120,568. | | | | -120,568. |
| 34 | 288,272. | | 285,000. | 3,272. | | | | 3,272. |
| 35 | 15,197. | | 15,000. | 197. | | | | 197. |
| 36 | 215,687. | | 250,000. | -34,313. | | | | -34,313. |
| 37 | 137,271. | | 179,194. | -41,923. | | | | -41,923. |
| 38 | 518,704. | | 610,065. | -91,361. | | | | -91,361. |
| 39 | 244,680. | | 307,093. | -62,413. | | | | -62,413. |
| 40 | 11,524. | | 100,000. | -88,476. | | | | -88,476. |
| 41 | 27,080. | | 26,956. | 124. | | | | 124. |
| 42 | 19,290. | | 16,768. | 2,522. | | | | 2,522. |
| 43 | 22,128. | | 17,165. | 4,963. | | | | 4,963. |
| 44 | 210,000. | | 410,659. | -200,659. | | | | -200,659. |
| TOTAL | | | | | | | | \$ 379,259. |

STATEMENT 14
FORM 990-PF, PART VIII, LINE 3
COMPENSATION OF FIVE HIGHEST PAID CONTRACTORS

| NAME AND ADDRESS | TYPE OF SERVICE | COMPENSATION |
|--|---------------------|--------------|
| LAURIE HELLER & ASSOCIATES (H&H INTERNATIONAL) 4 MAASEL HOSHEV, PO BOX 53313 TALPIOT, JERUSALEM 91533 ISRAEL | CONSULTING | 72,000. |
| GEORGINA ASSET MNGT 270 18TH ST SANTA MONICA, CA 90402 | INVESTMENT SERVICES | 632,813. |
| JANIS MINTON 2444 WILSHIRE BLVD., #622 SANTA MONICA, CA 90403 | CONSULTING | 200,000. |
| SAMUEL ASSOCIATES 2730 WILSHIRE BLVD., #301 SANTA MONICA, CA 90403 | SOFTWARE | 75,000. |
| TESSA CARMEN DE ROY 2730 WILSHIRE BLVD #301 SANTA MONICA, CA 90403 | CONSULTING | 70,000. |

2009

FEDERAL STATEMENTS

PAGE 7

THE ROSALINDE&ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)

56-2305694

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART VIII, LINE 3
COMPENSATION OF FIVE HIGHEST PAID CONTRACTORS

NAME AND ADDRESS

TYPE OF SERVICE

COMPENSATION

TOTAL \$ 1,049,813.

2009**FEDERAL STATEMENTS****THE ROSALINDE AND ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)**

56-2305694

STATEMENT 15**FORM 990-PF, PART XV LINE 3A****GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

| <u>Payment Date</u> | <u>Organization</u> | <u>For Benefit Of/Program</u> | <u>Amount</u> |
|---------------------|---------------------------------------|-------------------------------|---------------|
| 01/06/09 | Museum of Latin American Art | General Support | \$ 1,000 |
| 01/20/09 | Pukuu | General Support | 20,000 |
| 01/21/09 | Family Caregiver Alliance | Legacy Award | 22,500 |
| 01/21/09 | American Joint Dist. Comm. | Inter-Agency Task Force | 5,000 |
| 01/26/09 | Skirball Cultural Center | General Support | 20,000 |
| 01/26/09 | Technion | General Support | 39,000 |
| 02/02/09 | Children Uniting Nations | Oscar Party | 10,000 |
| 02/05/09 | KCRW | General Support | 1,500 |
| 02/10/09 | Israel Tennis Association | Girls Tennis | 37,500 |
| 02/10/09 | American Friends of Yedid | Homelessness | 50,000 |
| 02/10/09 | Kol Ha Isha | Economic Empowerment | 30,000 |
| 02/10/09 | Women's Courtyard | General Support | 42,500 |
| 02/17/09 | Mati | Unemployed to Entr. | 37,500 |
| 02/23/09 | Culver City Police Department | General Support | 6,000 |
| 02/23/09 | National Alliance on Mental Illness | General Support | 1,500 |
| 02/24/09 | American Friends of Reut Institute | General Support | 15,000 |
| 02/24/09 | Economic Empowerment for Women | Business of One's Own | 30,000 |
| 02/26/09 | Jewish Federation of Greater L.A. | Breakfast Program | 125,000 |
| 03/02/09 | Technion | Sci-Tech | 40,000 |
| 03/02/09 | Jewish Agency | Pincus Fund Research | 2,500 |
| 03/02/09 | American Joint Dist. Comm. | Project Tsofia | 50,000 |
| 03/02/09 | American Friends of Hebrew University | Saltiel Center | 55,000 |
| 03/02/09 | Amer. Fr. for the Adv. of Comm Ctr | Budding Scientists | 50,000 |
| 03/02/09 | Amer. Fr. for the Adv. of Comm Ctr | Discharged Soldiers | 62,500 |
| 03/02/09 | Friends of Ethiopian Jews | Gedara Community | 30,000 |
| 03/09/09 | Maccabi USA | General Support | 15,000 |
| 03/09/09 | Angie's Spa | General Support | 1,000 |
| 03/17/09 | Wallis Annenberg Center | General Support | 5,000 |
| 03/18/09 | Achievable | General Support | 5,000 |
| 03/31/09 | Woodrow Wilson International Center | General Support | 6,000 |
| 03/31/09 | Downtown Women's Center | General Support | 2,500 |
| 03/31/09 | Zeta Zeta Tau Foundation | General Support | 1,000 |

2009**FEDERAL STATEMENTS****THE ROSALINDE AND ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)**

56-2305694

STATEMENT 15**FORM 990-PF, PART XV LINE 3A****GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

| <u>Payment Date</u> | <u>Organization</u> | <u>For Benefit Of/Program</u> | <u>Amount</u> |
|---------------------|---------------------------------------|-------------------------------|---------------|
| 04/12/09 | CHP 11-99 Foundation | General Support | 5,600 |
| 04/14/09 | CORO Southern California | General Support | 5,000 |
| 04/14/09 | West L.A. Symphony | General Support | 500 |
| 04/26/09 | UCLA Foundation | General Support | 3,000 |
| 04/28/09 | UCLA Foundation | General Support | 10,000 |
| 05/04/09 | Jewish Community & Rec Center | General Support | 25,000 |
| 05/06/09 | EIF Revlon Run/Walk | General Support | 1,000 |
| 05/10/09 | USC | CHEPA | 100,000 |
| 05/17/09 | Public Counsel | General Support | 2,000 |
| 05/28/09 | Mati | Export Pilot Program | 40,000 |
| 06/03/09 | Milken Institute | Israel Institute | 25,000 |
| 06/03/09 | Public Health Foundation | L.A. Childcare Food | 25,000 |
| 06/04/09 | Women's Courtyard | General Support | 42,500 |
| 06/04/09 | Friends of Ethiopian Jews | Geran Community | 30,000 |
| 06/04/09 | Mati | Unemployed to Entr. | 37,500 |
| 06/04/09 | Israel Tennis Association | Girls Tennis | 37,500 |
| 06/04/09 | Economic Empowerment for Women | Business of One's Own | 30,000 |
| 06/04/09 | American Friends of Koret | SAWA | 25,000 |
| 06/04/09 | American Friends of Yedid | Homelessness | 50,000 |
| 06/08/09 | Occidental College | Center for Food/Justice | 50,000 |
| 06/08/09 | Tides Center | CANFIT | 27,890 |
| 06/10/09 | Westside Jewish Community Center | Bathroom Construction | 10,000 |
| 06/10/09 | Sierra Club Foundation | General Support | 1,500 |
| 06/16/09 | Jewish Big Brother Big Sisters | Camp Max Straus | 10,000 |
| 06/30/09 | California WIC Foundation | Retail Food Project | 37,500 |
| 07/05/09 | Centropa | Education Outreach | 25,000 |
| 07/06/09 | Oregon Shakespeare Festival | General Support | 1,500 |
| 07/06/09 | Discovery Eye Foundation | General Support | 2,500 |
| 07/07/09 | Lymphoma & Leukemia Society | General Support | 2,000 |
| 07/07/09 | The Painted Turtle | General Support | 1,000 |
| 07/07/09 | Lymphoma & Leukemia Society | General Support | 2,000 |
| 07/07/09 | Ronald McDonald House | General Support | 2,000 |
| 07/09/09 | Prevention Institute | Joint Use Statewide | 25,000 |
| 07/15/09 | American Society of Technion | Pre-University Program | 17,500 |
| 07/23/09 | Amer. Fr. for the Adv. of Comm Ctr | Budding Scientists | 40,000 |
| 07/23/09 | Amer. Fr. for the Adv. of Comm Ctr | Discharged Soldiers | 50,000 |
| 07/23/09 | Hadassah | Gateway & Prom. Pros. | 72,000 |
| 07/23/09 | American Friends of Hebrew University | Project Nurture | 39,200 |
| 07/23/09 | American Friends of Hebrew University | Saltiel Center | 55,000 |
| 07/23/09 | Yemin Orde | Excellence in Education | 20,000 |
| 07/28/09 | MADD | General Support | 1,500 |
| 07/28/09 | Hammer Museum | General Support | 15,000 |

2009**FEDERAL STATEMENTS****THE ROSALINDE AND ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)**

56-2305694

STATEMENT 15**FORM 990-PF, PART XV LINE 3A****GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

| <u>Payment Date</u> | <u>Organization</u> | <u>For Benefit Of/Program</u> | <u>Amount</u> |
|---------------------|---|-------------------------------|---------------|
| 07/30/09 | New West Symphony | General Support | 10,000 |
| 07/30/09 | American Joint Dist. Comm. | Or Akiva Parent/Child Ctr. | 25,000 |
| 08/06/09 | Zionism 2000 | Youth in Yerucham | 12,000 |
| 08/06/09 | Mati | Unemployed to Entr. | 37,500 |
| 08/13/09 | Nisped | Economic Empowerment | 36,000 |
| 08/18/09 | UCLA Foundation | School of Law | 166,667 |
| 08/18/09 | UCLA Foundation | School of Medicine | 166,667 |
| 08/18/09 | UCLA Foundation | Israel Studies | 225,000 |
| 08/18/09 | UC Berkeley | Law Chair | 144,000 |
| 08/18/09 | California Community Foundation | African-Amer. Schlrsps | 100,000 |
| 08/23/09 | Clairobcur Dance Company | General Support | 1,500 |
| 09/09/09 | American Israel Education Foundation | AIPAC | 100,000 |
| 09/13/09 | Jewish Federation of Greater L.A. | General Support | 3,000 |
| 09/15/09 | Di Rosa Preserve | General Support | 2,500 |
| 09/24/09 | Community Partners | So-Cal CAN | 30,000 |
| 09/24/09 | UCLA Foundation | General Support | 5,000 |
| 09/24/09 | Jewish Federation of Greater L.A. | General Support | 10,000 |
| 09/29/09 | Family Caregiver Alliance | Legacy Award | 60,000 |
| 09/29/09 | Project Seed | Staffing | 100,000 |
| 10/05/09 | Culver City Police Department | General Support | 5,000 |
| 10/21/09 | Tafnit | Last Hurdle | 44,000 |
| 10/26/09 | American Friends of Israel Philharmonic | General Support | 25,000 |
| 10/26/09 | American Jewish Committee | General Support | 5,000 |
| 10/26/09 | Literacy Project Foundation | General Support | 10,000 |
| 10/26/09 | Mati | Export Pilot Program | (39,970) |
| 10/26/09 | Friends of Israel Defense Forces | General Support | 7,500 |
| 11/01/09 | American Friends of Hebrew University | Leadership Ed. Forum | 10,000 |
| 11/03/09 | UC Berkeley | Boalt Law School | 250,000 |
| 11/05/09 | Trustees of Hamilton College | General Support | 2,000 |
| 11/05/09 | UC Regents | General Support | 6,000 |
| 11/05/09 | American Fed. for Aging Research | AFAR | 150,000 |
| 11/10/09 | Foundation for Jewish Culture | General Support | 2,500 |
| 11/30/09 | U.S. Department of State | General Support | 1,000 |
| 12/07/09 | PEF | Rishon Lezion | 50,000 |
| 12/07/09 | 100 Black Men of Los Angeles | SAT Prep | 25,000 |
| 12/07/09 | Friends of Westwood Library | General Support | 5,000 |
| 12/08/09 | American Friends of Hebrew University | Tennis & Table Tennis | 30,000 |
| 12/08/09 | Family Caregiver Alliance | Legacy Award | 20,000 |
| 12/08/09 | Posse Foundation | General Support | 50,000 |
| 12/08/09 | Project GRAD L.A. | Algebra | 100,000 |
| 12/08/09 | South Central Scholars Foundation | General Support | 25,000 |
| 12/08/09 | Jewish Federation of Greater L.A. | Breakfast Program | 33,000 |

2009**FEDERAL STATEMENTS****THE ROSALINDE AND ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)**

56-2305694

STATEMENT 15**FORM 990-PF, PART XV LINE 3A****GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

| Payment Date | Organization | For Benefit Of/Program | Amount |
|---------------------|--|-------------------------------|---------------|
| 12/13/09 | El Segundo Youth Football & Cheer | General Support | 1,900 |
| 12/13/09 | Los Angeles Jewish Home for the Aging | Caregiver Support Grp. | 25,000 |
| 12/15/09 | Partnership Scholars Program | General Support | 25,000 |
| 12/15/09 | United Friends of the Children | College Sponsorship Program | 45,000 |
| 12/15/09 | Zimmer Children's Museum | youTHink | 20,000 |
| 12/15/09 | Gabriella Axelrad Education Foundation | Everybody Dance | 20,000 |
| 12/15/09 | KCRW | Which Way LA | 20,000 |
| 12/15/09 | City of Hope | Stem Cell Research | 150,000 |
| 12/15/09 | Museum of Contemporary Art | Contemporary Art Start | 20,000 |
| 12/15/09 | Heart Project | Arts Education | 20,000 |
| 12/15/09 | Bright Prospect | General Support | 50,000 |
| 12/15/09 | Community Coalition | College Preparation | 50,000 |
| 12/15/09 | Skirball Cultural Center | Education Outreach | 25,000 |
| 12/15/09 | L.A. Philharmonic | Summer Sounds | 20,000 |
| 12/15/09 | L.A. Philharmonic | Summer Partners | 20,000 |
| 12/15/09 | KCET | PBS Programming | 20,000 |
| 12/15/09 | College Bound | College Transitions Program | 100,000 |
| 12/15/09 | Vista Del Mar | Nes Gadol | 20,000 |
| 12/15/09 | American Friends of Hebrew University | General Support | 14,500 |
| 12/15/09 | Museum of Latin American Art | General Support | 1,000 |
| 12/15/09 | Downtown Women's Center | General Support | 1,000 |
| 12/15/09 | West L.A. Symphony | General Support | 500 |
| 12/17/09 | Occidental College | School Nutrition | 50,000 |
| 12/17/09 | California Center for Public Health | Soda Tax | 50,000 |
| 12/17/09 | Community Partners | College Match | 40,000 |
| 12/17/09 | Success Through the Arts | Arts Education | 20,000 |
| 12/17/09 | Beit T'Shuvah | Partners in Prevention | 25,000 |
| 12/17/09 | Jewish Family Service | SOVA | 60,000 |
| 12/17/09 | Center Theatre Group | P.L.A.Y. | 20,000 |
| 12/17/09 | Westside Jewish Community Center | Gilbert Table Tennis | 25,000 |
| 12/17/09 | Bet Tzedek | Holocaust Survivors | 20,000 |
| 12/17/09 | Regents of University of California | UCLA VIPS | 100,000 |
| 12/17/09 | L.A. Jewish Symphony | General Support | 2,500 |
| 12/17/09 | Otis College of Art & Design | General Scholarships | 10,000 |
| 12/17/09 | Jewish Free Loan Assoc. | General Support | 5,000 |
| 12/17/09 | Jewish Television Network | General Scholarships | 5,000 |
| 12/17/09 | Armand Hammer Museum | Multimedia Fellowship | 20,000 |
| 12/17/09 | Jewish Family Service | Israel Levin Center | 5,000 |
| 12/17/09 | Milken Community High School | Tiferet Scholarships | 15,000 |
| 12/20/09 | P.S. Arts | Arts Education | 20,000 |
| 12/20/09 | Museum of Tolerance | Leadership Training | 45,000 |
| 12/20/09 | One Voice | College Scholars Program | 50,000 |

2009**FEDERAL STATEMENTS****THE ROSALINDE AND ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)**

56-2305694

STATEMENT 15**FORM 990-PF, PART XV LINE 3A****GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

| Payment Date | Organization | For Benefit Of/Program | Amount |
|---------------------|---|---------------------------------|---------------------|
| 12/20/09 | Inner-City Arts | Arts Education | 20,000 |
| 12/20/09 | California State University | Developmental Education Academy | 50,000 |
| 12/20/09 | Performing Arts Center | Arts Education | 20,000 |
| 12/20/09 | Hillel Foundation | Tzedek | 60,000 |
| 12/20/09 | Institute for College Access & Success | General Support | 100,000 |
| 12/20/09 | Community Partners | City Project | 85,000 |
| 12/21/09 | American Jewish University | General Support | 3,500 |
| 12/21/09 | City of Hope | General Support | 5,000 |
| 12/21/09 | Zimmer Children's Museum | General Support | 3,500 |
| 12/22/09 | American Fed. for Aging Research | General Support | 185,880 |
| 12/22/09 | Museum Associates | Arts Education | 20,000 |
| 12/22/09 | Anti-Defamation League | Tolerance Training | 45,000 |
| 12/28/09 | UCLA Foundation | Medical School Chair | 120,000 |
| 12/28/09 | UCLA Foundation | Law School Chair | 120,000 |
| 12/29/09 | Community Partners | Inner City Struggle | 50,000 |
| 12/29/09 | University of Southern California | NAI | 75,000 |
| 12/29/09 | UC Regents | Boalt Law School | 260,000 |
| 12/30/09 | KCRW | General Support | 1,000 |
| 12/30/09 | Foundation for Anthropological Research | General Support | 1,000 |
| 12/30/09 | Rand Corporation | General Support | 10,000 |
| 12/30/09 | Congregation Beth Sholom | General Support | 2,500 |
| 12/30/09 | New Israel Fund | General Support | 1,000 |
| | Refund | | (398) |
| | 2009 Total Grants Paid | | \$ 6,729,436 |

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: Economic Empowerment for Women
P.O.B. 9148
Haifa 31091
Israel
- (ii) Amount of Grant: \$60,000 - two payments of \$30,000 each
- (iii) Purpose of grants: To support the Business of Ones Own program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: Hadassah College Jerusalem
P.O. Box 1114
Jerusalem 91010
Israel
- (ii) Amount of Grant: \$144,000 - two payment of \$72,000 each
- (iii) Purpose of grants: To support the Gateway to Hope and Promising Prospects projects
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: Israel Tennis Association
2 Shitrit Street
Hadar Yosef 69482
Tel Aviv
Israel
- (ii) Amount of Grant: \$75,000 - two payments of \$37,500 each
- (iii) Purpose of grants: To support the outreach program for the National Girls Tennis Project
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: MATI - Jerusalem Business Development Center
P.O. Box 52169
9 Ha'uman Street
Jerusalem 91521
Israel
- (ii) Amount of Grant: \$75,000 - two payments of \$37,500 each
- (iii) Purpose of grants: To support the From Unemployed to Entrepreneur program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: MATI - Jerusalem Business Development Center
P.O.B. 52169
9 Ha'uman Street
Jerusalem 91521
Israel
- (ii) Amount of Grant: \$75,000 - two payments of \$37,500 each
- (iii) Purpose of grants: To support the "Blessing of Business" program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: NISPED - Negev Institute for Strategies of Peace and Development
Golden Tulip
4 Henrietta Szold Street
Beer Sheva 84894
Israel
- (ii) Amount of Grant: \$72,000 - two payments of \$36,000 each
- (iii) Purpose of grants: To support the Economic Empowerment and Enhancement Of Employment Opportunities for Negev Arab Bedouin Women and Men
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: The Association for Change in Education
Mikve Israel Youth Village
Mikve 58910
Israel
- (ii) Amount of Grant: \$88,000 - two payment of \$44,000 each
- (iii) Purpose of grants: To support the Tafnit - Last Hurdle program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: Women's Courtyard
220 Yefet
Jaffa 68061
Israel
- (ii) Amount of Grant: \$85,000 - two payments of \$42,500 each
- (iii) Purpose of grants: To support the Women's Courtyard
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

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THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: Yemin Orde
Yemin Orde Youth Village
Hof HaCarmel 30895
Israel
- (ii) Amount of Grant: \$40,000 - two payment of \$20,000 each
- (iii) Purpose of grants: To support the Promoting Excellence in Education program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

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Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: Zionism 2000
P.O. Box 3268
Beit Yehoshua 40591
Israel
- (ii) Amount of Grant: \$24,000 - two payment of \$12,000 each
- (iii) Purpose of grants: To support the Youth in Yerucham program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
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THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: Hadassah College Jerusalem
P.O. Box 1114
Jerusalem 91010
Israel
- (ii) Amount of Grant: \$72,000 - two payments of \$36,000 each
- (iii) Purpose of grants: To support the Gateway to Hope program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- | | |
|--------------------------|--|
| (i) Grantee: | Hadassah College Jerusalem P.O. Box 1114 Jerusalem 91010 Israel |
| (ii) Amount of Grant: | \$105,000 - two payments of \$52,500 each |
| (iii) Purpose of grants: | To support the Promising Prospects program |
| (iv) & (vi) Reports: | The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes. |
| (v) Diversions: | To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made. |

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: Israel Free Loan Association
Rehov Rivka 29
P.O. Box 10424
Jerusalem 91104
Israel
- (ii) Amount of Grant: \$75,000 - two payments of \$37,500 each
- (iii) Purpose of grants: To support the Haredi Employment Training and Placement program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: NISPED - Negev Institute for Strategies of Peace and Development
Golden Tulip
4 Henrietta Szold Street
Beer Sheva 84894
Israel
- (ii) Amount of Grant: \$90,000 - two payments of \$45,000 each
- (iii) Purpose of grants: To support the Economic Empowerment and Enhancement of Employment Opportunities for Negev Arab Bedouin Women and Men
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: The Association for Change in Education
Mikve Israel Youth Village
Mikve 58910
Israel
- (ii) Amount of Grant: \$110,000 - two payments of \$55,000 each
- (iii) Purpose of grants: To support the TAFNIT - Last Hurdle program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: Yemin Orde
Yemin Orde Youth Village
Hof HaCarmel 30895
Israel
- (ii) Amount of Grant: \$55,000 - two payments of \$27,500 each
- (iii) Purpose of grants: To support the Promoting Excellence in Education program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

- (i) Grantee: Zionism 2000
P.O. Box 3268
Beit Yehoshua 40591
Israel
- (ii) Amount of Grant: \$30,000 - two payments of \$15,000 each
- (iii) Purpose of grants: To support the Youth in Yerucham program
- (iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

**THE ROSALINDE&ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)**

56-2305694

| NO. | DESCRIPTION | DATE ACQUIRED | DATE SOLD | COST/ BASIS | BUS PCT. | CUR 179 BONUS | SPECIAL DEPR. ALLOW. | PRIOR 179/ BONUS/ SP. DEPR. | PRIOR DEC BAL DEPR. | SALVAG /BASIS REDUCT. | DEPR BASIS | PRIOR DEPR. | METHOD | LIFE | RATE | CURRENT DEPR. | |
|-------------------------------------|---------------------------|------------------|--------------|----------------|-------------|---------------------|----------------------------|--------------------------------------|---------------------------|-----------------------------|---------------|----------------|--------|------|------|------------------|-----------|
| RENTAL ACTIVITY - VARIOUS LOCATIONS | | | | | | | | | | | | | | | | | |
| BUILDINGS | | | | | | | | | | | | | | | | | |
| 1 | BLDNG EBENEZER CHURCH RD | 9/02/01 | | 649,592 | | | | | | | 649,592 | 123,646 | S/L | MM | 39 | .02564 | 16,656 |
| 3 | BLDG-LITTLEFIELD(DONATED) | 5/14/03 | | 3,927,044 | | | | | | | 3,927,044 | 736,200 | S/L | MM | 39 | .02564 | 100,689 |
| 5 | BLDG-2930 S.VAIL,COMMERCE | 12/24/03 | | 2,822,000 | | | | | | | 2,822,000 | 527,603 | S/L | MM | 39 | .02564 | 72,356 |
| 7 | BLDG - 2836-2838 S. VAIL | 9/02/03 | | 901,000 | | | | | | | 901,000 | 168,454 | S/L | MM | 39 | .02564 | 23,102 |
| 9 | BLDG - 3403 S. TANAGER | 9/02/03 | | 280,340 | | | | | | | 280,340 | 52,413 | S/L | MM | 39 | .02564 | 7,188 |
| 11 | BLDG - 2021 FARRALON DR | 10/17/03 | | 8,349,010 | | | | | | | 8,349,010 | 1,560,972 | S/L | MM | 39 | .02564 | 214,069 |
| 13 | BLDG - 2700-2750 GARFIELD | 9/08/03 | | 1,769,231 | | | | | | | 1,769,231 | 330,776 | S/L | MM | 39 | .02564 | 45,363 |
| 15 | BLDG - 2750 GARFIELD | 9/08/03 | | 2,296,757 | | | | | | | 2,296,757 | 429,404 | S/L | MM | 39 | .02564 | 58,889 |
| 17 | BLDG - 8110 SORENSEN | 9/05/03 | | 2,148,515 | | | | | | | 2,148,515 | 401,688 | S/L | MM | 39 | .02564 | 55,088 |
| 19 | BLDG - 17490 HAWTHORNE | 9/02/03 | | 10,720,000 | | | | | | | 10,720,000 | 2,004,220 | S/L | MM | 39 | .02564 | 274,861 |
| 39 | BUILDING - 9433 HYSSOP | 6/30/08 | | 7,087,952 | | | | | | | 7,087,952 | 98,593 | S/L | MM | 39 | .02564 | 181,742 |
| 41 | BUILDING - 13950 RAMONA | 12/12/08 | | 10,621,395 | | | | | | | 10,621,395 | 11,365 | S/L | MM | 39 | .02564 | 272,343 |
| TOTAL BUILDINGS | | | | 51,572,836 | 0 | 0 | 0 | 0 | 0 | 0 | 51,572,836 | 6,445,334 | | | | | 1,322,346 |
| IMPROVEMENTS | | | | | | | | | | | | | | | | | |
| 24 | LEASEHOLD IMPROVEMENTS | 1/01/04 | | 1,575,882 | | | | | | | 1,575,882 | 200,406 | S/L | MM | 39 | .02564 | 40,406 |
| 26 | LEASEHOLD IMPROVEMENTS | 12/31/06 | | 122,542 | | | | | | | 122,542 | 6,415 | S/L | MM | 39 | .02564 | 3,142 |
| 37 | LAND IMPROVEMENT | 11/21/08 | | 332,932 | | | | | | | 332,932 | 1,850 | S/L | S/L | 15 | | 22,195 |
| TOTAL IMPROVEMENTS | | | | 2,031,356 | 0 | 0 | 0 | 0 | 0 | 0 | 2,031,356 | 208,671 | | | | | 65,743 |
| LAND | | | | | | | | | | | | | | | | | |

12/31/09

2009 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 2

THE ROSALINDE & ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)

56-2305694

| NO. | DESCRIPTION | DATE ACQUIRED | DATE SOLD | COST/ BASIS | PCT. BUS. | CUR 179 BONUS | SPECIAL DEPR. ALLOW. | PRIOR 179/ BONUS/ SP. DEPR. | PRIOR DEC. BAL DEPR. | SALVAGE /BASIS REDUCT. | DEPR. BASIS | PRIOR DEPR. | METHOD | LIFE | RATE | CURRENT DEPR. |
|--------------------|---------------------------|------------------|--------------|----------------|--------------|---------------------|----------------------------|--------------------------------------|----------------------------|------------------------------|----------------|----------------|--------|------|------|------------------|
| 2 | LAND EBENEZER CHURCH RD | 9/02/01 | | 411,408 | | | | | | | 411,408 | | | | | 0 |
| 4 | LAND-LITTLEFIELD | 5/14/03 | | 1,682,956 | | | | | | | 1,682,956 | | | | | 0 |
| 6 | LAND-2930 S. VAIL | 12/24/03 | | 1,328,000 | | | | | | | 1,328,000 | | | | | 0 |
| 8 | LAND - 2836-2838 S VAIL | 9/02/03 | | 424,000 | | | | | | | 424,000 | | | | | 0 |
| 10 | LAND - 3043 S. TANAGER | 9/02/03 | | 179,660 | | | | | | | 179,660 | | | | | 0 |
| 12 | LAND - 2021 FARRALON DR | 10/17/03 | | 3,800,990 | | | | | | | 3,800,990 | | | | | 0 |
| 14 | LAND - 2700-2750 GARFIELD | 9/08/03 | | 530,768 | | | | | | | 530,768 | | | | | 0 |
| 16 | LAND - 2750 GARFIELD | 9/08/03 | | 578,242 | | | | | | | 578,242 | | | | | 0 |
| 18 | LAND - 8110 SORESEN | 9/05/03 | | 951,485 | | | | | | | 951,485 | | | | | 0 |
| 20 | LAND - 17490 HAWTHORNE | 9/02/03 | | 5,280,000 | | | | | | | 5,280,000 | | | | | 0 |
| 21 | LAND - 8471 WILSHIRE BLVD | 8/21/03 | | 1,308,000 | | | | | | | 1,308,000 | | | | | 0 |
| 22 | LAND - 9570 WILSHIRE BLVD | 8/21/03 | | 7,831,325 | | | | | | | 7,831,325 | | | | | 0 |
| 23 | LAND - 9584 WILSHIRE BLVD | 8/21/03 | | 500,000 | | | | | | | 500,000 | | | | | 0 |
| 25 | LAND - VACANT,SAN LEANDRO | 1/17/07 | | 337,831 | | | | | | | 337,831 | | | | | 0 |
| 38 | LAND - 9433 HYSSOP | 6/30/08 | | 1,418,951 | | | | | | | 1,418,951 | | | | | 0 |
| 40 | LAND - 13950 RAMONA AVE | 12/12/08 | | 4,101,914 | | | | | | | 4,101,914 | | | | | 0 |
| 43 | LAND - VACANT,SAN LEANDRO | 1/17/07 | 12/01/09 | 396,493 | | | | | | | 396,493 | | | | | 0 |
| TOTAL LAND | | | | 31,062,023 | 0 | 0 | 0 | 0 | 0 | 0 | 31,062,023 | 0 | | | | 0 |
| LEASING COMMISSION | | | | | | | | | | | | | | | | |
| 28 | LEASING COMMISSION | 6/19/99 | | 52,228 | | | | | | | 52,228 | 51,358 | S/L | 10 | | 0 |
| 30 | LEASING COMMISSION | 3/01/00 | | 258,924 | | | | | | | 258,924 | 241,661 | S/L | 10 | | 10,519 |
| 31 | LEASING COMMISSION | 5/01/04 | | 257,006 | | | | | | | 257,006 | 117,011 | S/L | 10.3 | | 18,036 |
| 33 | LEASING COMMISSION | 10/01/03 | | 185,700 | | | | | | | 185,700 | 86,135 | S/L | 10.1 | | 18,423 |
| 34 | LEASING COMMISSION | 12/31/07 | | 140,793 | | | | | | | 140,793 | 28,159 | S/L | 5 | | 28,159 |
| 35 | LEASING COMMISSION | 12/31/07 | | 46,905 | | | | | | | 46,905 | 23,453 | S/L | 2 | | 23,452 |

12/31/09

2009 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 3

THE ROSALINDE & ARTHUR GILBERT FOUNDATION
(MERGED WITH FOUNDATION EIN 95-6059008)

56-2305694

| NO. | DESCRIPTION | DATE ACQUIRED | DATE SOLD | COST/ BASIS | BUS PCT. | CUR 179 BONUS | SPECIAL DEPR. ALLOW. | PRIOR 179/ BONUS/ SP. DEPR. | PRIOR DEC BAL DEPR. | SALVAGE /BASIS REDUCT. | DEPR BASIS | PRIOR DEPR. | METHOD | LIFE | RATE | CURRENT DEPR. |
|-----|--------------------------|------------------|--------------|----------------|-------------|---------------------|----------------------------|--------------------------------------|---------------------------|------------------------------|---------------|----------------|--------|------|------|------------------|
| 42 | LEASING COMMISSION | 5/01/08 | | 15,358 | | | | | | | 15,358 | 1,024 | S/L | 10 | 3 | 1,498 |
| | TOTAL LEASING COMMISSION | | | 956,914 | | 0 | 0 | 0 | 0 | 0 | 956,914 | 548,801 | | | | 100,087 |
| | LOAN FEES | | | | | | | | | | | | | | | |
| 36 | LOAN FEE | 3/15/05 | | 51,879 | | | | | | | 51,879 | 19,455 | S/L | 10 | | 5,188 |
| | TOTAL LOAN FEES | | | 51,879 | | 0 | 0 | 0 | 0 | 0 | 51,879 | 19,455 | | | | 5,188 |
| | TOTAL DEPRECIATION | | | 85,675,008 | | 0 | 0 | 0 | 0 | 0 | 85,675,008 | 7,222,261 | | | | 1,493,364 |
| | GRAND TOTAL DEPRECIATION | | | 85,675,008 | | 0 | 0 | 0 | 0 | 0 | 85,675,008 | 7,222,261 | | | | 1,493,364 |
| | DEPRECIATION ASSETS SOLD | | | 396,493 | | 0 | 0 | 0 | 0 | 0 | 396,493 | 0 | | | | 0 |
| | DEPR REMAINING ASSETS | | | 85,278,515 | | 0 | 0 | 0 | 0 | 0 | 85,278,515 | 7,222,261 | | | | 1,493,364 |

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545-0172

2009Attachment
Sequence No **67**Name(s) shown on return **THE ROSALINDE&ARTHUR GILBERT FOUNDATION**
(MERGED WITH FOUNDATION EIN 95-6059008)Identifying number
56-2305694

Business or activity to which this form relates

RENTAL ACTIVITY - VARIOUS LOCATIONS**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I

| | | | |
|----|--|------------------------------|------------------|
| 1 | Maximum amount See the instructions for a higher limit for certain businesses | 1 | \$250,000. |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | \$800,000. |
| 4 | Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5 | |
| 6 | (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
| 7 | Listed property Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction Enter the smaller of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2008 Form 4562 | 10 | |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs) | 11 | |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 | 13 | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

| | | | |
|----|---|----|---------|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | 22,195. |

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

| | | | |
|----|--|----|------------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2009 | 17 | 1,365,894. |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/> | | |

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|-----------------------------------|---|---|------------------------|-------------------|---------------|-------------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | | | 27.5 yrs | MM | S/L | |
| i Nonresidential real property | | | 27.5 yrs | MM | S/L | |
| | | | 39 yrs | MM | S/L | |

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

| | | | | | | |
|----------------|--|--|--------|----|-----|--|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs | | S/L | |
| c 40-year | | | 40 yrs | MM | S/L | |

Part IV Summary (See instructions)

| | | | |
|----|---|----|------------|
| 21 | Listed property Enter amount from line 28 | 21 | |
| 22 | Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions | 22 | 1,388,089. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

BAA For Paperwork Reduction Act Notice, see separate instructions.

FDZ0812L 07/07/09

Form **4562** (2009)

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

| 24a Do you have evidence to support the business/investment use claimed? | | | | | Yes | No | 24b If 'Yes,' is the evidence written? | | | | | Yes | No |
|---|-------------------------------|---|----------------------------|--|------------------------|--------------------------|--|---------------------------------|--|--|--|-----|----|
| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/Convention | (h) Depreciation deduction | (i) Elected section 179 cost | | | | | |
| 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) | | | | | | | | 25 | | | | | |
| 26 Property used more than 50% in a qualified business use | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| 27 Property used 50% or less in a qualified business use | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| 28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 | | | | | | | | 28 | | | | | |
| 29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 | | | | | | | | 29 | | | | | |

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

| | (a) Vehicle 1 | | (b) Vehicle 2 | | (c) Vehicle 3 | | (d) Vehicle 4 | | (e) Vehicle 5 | | (f) Vehicle 6 | |
|--|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|
| 30 Total business/investment miles driven during the year (do not include commuting miles) | | | | | | | | | | | | |
| 31 Total commuting miles driven during the year | | | | | | | | | | | | |
| 32 Total other personal (noncommuting) miles driven | | | | | | | | | | | | |
| 33 Total miles driven during the year. Add lines 30 through 32. | | | | | | | | | | | | |
| | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No |
| 34 Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are **not** more than 5% owners or related persons (see instructions).

| | | |
|--|-----|----|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | Yes | No |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners. | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.) | | |

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

Part VI Amortization

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year | |
|---|---------------------------------|---------------------------|---------------------|--|-----------------------------------|----------|
| 42 Amortization of costs that begins during your 2009 tax year (see instructions) | | | | | | |
| | | | | | | |
| 43 Amortization of costs that began before your 2009 tax year | | | | | 43 | 105,275. |
| 44 Total. Add amounts in column (f). See the instructions for where to report | | | | | 44 | 105,275. |