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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

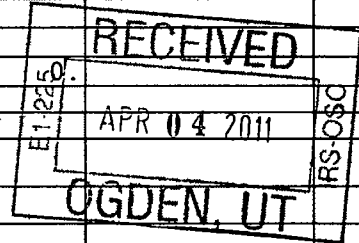
*Note:* The foundation may be able to use a copy of this return to satisfy state reporting requirements

**For calendar year 2009, or tax year beginning** 6/01, **2009, and ending** 5/31, 2010

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

Use the IRS label Otherwise, print or type. See Specific Instructions.	<b>BEN B AND JOYCE E EISENBERG FOUNDATION</b> 12400 WILSHIRE BOULEVARD #1250 LOS ANGELES, CA 90025	<b>A</b> Employer identification number 99-0246427 <b>B</b> Telephone number (see the instructions) 310-820-1232 <b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 56,903,761.	<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))				
<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments	140,903.	140,903.		
<b>4</b> Dividends and interest from securities	235,102.	235,102.		
<b>5a</b> Gross rents	1,089,853.	1,089,853.		
<b>b</b> Net rental income or (loss) 594,148.				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10	-92,952.			
<b>b</b> Gross sales price for all assets on line 6a 3,551,067.				
<b>7</b> Capital gain net income (from Part IV, line 2)				
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule) SEE STATEMENT 1	2,057,781.	2,057,781.		
<b>12 Total.</b> Add lines 1 through 11	3,430,687.	3,523,639.	0.	
<b>13</b> Compensation of officers, directors, trustees, etc	382,827.	382,827.		
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule) SEE ST 2	4,049.	4,049.		
<b>b</b> Accounting fees (attach sch) SEE ST 3	21,935.	21,935.		
<b>c</b> Other prof fees (attach sch)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)(see instr) SEE STM 4	118,488.	20,988.		
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) SEE STATEMENT 5	542,523.	542,523.		
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	1,069,822.	972,322.		
<b>25</b> Contributions, gifts, grants paid. PART XV	2,493,310.			2,493,310.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	3,563,132.	972,322.	0.	2,493,310.
<b>27</b> Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	-132,445.			
<b>b Net investment income</b> (if negative, enter -0-)		2,551,317.		
<b>c Adjusted net income</b> (if negative, enter 0)			0.	



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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
ASSETS	1	Cash – non-interest-bearing		500.	500.	500.
	2	Savings and temporary cash investments		1,845,525.	955,594.	955,594.
	3	Accounts receivable	135,493.			
		Less allowance for doubtful accounts	41,786.	53,108.	93,707.	93,707.
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		50,449.	13,924.	13,924.
	10a	Investments – US and state government obligations (attach schedule)		791,874.	1,064,173.	1,106,370.
	b	Investments – corporate stock (attach schedule)		1,789,053.	1,904,152.	2,588,034.
	c	Investments – corporate bonds (attach schedule)		709,172.	429,584.	442,658.
	11	Investments – land, buildings, and equipment basis	9,376,120.			
	Less accumulated depreciation (attach schedule) SEE STMT 6	5,014,494.	4,389,401.	4,361,626.	10,000,000.	
12	Investments – mortgage loans					
13	Investments – other (attach schedule)		2,660,040.	3,016,990.	2,943,359.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 7)		11,553,726.	11,842,250.	38,759,615.	
16	<b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item I)		23,842,848.	23,682,500.	56,903,761.	
LIABILITIES	17	Accounts payable and accrued expenses		47,311.	22,447.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 8)		100,993.	97,954.	
	23	<b>Total liabilities</b> (add lines 17 through 22)		148,304.	120,401.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund		33,998,098.	33,998,098.	
	29	Retained earnings, accumulated income, endowment, or other funds		-10,303,554.	-10,435,999.	
	30	<b>Total net assets or fund balances</b> (see the instructions)		23,694,544.	23,562,099.	
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)		23,842,848.	23,682,500.		

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	23,694,544.
2	Enter amount from Part I, line 27a	2	-132,445.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	23,562,099.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	23,562,099.

**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)
<b>1 a PUBLICLY TRADED SECURITIES</b>	P	VARIOUS	VARIOUS
<b>b PUBLICLY TRADED SECURITIES</b>	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,976,975.		1,822,484.	154,491.
b 1,574,092.		1,821,535.	-247,443.
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			154,491.
b			-247,443.
c			
d			
e			

2 Capital gain net income or (net capital loss) <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	-92,952.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): <span style="float:right">[ If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 ]</span>	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	2,848,368.	56,967,367.	0.050000
2007	2,446,817.	50,412,236.	0.048536
2006	2,326,440.	49,338,039.	0.047153
2005	2,317,520.	49,508,224.	0.046811
2004	2,495,394.	49,927,633.	0.049980

2 Total of line 1, column (d)	2	0.242480
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	0.048496
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	56,445,936.
5 Multiply line 4 by line 3	5	2,737,402.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,513.
7 Add lines 5 and 6	7	2,762,915.
8 Enter qualifying distributions from Part XII, line 4	8	2,493,310.

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

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

<b>1 a</b> 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>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	51,026.
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
<b>3</b> Add lines 1 and 2		3	51,026.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	51,026.
<b>6 Credits/Payments</b>			
<b>a</b> 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	94,976.	
<b>b</b> Exempt foreign organizations – tax withheld at source	6b		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6c		
<b>d</b> Backup withholding erroneously withheld	6d		
<b>7</b> Total credits and payments Add lines 6a through 6d		7	94,976.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	497.
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	43,453.
<b>11</b> Enter the amount of line 10 to be. Credited to 2010 estimated tax <input type="checkbox"/> 43,453.   Refunded <input type="checkbox"/>		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>1 b</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
<b>1 c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. <b>(1)</b> On the foundation <input type="checkbox"/> \$ 0. <b>(2)</b> On foundation managers <input type="checkbox"/> \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
<b>2</b> 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
<b>3</b> 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
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> CA		
<b>b</b> If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
<b>9</b> 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
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) SEE STATEMENT 9	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ RICHARD A. BENDER Telephone no ▶ 310-820-1232 Located at ▶ 12400 WILSHIRE BLVD, #1250 LOS ANGELES CA ZIP + 4 ▶ 90025			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	N/A		<input type="checkbox"/> N/A

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

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

	Yes	No
<b>1 a</b> 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>b</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
<b>c</b> 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
<b>2</b> 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))		
<b>a</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
<b>b</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
<b>c</b> 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__		
<b>3 a</b> 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>b</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
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</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

BAA

**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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If '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

	<b>5b</b>	N/A
	<b>6b</b>	X
	<b>7b</b>	N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOYCE EISENBERG-KEEFER 127 E. 9TH ST., SUITE 801 LOS ANGELES, CA 90015	PRES. /DIR. 40.00	200,000.	62,827.	0.
RICHARD A BENDER 12400 WILSHIRE BLVD., # 1250 LOS ANGELES, CA 90025	SECRETARY/TR 10.00	120,000.	0.	0.
EDNA WEISS 12400 WILSHIRE BLVD., #1250 LOS ANGELES, CA 90025	DIRECTOR 0	0.	0.	0.
JOYCE GREEN 12400 WILSHIRE BLVD., #1250 LOS ANGELES, CA 90025	DIRECTOR 0	0.	0.	0.

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

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

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

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

**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ELLER COMMERCIAL PROPERTY MANAGEMENT 127 E 9TH STREET LOS ANGELES, CA 90015	PROPERTY MANAGEMENT	50,000.
-----		
-----		
-----		
-----		

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

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 NONE -----	
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A -----	
2 -----	
3 All other program-related investments. See instructions -----	

**Total.** Add lines 1 through 3 ▶ 0.

BAA

**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	1 a	7,101,236.
b	Average of monthly cash balances	1 b	1,444,669.
c	Fair market value of all other assets (see instructions)	1 c	48,759,614.
d	<b>Total</b> (add lines 1a, b, and c)	1 d	57,305,519.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) SEE STATEMENT 10	1 e	1,381,671.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	57,305,519.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	859,583.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	56,445,936.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,822,297.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,822,297.
2a	Tax on investment income for 2009 from Part VI, line 5	2 a	51,026.
b	Income tax for 2009 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	51,026.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,771,271.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,771,271.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,771,271.

**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	1 a	2,493,310.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,493,310.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,493,310.

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7				2,771,271.
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only			2,441,000.	
<b>b</b> Total for prior years. 20__, 20__, 20__		0.		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,493,310.				
<b>a</b> Applied to 2008, but not more than line 2a			2,441,000.	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				52,310.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				2,718,961.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				
<b>e</b> Excess from 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(j)(3) or  4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	
<b>b</b> 85% of line 2a				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> 'Assets' alternative test - enter				
<b>(1)</b> Value of all assets				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b> 'Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
<b>c</b> 'Support' alternative test - enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
<b>(3)</b> Largest amount of support from an exempt organization				
<b>(4)</b> Gross investment income				

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
NONE

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> SEE SCHEDULE FOR RECIPIENT NAMES AND ADDRESSES, CA 90025</p>			PROGRAMS AND FACILITIES	2,493,310.
<b>Total</b>				▶ <b>3a</b> 2,493,310.
<p><i>b Approved for future payment</i> SEE SCHEDULE FOR RECIPIENT NAMES AND ADDRESSES, CA 90025</p>			PROGRAMS AND FACILITIES	4,250,000.
<b>Total</b>				▶ <b>3b</b> 4,250,000.





## BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIPS	\$ 396,893.		
NEW MART TITLE HOLDING CO	1,660,888.		
TOTAL	\$ 2,057,781.	\$ 0.	\$ 0.

STATEMENT 2  
FORM 990-PF, PART I, LINE 16A  
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL RE CORP. MATTERS	\$ 4,049.	\$ 4,049.		
TOTAL	\$ 4,049.	\$ 4,049.	\$ 0.	\$ 0.

STATEMENT 3  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING FEES	\$ 21,935.	\$ 21,935.		
TOTAL	\$ 21,935.	\$ 21,935.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	\$ 97,500.			
FOREIGN TAXES ON DIVIDENDS	2,871.	\$ 2,871.		
PAYROLL TAXES	18,117.	18,117.		
TOTAL	\$ 118,488.	\$ 20,988.	\$ 0.	\$ 0.

## BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	\$ 43,234.	\$ 43,234.		
OFFICE EXPENSE	854.	854.		
RENTAL EXPENSES	495,705.	495,705.		
TELEPHONE	2,730.	2,730.		
<b>TOTAL</b>	<b>\$ 542,523.</b>	<b>\$ 542,523.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

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

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 4,190,000.	\$ 3,959,709.	\$ 230,291.	\$ 500,000.
IMPROVEMENTS	1,411,120.	1,054,785.	356,335.	0.
LAND	3,775,000.		3,775,000.	9,500,000.
<b>TOTAL</b>	<b>\$ 9,376,120.</b>	<b>\$ 5,014,494.</b>	<b>\$ 4,361,626.</b>	<b>\$ 10,000,000.</b>

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

	BOOK VALUE	FAIR MARKET VALUE
EISENBERG-CORNELL PARTNERSHIP	\$ 64,379.	\$ 195,081.
EISENBERG-WALD PARTNERSHIP	2,284,768.	5,331,602.
INVESTMENT IN EISENBERG NEW MART BLDG.	7,992,102.	31,731,931.
JHA E. 7 LLC REC.	1,500,000.	1,500,000.
MISCELLANEOUS	1,001.	1,001.
<b>TOTAL</b>	<b>\$ 11,842,250.</b>	<b>\$ 38,759,615.</b>

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

TENANT SECURITY DEPOSITS	\$ 97,954.
<b>TOTAL</b>	<b>\$ 97,954.</b>

## BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

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

**TRANSFERS FROM CONTROLLED ENTITY**

CONTROLLED ENTITY NAME: EISENBERG PROPERTIES - NEW MART BLD  
 ADDRESS: 127 E 9TH ST  
 ADDRESS: LOS ANGELES, CA 90015  
 FEDERAL EIN: 95-4793324  
 DESCRIPTION OF TRANSFER: DISTRIBUTION OF EXCESS FUNDS FROM TITLE  
 HOLDING 501(C) (2) CORP

AMOUNT OF TRANSFER: \$ 1,424,000.

TOTAL \$ 1,424,000.

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

DESCRIPTION OF ASSET OR ASSET GROUP: 50% PARTNERSHIP INTEREST IN EISENBERG - WALD PARTNERSHIP. THIS PARTNERSHIP OWNS AND LEASES COMMERCIAL REAL ESTATE.

PERCENTAGE OF SECURITIES OUTSTANDING: 50%

FMV OF ASSET PRIOR TO DISCOUNT: \$ 6,664,503.

AMOUNT OF DISCOUNT CLAIMED: \$ 1,332,901.

EXPLANATION OF WHY THE CLAIMED DISCOUNT IS APPROPRIATE IN THE VALUATION: REPRESENTS DISCOUNT FOR FRACTIONAL INTEREST IN A PARTNERSHIP AND LACK OF MARKETABILITY.

DESCRIPTION OF ASSET OR ASSET GROUP: 45% INTEREST IN EISENBERG-CORNELL-ROSE PARTNERSHIP. THIS PARTNERSHIP OWNS AND LEASES COMMERCIAL REAL ESTATE.

PERCENTAGE OF SECURITIES OUTSTANDING: 45%

FMV OF ASSET PRIOR TO DISCOUNT: \$ 243,852.

AMOUNT OF DISCOUNT CLAIMED: \$ 48,770.

EXPLANATION OF WHY THE CLAIMED DISCOUNT IS APPROPRIATE IN THE VALUATION: REPRESENTS DISCOUNT FOR FRACTIONAL INTEREST IN A PARTNERSHIP, LACK OF MARKETABILITY, AND LACK OF CONTROL.

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

(A) NAME OF ORGANIZATION	(B) TYPE OF ORGANIZATION	(C) DESCRIPTION OF RELATIONSHIP
BEN EISENBERG PROP.- NEW MART BUILDING, INC.	501(C) (2)	HOLDING TITLE TO PROPERTY, COLLECTING INCOME THEREFROM, AND TURNING OVER THE ENTIRE AMOUNT THEREOF, LESS EXPENSES, TO THE

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

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

(A) NAME OF ORGANIZATION	(B) TYPE OF ORGANIZATION	(C) DESCRIPTION OF RELATIONSHIP
		REPORTING ORGANIZATION. DURING THE TAX YEAR, \$5,116,438 WAS COLLECTED IN RENTS, AND \$2,735,919 WAS PAID OUT IN EXPENSES, EXCLUSIVE OF LOSS ON DISPOSAL OF ASSETS AND DEPRECIATION OF THE PROPERTY. IN ADDITION, \$678,498 OF IMPROVEMENTS WERE ADDED TO THE PROPERTY. \$1,424,000 WAS REMITTED TO BEN B AND JOYCE E EISENBERG FOUNDATION DURING THIS YEAR.

## BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

PART XV, LINE 2A: RICHARD A BENDER  
12400 WILSHIRE BLVD., SUITE 1250  
LOS ANGELES, CA 90025  
(310) 820-1232

PART XV, LINE 2B: LETTER OUTLINING SPECIFIC PURPOSE OF REQUEST,  
BUDGET AND OPERATING STATEMENT, INFO ABOUT THE  
REQUESTING ORGANIZATION, AND IRS DETERMINATION  
LETTER

PART XV, LINE 2D: GENERALLY RESTRICTED TO HEALTH AND WELFARE WITH  
EMPHASIS ON THE ELDERLY, CHILDREN, MEDICAL  
RESEARCH, AND ISRAEL

BEN B AND JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FEDERAL FORM 990PF, PART I, LINE 5b  
NET RENTAL INCOME  
TAX YEAR 6/1/09 TO 5/31/10

RENTAL INCOME	<u>1,089,853</u>
RENTAL EXPENSES:	
BAD DEBTS, UNCOLLECTIBLE RENTS	29,758
BUILDING PROMOTIONS	344
DEPRECIATION	55,024
FIRE & ALARM	5,800
INSURANCE	36,941
LEGAL FEES	13,159
MISCELLANEOUS	1,736
OFFICE EXPENSE	2,561
OUTSIDE SERVICES	60,000
PEST CONTROL	2,964
PROPERTY AND OTHER TAXES	138,815
PROTECTION SERVICES	54,600
REPAIR & MAINTENANCE	78,747
TELEPHONE	2,730
TRASH REMOVAL	2,945
UTILITIES	<u>9,581</u>
TOTAL RENTAL EXPENSES	<u>495,705</u>
NET RENTAL INCOME	<u><u>594,148</u></u>

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FEDERAL FORM 990PF, PART I, LINE 23, STATEMENT 4  
AND  
CALIFORNIA FORM 199, PART II, LINE 17, STATEMENT 4  
RENTAL EXPENSES  
TAX YEAR 6/1/09 TO 5/31/10

BAD DEBTS, UNCOLLECTIBLE RENTS	29,758
BUILDING PROMOTIONS	344
DEPRECIATION	55,024
INSURANCE	5,800
LEGAL FEES	36,941
FIRE & ALARM	13,159
MISCELLANEOUS	1,736
OFFICE EXPENSE	2,561
PROPERTY MANAGEMENT	60,000
PEST CONTROL	2,964
PROPERTY AND OTHER TAXES	138,815
PROTECTION SERVICES	54,600
REPAIR & MAINTENANCE	78,747
TELEPHONE	2,730
TRASH REMOVAL	2,945
UTILITIES	9,581
TOTAL RENTAL EXPENSES	<u>495,705</u>

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

BEN B AND JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990PF, PART I, LINE 6, STATEMENT 1  
TAX YEAR 6/1/09 TO 5/31/10

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
<b>UBS PAINWEBBER--ACCOUNT # TP 6315055</b>					
<b>SHORT TERM</b>					
Ares Capital Corp	Various	06/17/09	52	49	3
FNMA Callable NTS 5 5 Due 5/18/22	06/25/09	05/24/10	25,000	26,165	(1,165)
Return of Principal GNMA PL 6 5 Due 2/20/24	Various	Various	132	132	-
Return of Principal GNMA PL 6 5 Due 3/20/24	Various	Various	131	131	-
Return of Principal GNMA PL 7 000 Due 09/20/25	Various	Various	221	221	-
Return of Principal FHLM 6 0 Due 5/1/17	Various	Various	994	994	-
Return of Principal GNMA PL 6 0 Due 9/20/31	Various	Various	1,036	1,036	-
Return of Principal GNMA PL 6 0 Due 4/15/29	Various	Various	718	718	-
Return of Principal GNMA PL 5 5 DUE 11/20/34	Various	Various	2,822	2,822	-
Return of Principal GNMA PL 4 0 DUE 5/20/39	Various	Various	160	160	-
Return of Principal GNMA PL 4 0 DUE 2/20/40	Various	Various	117	117	-
Return of Principal GNMA PL 4 5 DUE 2/20/40	Various	Various	103	103	-
SUBTOTAL OF PAINWEBBER SHORT TERM GAIN/LOSS			<u>31,486</u>	<u>32,648</u>	<u>(1,162)</u>
<b>LONG TERM</b>					
Ares Capital Corp	Various	08/17/09	221	508	(287)
FHLMC Call NTS 6 000% Due 070617	06/25/08	07/06/09	25,000	25,827	(827)
Huaneng Power Intl Inc	12/26/07	07/27/09	14,753	21,041	(6,288)
Kayne Anderson MLP Investment Co	09/27/04	07/27/09	10,704	12,500	(1,796)
Viacom Inc MVV	08/30/04	04/30/10	22,583	24,645	(2,062)
SUBTOTAL OF PAINWEBBER LONG TERM GAIN/LOSS			<u>73,261</u>	<u>84,521</u>	<u>(11,260)</u>
SUBTOTAL OF PAINWEBBER GAIN/LOSS			<u>104,747</u>	<u>117,169</u>	<u>(12,422)</u>
<b>NORTHERN TRUST--ACCOUNT # 23-03413</b>					
<b>SHORT TERM</b>					
GOLDMAN SACHS GROUP INC	3/16/2009	7/31/2009	1,628 06	978 44	650
PG&E CORP	10/6/2008	7/31/2009	1,415 71	1,266 15	150
TEVA PHARMACEUTICALS INDS LTD ADR	2/10/2009	7/31/2009	1,591 76	1,278 52	313
WAL MART STORES INC	9/8/2008	7/31/2009	1,996 35	2,473 38	(477)
MFB NORTHN FUNDS EMERGING MKTS EQUITY	5/27/2009	8/3/2009	89,375 98	76,401 88	12,974
MFC ISHARES TR BARCLAYS TIPS BD FD PROTECTED	5/27/2009	8/13/2009	149,023 94	149,712 69	(689)
PROCTER & GAMBLE CO	7/31/2009	8/13/2009	520 46	562 20	(42)
EXELON CORP	10/6/2008	9/2/2009	5,145 65	5,950 27	(805)
ACCENTURE PLC SHS CL A NEW	9/30/2008	9/2/2009	8,699 61	9,697 64	(998)
MFB NORTHN MID CAP INDEX FD	6/18/2009	9/17/2009	186,941 01	152,769 00	34,172
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	3/18/2009	9/17/2009	228,856 17	134,640 00	94,216
DARDEN RESTAURANTS INC COM	2/10/2009	11/9/2009	11,136 85	9,455 71	1,681
MFB NORTHN MULTIMGR SMALL * FOR NMMSX FD	10/23/2009	11/27/2009	12,239 00	12,708 20	(469)
AMAZON COM INC	5/27/2009	12/8/2009	12,096 12	7,075 28	5,021
JACOBS ENGR GROUP INC	5/27/2009	12/8/2009	11,391 55	13,848 90	(2,457)
MFB NORTHN HI YIELD FXD INC FD	12/11/2009	12/11/2009	289,420 27	276,373 93	13,046
UTD STATES TREAS 875% DUE 04/30/2011	5/28/2009	1/5/2010	10,030 83	9,989 10	42
KOHL'S CORP	1/28/2009	1/12/2010	11,577 61	8,710 81	2,867
GOLDMAN SACHS GROUP INC	3/16/2009	2/4/2010	11,413 90	7,338 26	4,076
GOLDMAN SACHS GROUP INC	3/16/2009	3/5/2010	6,821 43	4,011 58	2,810
UNITED STATES TREAS NTS NT 3 62% DUE 8/15/2019 REG	11/5/2009	3/12/2009	24,943 26	25,193 48	(250)
DEUTSCHE BK AG 2 375% DUE 1/11/2013	1/5/2010	3/23/2010	25,037 25	24,975 50	62
MOSAIC CO COM	2/22/2010	4/26/2010	19,321 46	21,252 67	(1,931)
QUALCOMM INC	9/2/2009	4/26/2010	13,175 74	15,707 28	(2,532)
PEPSICO INC 4 5% DUE 1/15/2020	1/11/2010	5/4/2010	25,787 50	24,916 25	871
US TREAS NTS T-TN 1 375 DUE 6/15/2012 REG	6/10/2009	5/4/2010	137,509 70	134,626 04	2,884
ABB LTD SPONSORED ADR	10/22/2009	5/5/2010	10,030 90	11,723 14	(1,692)
MFB NORTHN FDS MULTI-MANAGER EMERGING MKT	12/21/2009	5/10/2010	159,558 00	151,871 65	7,687
PIMCO COMMODITY REALRETURN STRATEGY FUND	12/9/2009	5/11/2010	60,583 00	56,099 50	4,484

BEN B AND JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990PF, PART I, LINE 6, STATEMENT 1  
TAX YEAR 6/1/09 TO 5/31/10

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
BP CAP MARKETS PLC 5 25% DUE 11/7/2013	5/5/2010	5/20/2010	27,057 75	27,288 75	(229)
MFC ISHARES TR BARCLAYS TIPS BD FD PROTECTED SECS	9/17/2009	5/20/2010	11,602 60	11,248 79	354
MEDTRONIC INC 4 45% DUE	3/12/2010	5/20/2010	26,077 00	25,056 00	1,021
MFB NORTHERN FUNDS MULTI	5/10/2010	5/20/2010	49,111 00	49,878 39	(767)
MFB NORTHN FDS MULTI-MANAGER EMERGING MKT	9/17/2009	5/20/2010	154,811 00	164,384 79	(9,774)
MFB NORTHN MULTIMGR SMALL * FOR NMMSX FD	5/6/2010	5/20/2010	9,880 00	10,279 89	(400)
MFB NORTHN MULTI-MANAGER MID CAP FD MID FOR NMMXC	5/6/2010	5/20/2010	8,355 00	8,787 30	(432)
PIMCO COMMODITY REALRETURN STRATEGY FUND	8/19/2009	5/20/2010	6,854 00	6,545 39	109
MFC SPDR GOLD TR GOLD SHS	5/10/2010	5/20/2010	21,474 44	21,780 05	(306)
SHELL INTL FIN B V 4 3% DUE 9/22/2019	9/15/2009	5/20/2010	25,550 25	24,913 50	637
THE TRAVELERS COMPANIES	11/9/2009	5/21/2010	1,211 48	1,337 54	(126)
US TREAS NTS T-NT 1 375 DUE 6/15/2012 REG	6/10/2009	5/28/2010	76,634 51	74,792 24	1,842
MAF FUNDS SHORT TERM CAPITAL LOSS - FROM FORM K-1			-	11,938 00	(11,938)
SUBTOTAL OF SHORT TERM GAIN /LOSS			1,945,489	1,789,836	155,653

**LONG TERM**

TARGET CORP NT 5 375 DUE	10/31/2002	6/15/2009	10,000 00	10,665 20	(665)
MFB NORTHN HI YIELD FXD INC FD	9/14/2004	6/18/2009	150,317 00	216,743 62	(66,427)
MFC SPDR GOLD TR GOLD SHS		6/30/2009	15 41		15
ADOBE SYS INC	1/4/2008	7/31/2009	1,139 92	1,415 25	(275)
AIR PRODUCTS & CHEMICALS	12/19/2007	7/31/2009	1,499 16	2,001 89	(503)
CISCO SYS INC	4/17/2000	7/31/2009	1,653 15	4,739 06	(3,086)
DANAHER CORP	4/4/2003	7/31/2009	1,242 77	677 30	565
HEWLETT PACKARD CO COM	7/28/2008	7/31/2009	1,513 36	1,131 54	382
ITT INDS INC	1/31/2007	7/31/2009	1,726 16	2,055 61	(329)
J P MORGAN CHASE & CO	4/8/2008	7/31/2009	3,048 72	3,639 18	(590)
JOHNSON & JOHNSON	7/29/2004	7/31/2009	1,219 37	1,111 20	108
PEPSICO INC	1/8/2001	7/31/2009	1,425 21	1,149 69	276
MFC SPDR GOLD TR GOLD SHS		7/31/2009	15 45		15
SCHWAB CHARLES CORP COMMON STOCK NEW	5/16/2008	7/31/2009	1,333 47	1,695 83	(362)
SIGMA ALDRICH CORP	1/28/2008	7/31/2009	1,779 70	1,723 60	56
SPECTRA ENERGY CORP COM	3/6/2008	7/31/2009	1,096 17	1,422 40	(326)
TJX COS INC NEW	4/28/2008	7/31/2009	1,088 67	985 14	104
US BANCORP	4/28/2008	7/31/2009	1,214 97	2,097 72	(883)
UNITED TECHNOLOGIES CORP	11/3/2006	7/31/2009	6,550 63	7,378 87	(828)
WELLS FARGO & CO NEW	7/28/2008	7/31/2009	2,079 05	3,072 75	(994)
MFB NORTHN FUNDS EMERGING MKTS EQTY	12/19/2007	8/3/2009	157,026 11	173,864 62	(16,839)
AMERN EXPRESS CO 7% DUE	3/13/2008	8/4/2009	25,650 00	24,924 23	726
PROCTER & GAMBLE CO	4/4/2003	8/13/2009	10,148 95	8,797 42	1,352
MFC SPDR GOLD TR GOLD SHS		8/31/2009	16 21		16
EXELON CORP	6/2/2006	8/2/2009	7,595 97	9,036 50	(1,441)
FIRST SOLAR INC COM	5/29/2008	9/2/2009	6,450 45	14,125 42	(7,675)
ACCENTURE PLC SHS CL A NEW	1/31/2007	9/2/2009	7,528 51	8,399 25	(871)
MC DONALDS CORP COMMON	7/17/2006	9/10/2009	18,409 02	11,691 50	6,718
UNITED STATES TREAS NTS 4 75 DUE 8/15/2017	8/8/2008	9/16/2009	27,695 21	26,650 49	1,045
MFC SPDR GOLD TR GOLD SHS		9/30/2009	17 93		18
NATL WESTMINSTER BK PLC SUB NT 7 375 DUE 10/1/2009	4/3/2003	10/1/2009	5,000 00	6,000 10	(1,000)
VERIZON COMMUNICATIONS	1/4/2008	10/22/2009	11,215 65	14,034 13	(2,818)
MFC SPDR GOLD TR GOLD SHS		10/31/2009	17 13		17
UNITED STATES TREAS NTS DTD 00159 4 5% DUE 4/30	10/15/2008	11/5/2009	53,027 02	49,028 55	3,998
WELLS FARGO & CO NEW	10/6/2008	11/9/2009	10,073 52	13,080 77	(2,987)
MFC SPDR GOLD TR GOLD SHS		11/30/2009	18 36		18
BAXTER INTL INC	1/31/2007	12/8/2009	20,726 73	18,536 25	2,190
MFB NORTHN HI YIELD FXD INC FD	1/31/2007	12/11/2009	277,702 86	330,960 38	(53,258)
SCHLUMBERGER LTD ISIN #AN8068571088	4/21/2006	12/15/2009	18,092 63	19,878 86	(1,786)
MFC SPDR GOLD TR GOLD SHS		12/31/2009	18 49		18
BOTTLING GROUP LLC 5 5% DUE	3/27/2006	1/11/2010	27,230 00	24,963 75	2,266
ITT INDS INC	1/31/2007	1/12/2010	18,208 63	21,437 11	(3,228)
J P MORGAN CHASE & CO	4/8/2008	1/12/2010	17,398 46	18,192 27	(794)
MEDCO HEALTH SOLUTIONS INC	1/31/2007	2/4/2010	10,799 81	5,114 47	5,685
SCHWAB CHARLES CORP COMMON STOCK NEW	9/8/2008	2/4/2010	5,700 38	7,957 60	(2,257)
WAL MART STORES INC	9/8/2008	2/4/2010	10,951 84	12,678 07	(1,724)
AIR PRODUCTS & CHEMICALS	12/19/2007	2/22/2010	19,530 67	27,736 83	(8,206)
UTD TECHNOLOGIES 5 375% DUE 12/15/2017 CORP 5 375	12/4/2007	2/23/2010	27,037 50	24,951 75	2,086
INTL BUSINESS MACHINES	8/7/2008	3/5/2010	6,488 84	6,585 92	(97)
SIGMA ALDRICH CORP	1/28/2008	3/22/2010	8,187 74	7,436 09	752
SIGMA ALDRICH CORP	1/28/2008	3/23/2010	5,340 76	4,875 31	465
SIGMA ALDRICH CORP	1/28/2008	3/24/2010	1,342 92	1,231 14	112
FPL GROUP INC	7/31/2008	3/30/2010	14,821 56	19,857 89	(5,036)

FORM 990PF, PART I, LINE 6, STATEMENT 1

BEN B AND JOYCE E EISENBERG FOUNDATION  
 (99-0246427)  
 FORM 990PF, PART I, LINE 6, STATEMENT 1  
 TAX YEAR 6/1/09 TO 5/31/10

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
US BANCORP	4/28/2008	4/8/2010	7,629 55	9,964 17	(2,335)
WAL MART STORES INC	9/8/2008	4/8/2010	8,036 51	8,966 00	(929)
CATERPILLER FINL 5 05% DUE 12/01/2010 N# TR 00789 5 0	11/30/2005	4/30/2010	20,513 20	19,983 60	530
FNMA NT 20375 5/20/2010	12/12/2008	4/30/2010	45,040 73	45,581 36	(541)
GOLDMAN SACHS GROUP INC	3/16/2009	5/3/2010	11,751 75	7,729 64	4,022
TRANSOCEAN LTD	2/20/2004	5/3/2010	9,729 71	4,053 24	5,676
MFO CREDIT SUISSE COMMODITY-RETURN PLUS	12/11/2007	5/4/2010	90,884 95	120,639 15	(29,754)
VERIZON 6 1 % DUE 4/15/2018 BEO	4/3/2008	5/4/2010	27,606 75	25,481 00	2,126
UNITED STATES TREAS NTS DTD 2/15/2001 5 0% DUE	2/27/2004	5/5/2010	20,712 43	21,859 38	(1,147)
HEWLETT PACKARD CO COM	1/14/2009	5/7/2010	8,016 35	6,002 85	2,014
TEVA PHARMACEUTICALS INDS LTD ADR	2/10/2009	5/7/2010	10,403 14	7,671 09	2,732
LOWES COS INC 5 8% DUE 9/15/2012	10/2/2007	5/10/2010	17,557 92	16,228 48	1,329
FNMA NT 2 375 5/20/2010	12/12/2008	5/20/2010	100,000 00	101,291 90	(1,292)
GENERAL ELEC CO NT 5% DUE 2/1/2013 BEO	2/1/2005	5/20/2010	58,873 65	56,616 80	2,257
UNITED STATES TREAS NTS	7/25/2008	5/20/2010	42,660 80	39,865 76	2,795
J P MORGAN CHASE & CO	2/7/2008	5/21/2010	1,984 97	2,270 43	(285)
MAF FUNDS LONG TERM CAPITAL GAIN - FROM FORM K-1				67,099	(67,099)
SUBTOTAL OF LONG TERM GAIN/LOSS			<u>1,500,831</u>	<u>1,737,014</u>	<u>(236,184)</u>
SUBTOTAL OF NORTHERN TRUST GAIN/LOSS			<u>3,446,320</u>	<u>3,526,850</u>	<u>(80,531)</u>
GRAND TOTAL			<u>3,551,067</u>	<u>3,644,019</u>	<u>(92,952)</u>
<b>GAIN/LOSS RECAP</b>					
TOTAL OF SHORT TERM GAIN/LOSS			1,976,975	1,822,484	154,491
TOTAL OF LONG TERM GAIN/LOSS			<u>1,574,092</u>	<u>1,821,535</u>	<u>(247,444)</u>
			<u>3,551,067</u>	<u>3,644,019</u>	<u>(92,952)</u>

B. JOYCE E. EISENBERG FOUNDATION  
(99-0246427)  
FORM 990PF, PART I, LINE 11, STATEMENT 1  
AND  
CALIFORNIA FORM 199, PART II, LINE 7  
OTHER INCOME  
TAX YEAR 6/1/09 TO 5/31/10

PARTNERSHIP INCOME -	
EISENBERG & WALD	377,379
EISENBERG, CORNELL & ROSE	19,514
BEN EISENBERG PROPERTIES - NEW MART BUILDING, INC.	1,660,888
	<u>2,057,781</u>

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

SHARES	DESCRIPTION	BALANCE 05/31/2009	BALANCE 05/31/2010	FMV 05/31/2010
	UBS PAINWEBBER-ACCOUNT # TP 6315055			
<b>US GOVERNMENT OBLIGATIONS</b>				
75,000	FHLM 6 0 DUE 5/1/17	4,015	2,954	2,988
60,000	GNMA PL 6 5% DUE 2/20/24	1,566	1,436	1,594
30,000	GNMA PL 6 5% DUE 3/20/24	3,300	3,171	3,527
67,000	GNMA PL 7 000% DUE 9/20/25	1,247	1,027	1,152
50,000	GNMA PL 6 0 DUE 4/15/29	4,608	3,838	3,931
50,000	GNMA PL 6 0 DUE 9/20/31	4,522	3,424	3,556
25,000	GNMA PL 5 5 DUE 11/20/34	13,120	10,175	10,541
25,000	GNMA PL 4 0 DUE 05/20/39		24,621	24,234
25,000	GNMA PL 4 0 DUE 02/20/40		25,106	24,811
25,000	GNMA PL 4 5 DUE 02/20/40		25,759	25,510
25,000	FED FARM 6 3200% MATURES 12/15/15	27,561	27,561	29,547
25,000	FFCB CALL 5 6250% MATURES 10/19/20	25,977	25,977	25,485
25,000	FHLMC CALL 6 0% MATURES 7/06/17	25,827		
		<u>111,743</u>	<u>155,049</u>	<u>156,874</u>
<b>CA MUNICIPAL SECURITIES</b>				
	50000 CALIFORNIA ST TAX MAND SINK FND 6 2% 10/1/19		50,848	52,844
			<u>50,848</u>	<u>52,844</u>
	NORTHERN TRUST-ACCOUNT # 23-86285			
145,000	FNMA NT 2 375% DUE 05-20-2010 REG	146,873		
25,000	FNMA NT 3 25% DUE 8/15/08	82,503		
28,000	US TREAS NTS 4 5% DUE 2/15/09	48,951		
153,000	US TREAS NTS 4 75% DUE 08/15/07	63,695		
80,000	US TREAS NTS 4 75% DUE 08/15/08	21,859		
65,000	US TREAS NTS DTD 4 625 % DUE 10/15/13	69,210		
15,000	US TREAS NTS DTD 4 875% DUE 8/15/09	79,733		
10,000	US TREAS NTS DTD 3 125% DUE 4/30/13		9,977	10,555
35,000	FED HOME LN BKS PREASSIGN 3 75% DUE 3/27/19		35,176	35,492
65,000	FNMA NT 4 625% DUE 10/15/13	89,009	63,695	71,371
70,000	FNMA PREASSIGN 00192 4 625% DUE 10/15/14	9,977	69,210	77,361
10,000	FNMA PREASSIGN 00192 4 75% DUE 11/19/12		10,169	10,845
25,000	UNITED TECHNOLOGIES CORP 4 5% DUE 4/15/20		24,875	26,109
50,000	US TREAS NTS 0 75% DUE 5/31/12		49,922	49,969
40,000	US TREAS NTS 0 875% DUE 4/30/11	9,989	39,828	40,164
25,000	US TREAS NTS 1 0% DUE 4/30/12		25,094	25,114
50,000	US TREAS NTS 1 375% DUE 6/15/12		49,862	51,125
25,000	US TREAS NTS 2 125% DUE 5/31/15		24,989	25,031
40,000	US TREAS NTS 2 25% DUE 5/31/14		39,203	40,756
16,000	US TREAS NTS 2 5% DUE 4/30/15		16,190	16,322
65,000	US TREAS NTS 3 125% DUE 5/15/19		62,134	64,401
40,000	US TREAS NTS 3 375% DUE 7/31/13		39,866	42,512
30,000	US TREAS NTS 3 625% DUE 2/15/20		29,754	30,771
25,000	US TREAS NTS 3 625% DUE 8/15/19		25,193	25,682
55,000	US TREAS NTS 4 75% DUE 08/15/17		55,853	62,270
45,000	US TREAS NTS 5% DUE 8/15/11	48,164	48,164	47,447
88,000	US TREAS NTS DTD 3 375% DUE 11/30/12	10,169	89,009	93,163
50,000	US TREAS NTS DTD 5/17/10 1 375% DUE 5/15/13		50,113	50,192
	TOTAL	<u>680,131</u>	<u>858,276</u>	<u>896,652</u>
	GRAND TOTAL	<u>791,874</u>	<u>1,064,173</u>	<u>1,106,370</u>

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)

FORM 990 PF, LINE 10B  
INVESTMENTS - CORPORATE STOCK  
TAX YEAR 6/1/08 TO 5/31/09

SHARES	DESCRIPTION	cost		fmv
		05/31/09	05/31/10	05/31/10
UBS PAINWEBBER-ACCOUNT # TP 6315055				
1000	AFLAC INC	45,035	45,035	44,300
500	ALEXANDRIA RE PFD 8 375% SERIES C CALLABLE	12,500	12,500	12,530
1000	AMER STATES WATER CO.	25,260	25,260	34,370
1000	AMGEN	13,473	13,473	51,780
2000	APPLE COMPUTER INC	23,610	23,610	513,760
1	ARES CAPITAL CORP	557	8	14
1000	AT&T INC	28,701	28,701	24,300
1000	BANK OF AMER CORP	38,835	38,835	15,740
1000	BRISTOL MYERS SQUIBB CO		25,473	23,210
500	CATERPILLAR INC	30,641	30,641	30,380
76	CITADEL BROADCASTING CORP	94	94	2
1000	COSTCO WHSL CORP	53,237	53,237	58,250
500	CVS CAREMARK CORP	13,317	32,126	34,630
1000	EL PASO CORP	12,204	12,204	11,340
300	EXXON MOBIL CORP	12,984	12,984	18,138
18	FAIRPOINT COMMUNICATIONS INC	136	136	1
1000	GENERAL ELECTRIC	12,173	12,173	16,350
4000	GENTEX CORP	30,851	30,851	78,720
500	HUANENG POWER INTL INC	21,041	-	-
50	IDEARC INC.	1,219	1,220	-
1800	INTEL CORP	44,063	44,061	38,556
1100	J P MORGAN CHASE & CO	27,350	27,350	43,538
1500	MICROSOFT	42,114	42,114	38,700
500	NORFOLK STHN CORP	27,264	27,264	28,230
1000	PFIZER	5,431	5,431	15,230
300	PRAXAIR INC	14,516	14,516	23,280
1000	PROCTER & GAMBLE CO	61,533	61,533	61,090
8	SMUCKER J M CO NEW-SPIN OFF	267	267	442
500	STARBUCKS CORP	15,317	15,317	12,945
32	TRAVELERS COS INC (Exchnage for Travelers Property )	-	-	1,583
1000	VERIZON COMMUNICATIONS	30,729	30,730	27,520
1000	WALT DISNEY CO , HOLDING INC	28,567	28,567	33,420
2000	WELLS FARGO & CO , NEW	33,176	33,176	57,380
	TOTAL	<u>705,084</u>	<u>727,776</u>	<u>1,349,729</u>

NORTHERN TRUST-ACCOUNT #. 23-86284

485	ACCENTURE LTD BERMUDA CLS A COM (ACN)	18,097		
300	AIR PRODUCTS AND CHEMICALS INC (APD)	29,739		
375	BAXTER INTL INC COMMON STOCK (BAX)	18,536		
340	DARDEN RESTURANTS INC	9,456		
350	EXELON CORP COM (EXC)	14,987		
310	FPL GROUP INC	19,858		
55	FIEST SOLAR INC (FSLR)	14,125		
175	GOLDMAN SACHS GROUP INC COM (GS)	20,058		
400	ITT CORP INC COM (ITT)	23,493		
335	JACOBS ENGR GROUP INC	13,849		
225	KOHL'S CORP COMMON STOCK	8,711		
335	MC DONALDS CORP COMMON STOCK, NO PAR (MCD)	11,692		
215	MOSAIC CO COM	12,116		
290	SCHULUMBERGER LTD COM STK	19,879		
310	SIGMA-ALDRICH CORP. (SIAL)	15,266		
139	TRANSOCEAN INC (RIG)	4,053		
425	ABBOTT LABORATORIES, COMMON (ABT)	20,709	22,434	20,213
670	ADOBE INC COM (ADBE)	26,743	26,362	21,494
180	AMAZON COM INC	19,734	14,616	22,583
455	AMERICAN EXPRESS CO , COMMON (AXP)		20,617	18,141
195	APPLE INC (AAPL)	17,144	18,458	50,146

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)

FORM 990 PF, LINE 10B  
INVESTMENTS - CORPORATE STOCK  
TAX YEAR 6/1/08 TO 5/31/09

SHARES	DESCRIPTION	cost		fmv
		05/31/09	05/31/10	05/31/10
1255	BANK AMER CORP COM (BAC)		21,851	19,754
375	CHEVRON CORP COM (CVX)	25,209	26,813	27,701
1675	CISCO SYS INC. COMMON STOCK (CSCO)	50,850	48,920	38,793
160	COLGATE-PALMOLIVE CO. (CL)		12,864	12,494
280	COSTCO WHSL CORP NEW COM (COST)	16,872	18,319	16,310
435	CUMMINS INC (CMI)		20,155	29,571
340	CVS CAREMARK CORP (CVS)		11,884	11,774
395	DANAHER CORP	14,111	13,863	31,355
630	DUPONT E I DE NEMOURS & CO (DD)		24,372	22,787
960	EMC CORP (EMC)		18,592	17,875
575	EMERSON ELECTRIC CO , COMMON STOCK, \$1 PAR (EMR)	23,342	25,835	26,703
600	EXXON MOBIL CORP	20,977	23,260	36,276
265	FEDEX CORP COM (FDX)		23,433	22,125
180	FRANKLIN RES INC COMMON STOCK (BEN)		19,892	17,656
1940	GENERAL ELEC CO COM (GE)	14,874	39,971	31,719
55	GOOGLE	19,892	22,426	26,685
455	HEWLETT PACKARD CO COM (HPQ)	20,551	15,392	20,935
254	INTERNATIONAL BUSINESS MACHINE CORP (IBM)	36,161	32,178	31,816
415	JOHNSON & JOHNSON COMMON (JNJ)	22,224	23,382	24,195
970	JOHNSON CONTROLS INC COMMON STOCK (JCI)		26,820	27,674
735	JPMORGAN CHASE & CO (JPM)	47,935	27,127	29,091
520	KELLOGG CO COMMON STOCK \$ 50 PAR (K)	23,540	25,991	27,784
480	LOWES COS INC COMMON STOCK (LOW)		13,613	11,880
385	MCKESSON CORP (MCK)		23,751	26,950
360	MEDCO HEALTH SOLUTIONS INC COM (MHS)	14,613	11,557	20,754
1140	MICROSOFT CORP.	32,246	34,447	29,412
375	NATIONAL OILWELL VARCO COM STK (NOV)	12,892	14,118	14,299
360	NIKE INC CL B (NKE)		23,983	26,057
190	NOBLE ENERGY INC	9,780	11,508	11,303
475	PEPSICO INC	21,614	22,481	29,873
500	PG & E CORP	17,545	18,519	20,750
480	PROCTER & GAMBLE CO.	8,797	28,009	29,323
730	SCHWAB CHARLES CORP (SCHW)	24,209	16,164	11,928
1210	SPECTRA ENERGY CORP (SE)	29,376	29,882	24,212
545	TJX COS INC (TJX)	17,076	18,615	24,776
465	TRAVELERS COS INC COM STK (TRV)		24,670	23,004
225	UNITED TECHNOLOGIES CORP (UTX)	17,086	11,539	15,161
790	UNITEDHEALTH GROUP INC COM (UNH)		24,868	22,965
495	US BANCORP (USB)	28,494	17,105	11,860
575	VERIZON COMMUNICATIONS COM (VZ)	14,682	18,285	15,824
285	WAL-MART STORES, INC	38,742	16,459	14,410
845	WALT DISNEY CO	19,061	29,433	28,240
860	WELLS FARGO & CO NEW COM STK	39,533	24,576	24,673
545	ALTERA CORP COM	9,273	9,646	12,846
550	PRINCIPAL FINL GROUP		15,573	14,955
345	BHP BILLITON LTD SPONSORED ADR	9,963	20,711	22,370
520	SUNCOR INC COM NPV (SU)	10,172	16,114	15,839
405	COVIDEN PLC	13,585	20,946	17,168
380	NOVARTIS AG		20,422	17,104
305	TEVA PHARMACEUTICALS INDS	20,448	13,554	16,720
	TOTAL	<u>1,083,969</u>	<u>1,176,376</u>	<u>1,238,305</u>
GRAND TOTAL		<u>1,789,053</u>	<u>1,904,152</u>	<u>2,588,034</u>

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

SHARE	DESCRIPTION	BALANCE 05/31/08	BALANCE 05/31/09	FMV 05/31/09
<u>UBS PAINWEBBER--ACCOUNT #: TP 6315055</u>				
25,000	LASALLE FUNDING NTS CALLABLE 4.00% DUE 1/15/14	24,893	24,893	25,081
25,000	LILLY ELI & CO NTS % DUE 3/15/12	25,730	25,730	27,269
3,000	VIACOM INC MW + 25BP 6.625%	28,006	3,361	3,123
		<u>78,629</u>	<u>53,984</u>	<u>55,473</u>
 <u>NORTHERN TRUST--ACCOUNT #: 23-86285</u>				
25,000	AMERICAN EXPRESS CO 7.0% DUE 3/19/18	24,924		
25,000	BOTTLING GROUP LLC SR NT 144A 5.5% DUE 4/1/16	24,964		
20,000	CATERPILLAR FINL SVCS CORP MEDIUM TERM 5 05% DUE 12/01/10	19,984		
55,000	GENERAL ELEC CO NT 5.0% DUE 2/1/13	56,617		
16,000	LOWES COS INC 5.6% DUE 9/15/12	16,228		
11,084	MFO CREDIT SUISSE COMMODITY-RETURN STRATEGY FD	120,639		
5,000	NATIONAL WESTMINSTER BK PLC SUB NT 7.375% DUE 10/01/09	6,000		
10,000	TARGET CORP 5.375% 6/15/09	10,665		
25,000	UNITED TECHNOLOGIES CORP 5.375% DUE 12/15/07	24,952		
25,000	VERIZON COMMUNICATIONS INC 6.1% DUE 4/15/18	25,481		
25,000	BP CAP MKTS P L C BONDS 4.75% DUE 3/10/19	24,933	24,933	24,921
25,000	DEUTSCHE BK AG GLOBAL MEDIUM 3 45% DUE 03-30-2015	-	24,944	24,643
35,000	CREDIT SUISSE FIRST BOSTON USA INC 4.875% DUE 8/15/10	34,997	34,997	35,264
25,000	DEERE JOHN CAP CORP 5.35% DUE 4/3/18	24,924	24,924	27,340
50,000	FEDERAL HOME LN MTG CORP 2.875% DUE 2/9/15		50,567	51,151
25,000	FLORIDA PWR & LT CO 5.55% DUE 11/01/17	25,085	25,085	27,559
25,000	GOLDMAN SACHS GROUP INC SR NT 5.62% DUE 1/15/17	24,983	24,983	24,884
10,000	HOUSEHOLD FIN CORP NT 4.75% DUE 7/15/13	9,958	9,958	10,373
30,000	HOUSEHOLD FIN CORP NT 6.375% DUE 11/27/12	32,741	32,741	32,344
15,000	MC DONALDS CORP MEDIUM 5.8% DUE 10/15/17	15,051	15,051	17,160
5,000	NATIONAL RURAL UTILS COOP FIN CORP 4.75% DUE 3/1/14	4,998	4,998	5,406
25,000	NATIONAL RURAL UTILS COOP FIN CORP 5 45% DUE 2/1/18	24,944	24,944	27,159
5,000	PRINCIPAL LIFE INCOME FUNDINGS MEDIUM 5.1% DUE 4/15/14	4,992	4,992	5,321
25,000	PRINCIPAL LIFE INCOME FUNDINGS MEDIUM 5.3% DUE 12/14/12	24,981	24,981	26,654
15,000	PROTECTIVE LIFE SEC D MEDIUM TERM 4.85% DUE 8/16/10	14,995	14,995	15,115
5,000	TELSTRA CORP LTD NT 6.375% DUE 4/1/12	5,645	5,645	5,394
25,000	VERIZON NEW ENG INC 6.5% DUE 9/15/11	26,862	26,862	26,497
		<u>630,543</u>	<u>375,600</u>	<u>387,185</u>
 <b>GRAND TOTAL</b>		 <u>709,172</u>	 <u>429,584</u>	 <u>442,658</u>

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART II, LINE 13  
INVESTMENTS - OTHER (MUTUAL FUNDS)  
TAX YEAR 6/1/09 TO 5/31/10

SHARES	DESCRIPTION	BALANCE 05/31/09	BALANCE 05/31/10	FMV 05/31/10
NORTHERN TRUST--ACCOUNT # 23-03413				
<b>MUTUAL FUNDS</b>				
25,066	MFB N THERN FDS INTL EMG MKT EQ FD (NOEMX)	250,267		
79,558	MFB NORTHERN HIGH YIELD FIXED INC FD (NHFIX)	645,393		
31,830	MFB NORTHERN FDS REAL ESTATE FD (NGREX)	134,640		
10,760	MFB NORTHERN FDS MID CAP FD (NMMCX)		100,153	105,341
12,093	MFB NORTHERN FDS SMALL CAP FD (NMMSX)		97,960	104,241
15,986	MFB N THERN FDS INTL EMG MKT EQ FD (NMMEX)		296,894	308,843
62,334	MFB N THERN FDS HIGH YLD OPPTY FD (NMHYX)		634,786	635,181
		<u>1,030,300</u>	<u>1,129,793</u>	<u>1,153,606</u>
<b>MANAGED EQUITY FUNDS</b>				
51,616	MAF-SMALL GROWTH FUND-DRIEHAUS-BJEISEN	33,238		
43,569	MAF-SMALL GROWTH FD-WILLIAMBLAIR-BJEISEN	39,757		
43,315	MAF-SMALL VALUE FD-KEELEY-BJEISEN	41,996		
48,664	MAF-SMALL VALUE FD-VAUGHAN-NELSON-BJEISEN	42,609		
464,869	MAF-INTERNATIONAL FUND-ALTRINSIC-BJEISEN	459,606		
547,319	MAF-INTERNATIONAL FUND-AXIOM-BJEISEN	372,962		
1,515	MFC ISHARES TR BARCLAYS TIPS BD FD		154,927	160,742
2,260	MFC SPDR GOLD SHS (GLD)		247,172	268,714
14,215	MFO PIMCO FDS INVT SER COMM REALRETURN		102,771	106,325
		<u>990,168</u>	<u>504,870</u>	<u>535,781</u>
<b>MANAGED EQUITY COMMODITIES</b>				
1,485	MFC ISHARES TR BARCLAYS TIPS	149,963		
530	MFC SPDR GOLD TR GOLD SHS	49,904		
459,605	MAF-INTERNATIONAL FUND-ALTRINSIC-BJEISEN		433,932	373,372
372,962	MAF-INTERNATIONAL FUND-AXIOM-BJEISEN		345,616	361,712
		<u>199,867</u>	<u>779,548</u>	<u>735,084</u>
<b>REAL ESTATE FUNDS</b>				
10,150	MFB NORTHERN FDS GLOBAL REAL ESTATE FD		170,752	161,987
			<u>170,752</u>	<u>161,987</u>
UBS PAINWEBBER--ACCOUNT # TP 6315055				
<b>MUTUAL FUNDS</b>				
103	ASIA TIGERS FUND INC	0		1,793
22	CALAMOS STRATEGIC TOTAL RETURN FUND	301	301	181
301	FRANKLIN BIOTECHNOLOGY DISCOVERY	25,137	25,137	17,397
2,470	KAYNE ANDERSON MLP INVESTMENT	68,612	60,806	62,368
2,013	DWS COMMUNICATIONS FUND CLASS A	40,662	40,662	29,484
16,461	DWS BALANCED FUND CLASS A	221,657	221,657	135,141
2,015	SELIGMAN COMM MUTUAL FUNDS	52,922	52,922	75,702
137	TEMPLETON EMERGING MARKET INCOME FUND	1,630	1,757.76	2,050
500	TEMPLETON RUSSIA & EAST EUROPEAN FUND	15,030	15,030	8,645
1,000	TEMPLETON DRAGON FUND INC	13,754	13,754	24,140
		<u>439,705</u>	<u>432,027</u>	<u>356,901</u>
<b>GRAND TOTAL</b>		<u>2,660,040</u>	<u>3,016,990</u>	<u>2,943,359</u>

BEN B JOYCE E EISENBERG FOUNDATION  
 CONTRIBUTIONS PAID DURING THE YEAR  
 TAX YEAR 6/1/09 TO 5/31/10

RECIPIENT	ADDRESS	PURPOSE	AMOUNT
American Cancer Society	5731 W Slauson Ave, #200	Culver City, CA 90230	Program support 25,000
American Comm Weizmann	9911 W Pico Blvd #900	Los Angeles, CA 90035	Medical Research 200,000
American Friend Israel Philharmonic	122 East 42nd St , #4507	New York, NY 10168	Program support 30,000
American Friends - Israel Museum	270 N Canon Dr #210	Beverly Hills, CA 90210	Program support 3,000
American Friends of Orr Shalom	11831 Minnetonka Blvd	Minneapolis, MN 55305	Program support 5,000
American Jewish University	15600 Mulholland Drive	Bel Air, CA 90077	Program support 50,000
American Youth Symphony	9431 Sunset Blvd	Beverly Hills, CA 90210	Program support 1,000
Anti Defamation League	10495 Santa Monica Blvd	Los Angeles, CA 90025	Program support 100,000
California Oncological Research Institute	1158 26th Street, #106	Santa Monica, CA 90403	Medical Research 350,100
Camp Max Straus	5670 Wilshire Blvd #1590	Los Angeles, CA 90036	Program support 2,000
Cedar Sinai Heart Institute	8700 Beverly Blvd	Los Angeles, CA 90048	Program support 50,000
Center Theater Group Affiliates	601 W Temple Street	Los Angeles, CA 90012	Program support 1,250
Children's Institute, Inc	711 S New Hampshire Avenue	Los Angeles, CA 90005	Program support 1,000
Educational Institutions/Hebrew Union College	3077 University Avenue	Los Angeles, CA 90007	Program support 1,000
Eduparents org	2321 Sable Tree Circle	Tustin, CA 92780	Program support 1,000
Fashion Industry Chanties	830 S Broadway	Los Angeles, CA 90014	Program support 3,500
Friends of LARC	10560 Wilshire Blvd #1403	Los Angeles CA 90024	Program support 1,000
Fulfillment Fund	6100 Wilshire Blvd , #600	Los Angeles, CA 90048	Program support 5,000
Geffen Playhouse	10888 Le Conte Avenue	Los Angeles, CA 90024	Program support 10,000
Greater West Side Club of Chicago	1511 n Millwaukee Avenue	Chicago, IL 60622	Program support 1,000
Guardians - Jewish Home for the Aging	1640 S Sepulveda, #210	Los Angeles, CA 90025	Program support 264,360
Israel Children Centers	2151 W Hillsboro Blvd #306	Deerfield Beach, FL 33442	Program support 5,000
Israel Defense Fund	4640 Admiralty Way, #406	Manna Del Rey, CA 90292	Program support 50,000
Jewish Family Services	6505 Wilshire Blvd , # 500	Los Angeles, CA 90048	Program support 15,000
Jewish Homes for the Aging	7150 Tampa Ave	Reseda, CA 91335	Program support 1,038,600
Jewish Life	11071 Ventura Blvd	Studio City, CA 91064	Program support 35,000
Jewish Vocational Services	6505 Wilshire Blvd #200	Los Angeles, CA 90048	Program support 15,000
KCET	P O Box 469028	Escondido, CA 92046-9028	Program support 500
L A County High School for the Arts	515 South Figueroa Street, Suite 2050	Los Angeles CA 90071	Program support 5,000
L A Museum of Art	P O Box 3505	Los Angeles, CA 90099	Program support 5,000
L A Regional Food Bank	1734 E 41st Street	Los Angeles, CA 90058-1502	Program support 10,000
Los Angeles Police Foundation	515 South Flower Street	Los Angeles CA 90071	Program support 2,400
Lupus LA	5670 Wilshire Blvd , #1590	Los Angeles, CA 90036	Program support 500
Music Center - L A County	135 North Grand Avenue	Los Angeles, CA 90012	Program support 2,500
One For All	1127 E 67th Street	Inglewood, CA 90302	Program support 1,000
ORT	1640 South Sepulveda Blvd	Los Angeles, CA 90025	Program support 5,000
Public Counsel	610S Ardmore Avenue	Los Angeles, CA 90005	Program support 1,000
Saint Francis Center	P O Box 7134	Redwood City, CA 94063	Program support 1,000
Shaare Zedek Hospital	9911 W Pico Blvd , Suite 640	Los Angeles, CA 90035	Capital Facilities 50,000
Shalhevet School	910 s Fairfax Avenue	Los Angeles, CA 90036	Program support 3,000
Sinai Temple	10400 Wilshire Blvd	Los Angeles, CA 90024	Program support 4,250
Temple Adat Elohim	2420 E Hillcrest Drive	Thousand Oaks, CA 91362	Program support 1,100
Thalians	P O Box 749	Beverly Hills, CA 90213	Medical Research 17,500
The Founders League	File #53205	Los Angeles, CA 90074	Program support 2,000
The Richstone Center	13620 Cordary Avenue	Hawthorne, CA 900250	Program support 1,000
United Jewish Fund	6505 Wilshire Blvd	Los Angeles, CA 90048	Program support 250
USC Trojan Marching Band	837 Downy way, STO-B	Los Angeles, CA 90089	Program support 11,500
Valley Beth Shalom	15739 Ventura Blvd	Encino, CA 91436	Program support 18,000
Waldorf School	17100 Supenor	Northridge, CA 91325	Program support 50,000
Wellness Foundation	2716 Ocean Park Blvd , #1040	Santa Monica, CA 90405	Program support 20,000
West Coast Jewish Theater	520 Washington Blvd , #946	Manna del Rey, CA 90292	Program support 1,000
Westside JCC	5870 West Olympc Blvd	Los Angeles, CA 90036	Program support 15,000
WJC Foundation	610 President Clinton Avenue	Little Rock, AR 72201	Program support 1,000

2,493,310

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART XV, LINE 3B  
GRANTS APPROVED FOR FUTURE PAYMENT  
TAX YEAR 6/1/09 TO 5/31/10

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Israel Tennis Centers Association	Endowment	-
Los Angeles Jewish Homes for the Aging	Capital facilities	3,500,000
American Committee Weizmann Institute of Science	Program support	400,000
Guardians for the Jewish Homes for the Aging	Program support	350,000
		<u>4,250,000</u>