Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning APR 1, 2010 , and ending MAR 31, 2011

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

Name of foundation: ROBERT GORE RIFKIND FOUNDATION

A Employer identification number: 95-3397350

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 4335 MARINA CITY DRIVE, #734 ETS

B Telephone number: 310-823-9608

City or town, state, and ZIP code: MARINA DEL REY, CA 90292

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 [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 8,203,800.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	270,050.		N/A	
	2 Check ▶[ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	204,284.	204,284.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	381,960.			Statement 2
	b Gross sales price for all assets on line 6a 6,493,511.				
	7 Capital gain net income (from Part IV, line 2)		168,572.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	856,294.	372,856.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	37,500.	0.		18,750.
	14 Other employee salaries and wages	25,358.	0.		12,679.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	3,320.	0.		0.
	c Other professional fees Stmt 4	66,816.	66,816.		0.
	17 Interest				
	18 Taxes Stmt 5	5,561.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	16,200.	0.		8,100.
	21 Travel, conferences, and meetings	92.	0.		0.
	22 Printing and publications				
	23 Other expenses Stmt 6	29,131.	0.		15,967.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	183,978.	66,816.		55,496.
	25 Contributions, gifts, grants paid	289,705.			289,705.
	26 **Total expenses and disbursements** Add lines 24 and 25	473,683.	66,816.		345,201.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	382,611.			
	b **Net investment income** (if negative, enter -0-)		306,040.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,683,834.	7,164,607.	7,811,095.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 8)	197,226.	99,064.	392,705.
	16 **Total assets** (to be completed by all filers)	6,881,060.	7,263,671.	8,203,800.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31**			
	27 Capital stock, trust principal, or current funds	985,990.	985,990.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,895,070.	6,277,681.	
	30 **Total net assets or fund balances**	6,881,060.	7,263,671.	
	31 **Total liabilities and net assets/fund balances**	6,881,060.	7,263,671.	

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	6,881,060.
2	Enter amount from Part I, line 27a	2	382,611.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,263,671.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,263,671.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MERRILL LYNCH - SEE ATTACHED SCHEDULE	P	Various	Various
b	MERRILL LYNCH - SEE ATTACHED SCHEDULE	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,429,400.		3,394,147.	35,253.
b	2,729,111.		2,595,792.	133,319.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				35,253.
b				133,319.
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** 168,572.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	409,182.	6,791,378.	.060250
2008	404,231.	6,970,206.	.057994
2007	436,509.	7,861,470.	.055525
2006	349,136.	8,133,380.	.042926
2005	266,294.	5,796,076.	.045944

2 **Total** of line 1, column (d)	2	.262639
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	.052528
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,462,918.
5 Multiply line 4 by line 3	5	392,012.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,060.
7 Add lines 5 and 6	7	395,072.
8 Enter qualifying distributions from Part XII, line 4	8	345,201.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	6,121.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	6,121.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	6,121.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,120.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,120.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,001.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities.*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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? If "No," attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A | Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JONATHAN S. DAVIDSON, C.P.A. Telephone no. ▶ 818-990-1125

Located at ▶ 5501 KEOKUK AVENUE, WOODLAND HILLS, CA ZIP+4 ▶ 91367

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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? N/A | 7b | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT GORE RIFKIND 4335 MARINA CITY DR., #734 ETS MARINA DEL REY, CA 90292	DIRECTOR 15.00	37,500.	0.	0.
JONATHAN DAVIDSON 4335 MARINA CITY DR., #734 ETS MARINA DEL REY, CA 90292	DIRECTOR 1.00	0.	0.	0.
MAX RIFKIND-BARRON 4335 MARINA CITY DR., #734 ETS MARINA DEL REY, CA 90292	DIRECTOR 0.50	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE FOOTNOTE REGARDING SUMMARY OF DIRECT CHARITABLE ACTIVITIES.	345,201.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	7,576,566.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	7,576,566.
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	7,576,566.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	113,648.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,462,918.
6	**Minimum investment return.** Enter 5% of line 5		6	373,146.

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	373,146.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 6,121.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	6,121.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	367,025.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	367,025.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	367,025.

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	345,201.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	345,201.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	345,201.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				367,025.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007 53,203.				
d From 2008 59,277.				
e From 2009 77,791.				
f Total of lines 3a through e	190,271.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 345,201.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				345,201.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	21,824.			21,824.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	168,447.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	168,447.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007 31,379.				
c Excess from 2008 59,277.				
d Excess from 2009 77,791.				
e Excess from 2010				

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

ROBERT GORE RIFKIND

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:

See Statement 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 10				
Total			▶ 3a	289,705.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion 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	204,284.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			01	381,960.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		586,244.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 586,244.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

RC Rifkind — Signature of officer or trustee | 8/18/11 — Date | DIRECTOR — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JONATHAN DAVIDSON, C.P.A.	JDavidson	8-6-11		
Firm's name ▶ Jonathan S. Davidson, C.P.A.			Firm's EIN ▶	
Firm's address ▶ 5501 Keokuk Avenue Woodland Hills, CA 91367-5521			Phone no. 818-990-1125	

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

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization	Employer identification number
ROBERT GORE RIFKIND FOUNDATION	95-3397350

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ ____________

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

Name of organization	Employer identification number
ROBERT GORE RIFKIND FOUNDATION	95-3397350

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ROBERT GORE RIFKIND 1301 SCHUYLER ROAD BEVERLY HILLS, CA 90210	$ 270,050.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
ROBERT GORE RIFKIND FOUNDATION	95-3397350

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
ROBERT GORE RIFKIND FOUNDATION	95-3397350

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
MERRILL LYNCH	204,284.	0.	204,284.
Total to Fm 990-PF, Part I, ln 4	204,284.	0.	204,284.

Form 990-PF Gain or (Loss) from Sale of Assets Statement 2

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
MERRILL LYNCH - SEE ATTACHED SCHEDULE	Purchased	Various	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,429,400.	3,394,147.	0.	0.	35,253.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
MERRILL LYNCH - SEE ATTACHED SCHEDULE	Purchased	Various	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,729,111.	2,595,792.	0.	0.	133,319.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
PAINTING - GERT WOLHEIM - UNTITLED	Purchased	11/30/80	06/06/10

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
40,000.	6,032.	2,800.	0.	31,168.

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
PAINTING - VON HEISTER - PIETA				Purchased	05/31/85	06/06/10

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
45,000.	6,213.	3,150.	0.	35,637.

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
PAINTING - WALTER JACOB - THE LAST JUDGEMENT				Purchased	08/31/80	06/06/10

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
100,000.	24,074.	7,000.	0.	68,926.

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
PAINTING - WILHEIM MORGNER - FRIENDLY APPARITION				Purchased	02/28/81	06/06/10

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
110,000.	19,854.	7,700.	0.	82,446.

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
PAINTING - HANNS LUDWIG KATZ - SELF PORTRAIT				Purchased	10/31/93	06/06/10

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
40,000.	41,989.	2,800.	0.	<4,789.>

Net Gain or Loss from Sale of Assets	381,960.
Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	381,960.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING AND BOOKKEEPING	3,320.	0.		0.
To Form 990-PF, Pg 1, ln 16b	3,320.	0.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES - ML	66,816.	66,816.		0.
To Form 990-PF, Pg 1, ln 16c	66,816.	66,816.		0.

Form 990-PF — Taxes — Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	75.	0.		0.
FEDERAL TAXES	5,067.	0.		0.
STATE TAXES	10.	0.		0.
FOREIGN TAXES	409.	0.		0.
To Form 990-PF, Pg 1, ln 18	5,561.	0.		0.

Form 990-PF — Other Expenses — Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE - ART	3,112.	0.		3,112.
OUTSIDE SERVICES	25,709.	0.		12,855.
OFFICE SUPPLIES & EXPENSE	310.	0.		0.
To Form 990-PF, Pg 1, ln 23	29,131.	0.		15,967.

Footnotes — Statement 7

PART IX-A
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

TO CONTINUE THE PROCESS OF ASSEMBLING, PRESERVING AND DISPLAYING A COLLECTION OF GERMAN EXPRESSIONIST ART AND RELATED LITERATURE. IN ADDITION THE FOUNDATION LOANS ARTWORK TO VARIOUS MUSEUMS AROUND THE WORLD. MANY DISTINGUISHED SCHOLARS (DOCTORS OF ART AND HISTORY), AND CURATORS FROM PROMINENT MUSEUMS HAVE VISITED AND PERFORMED RESEARCH AT THE FOUNDATION. SCHOLARS HAVE COME FROM HARVARD, YALE, BERKELEY, AND MANY OTHER DISTINGUISHED UNIVERSITIES AROUND THE COUNTRY AND THE WORLD. IN ADDITION THE FOUNDATION SUPPORTS THE ARTS IN GENERAL, BY MAKING DIRECT CONTRIBUTIONS TO ART MUSEUMS, PRIMARILY IN SOUTHERN CALIFORNIA. THE FOUNDATION HAS ALSO SUPPORTED RELIGIOUS ORGANIZATIONS, SCHOOLS AND LOCAL ORCHESTRAS.

Form 990-PF | Other Assets | Statement 8

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
ARTWORK, PAINTINGS AND SCULPTURES	197,021.	98,859.	392,500.
BOOKS AND CATALOGUES	205.	205.	205.
To Form 990-PF, Part II, line 15	197,226.	99,064.	392,705.

Form 990-PF Grant Application Submission Information Part XV, Lines 2a through 2d Statement 9

Name and Address of Person to Whom Applications Should be Submitted

ROBERT GORE RIFKIND
4335 MARINA CITY DR., #734 ETS
MARINA DEL REY, CA 90292

Telephone Number

310-823-9608

Form and Content of Applications

WRITTEN APPLICATION SHOULD STATE THE BACKROUND AND QUALIFICATIONS OF THE APPLICANT. IN ADDITION THE APPLICATIONS SHOULD STATE THE PROJECT TO BE RESEARCHED.

Any Submission Deadlines

APPLICATIONS ARE CONSIDERED AS THEY ARE SUBMITTED.

Restrictions and Limitations on Awards

NONE

Form 990-PF Grants and Contributions Paid During the Year Statement 10

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 9911 W. PICO BLVD LOS ANGELES, CA 90035	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	15,000.
AMERICAN JEWISH COMMITTEE 9911 W. PICO BLVD LOS ANGELES, CA 90035	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	500.
ANAHEIM BALLET 280 E. LINCOLN AVE ANAHEIM, CA 92805	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	2,000.
AUDUBON BALLONA EDUCATIONAL PROGRAM 7740 MANCHESTER AVE., #210 PLAYA DEL REY, CA 90293	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	2,000.
BUILDERS OF BUREAU OF JEWISH EDUCATION 6505 WILSHIRE BLVD, #300 LOS ANGELES, CA 90048	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	5,000.
BULGARIAN AMERICAN CULTURAL CENTER 14361 OLYMPIC DR FARMERS, TX 75234	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	21,000.
CALIFORNIA TRADITIONAL MUSIC SOCIETY 4924 BALBOA BLVD #637 ENCINO, CA 91316	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	20,000.
CHILD & FAMILY CENTER FOUNDATION 21545 CENTRE POINTE PARKWAY SANTA CLARITA, CA 91350	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	7,000.

CHABAD OF MARINA DEL REY 2929 WASHINGTON BLVD MARINA DEL REY, CA 90292	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	5,000.
CHABAD ON CAMPUS 770 EASTERN PARKWAY BROOKLYN, NY 11213	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	20,000.
CHURCH OF THE BLESSED SACRAMENT 6657 SUNSET BLVD HOLLYWOOD, CA 90028	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	4,000.
CONCERN FOUNDATION 1026 SO. ROBERTSON BLVD. #300 LOS ANGELES, CA 90035	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	12,000.
GALLERY 825 LOS ANGELES ART ASSOCIATION 825 N. LA CIENEGA BLVD LOS ANGELES, CA 90069	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	2,000.
GRAMMY MUSEUM FOUNDATION 800 W. OLYMPIC BLVD,A245 LOS ANGELES, CA 90015	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	5,000.
HOLLYWOOD BOWL FOUNDATION 151 SOUTH GRAND AVE LOS ANGELES, CA 90012	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	7,800.
JAY N. SCHAPIRA MD MEDICAL RESEARCH FOUNDATION 8635 WEST THIRD STREET, #750W LOS ANGELES, CA 90048	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	5,000.
JEWISH SPORTS HALL OF FAME 4200 INDIGO OAK CT SAN JOSE, CA 95121	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	5,000.
KOLBE HOUSE 2434 S. CALIFORNIA AVE CHICAGO, IL 60608	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	3,000.

LOS ANGELES COUNTY ART MUSEUM 5905 WISHIRE BLVD LOS ANGELES, CA 90036	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	20,000.
LOS ANGELES ART ASSOCIATION 825 N. LA CIENEGA BLVD LOS ANGELES, CA 90069	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	7,000.
MISCELLANEOUS CONTRIBUTIONS UNDER $500	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	3,405.
MUSEUM ASSOCIATES - LACMA 5905 WISHIRE BLVD LOS ANGELES, CA 90036	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	34,000.
OUR LADY OF FATIMA CHURCH 105 NORTH LA ESPERANZA SAN CLEMENTE, CA 92672	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	4,000.
PILIPINO AMERICAN NAT'L HISTORICAL SOCIETY 5472 S. DORCHESTER AVE CHICAGO, IL 60615	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	8,000.
SANTA MARIANA DE PAREDES CHURCH 7922 S. PASSONS BLVD PICO RIVERA, CA 90660	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	4,000.
SCHOLAR IN RESIDENCE PROGRAM 4335 MARINA CITY DRIVE #734 MARINA DEL REY, CA 90292	NONE FURTHER GOALS OF THE FOUNDATION	N/A	
PASADENA MAGAZINE - FOOTHILL FAMILY & KIDSPACE SPONSORSHIP 479 S. MARENGO AVE PASADENA, CA 91101	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	5,000.
TEMPLE ISAIAH 10345 WEST PICO BLVD LOS ANGELES, CA 90064	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	2,000.

TEAM OUTREACH 5100 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	7,500.
THEATER WEST 3333 CAHUENGA BLVD WEST HOLLYWOOD, CA 90068	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	6,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD, #1400 LOS ANGELES, CA 90024	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	20,000.
USC ROSKI SCHOOL OF FINE ARTS WATT HALL 104 LOS ANGELES, CA 90089	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	5,000.
ZIONIST ORGANIZATION OF AMERICA 4 EAST 34TH STREET NEW YORK, NY 10016	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	10,000.
WEST COAST JEWISH THEATER P.O. BOX 1723 STUDIO CITY, CA 91614	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	10,000.
WESTMONT COLLEGE 955 LA PAZ ROAD SANTA BARBARA, CA 93108	NONE FURTHER GOALS OF THE FOUNDATION	PUBLIC	2,500.
Total to Form 990-PF, Part XV, line 3a			289,705.

Robert Gore Rifkind Foundation
Stock - Bond Sales
March 31, 2011

Description	Date Purchased	Date Sold	Sales Price	Purchase Price	Gain/Loss
Bk of America Corp 5 25%	1/15/2008	5/13/2010	101,886	100,183	1,703 LT
American General Finance	9/27/2007	5/12/2010	88,400	100,072	-11,672 LT
Bristol-Myers Squibb Co	10/28/2008	5/25/2010	116,706	98,683	18,023 LT
Bristol-Myers Squibb Co	11/4/2008	5/25/2010	109,146	101,920	7,226 LT
Ishares MSCI EAFE Index	11/4/2008	5/14/2010	80,498	76,455	4,043 LT
Sector SPDR Energy	1/22/2009	5/14/2010	199,321	165,688	33,633 LT
Standard & Poors Dep RCPT	10/14/2008	5/20/2010	36,637	34,432	2,205 LT
BP PLC	3/17/2010	4/30/2010	197,161	219,810	-22,649 ST
Copano Energy LLC	9/30/2009	5/14/2010	193,751	141,943	51,808 ST
SPDR KBW Regional Bank	4/8/2010	5/6/2010	208,401	220,145	-11,744 ST
Nokia Corp SPON	8/21/2009	5/6/2010	182,058	204,326	-22,268 ST
Raytheon Co	7/17/2009	5/20/2010	162,207	135,861	26,346 ST
Standard & Poors Dep RCPT	8/6/2009	5/20/2010	105,033	96,900	8,133 ST
United Techs Corp	8/13/2009	5/19/2010	242,555	203,173	39,382 ST
Ishares IBOXX $	6/7/2010	9/3/2010	364,895	349,116	15,779 ST
INVSC VK HY Muni FD Y	10/31/2008	11/12/2010	393,733	367,444	26,289 ST
Digital Rlty TR Inc	6/10/2010	11/4/2010	188,638	209,648	-21,010 ST
Vanguard Intermediate	6/24/2010	11/12/2010	315,058	301,398	13,660 ST
INVSC VK HY Muni FD Y	11/30/2009	11/12/2010	24,727	24,460	267 ST
Clorox Co Del	11/20/2009	2/3/2011	151,415	142,840	8,575 LT
Coca Cola	10/20/2008	2/3/2011	180,697	134,920	45,777 LT
Frontier Communications	7/17/2009	2/3/2011	15,580	12,608	2,972 LT
Nuveen Prem Muni	6/8/2005	2/14/2011	15,072	17,004	-1,932 LT
Nuveen Prem Muni	6/8/2005	2/14/2011	8,591	9,706	-1,115 LT
Nuveen Prem Muni	6/8/2005	2/14/2011	23,870	26,947	-3,077 LT
Nuveen Prem Muni	6/8/2005	2/14/2011	13,548	15,283	-1,735 LT
Nuveen Prem Muni	6/8/2005	2/14/2011	1,763	1,987	-224 LT
Pimco Muni	6/8/2005	2/14/2011	3,072	3,737	-665 LT
Pimco Muni	6/8/2005	2/14/2011	7,686	9,342	-1,656 LT
Pimco Muni	6/8/2005	2/14/2011	2,564	3,114	-550 LT
Pimco Muni	6/8/2005	2/14/2011	23,094	28,026	-4,932 LT
Pimco Muni	6/8/2005	2/14/2011	8,988	10,899	-1,911 LT
Pimco Muni	6/8/2005	2/14/2011	1,285	1,557	-272 LT
Pimco Muni	6/8/2005	2/14/2011	2,572	3,114	-542 LT

Robert Gore Rifkind Foundation
Stock - Bond Sales
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Pimco Muni	6/8/2005	2/14/2011	9,009	10,899	-1,890	LT
Pimco Muni	6/8/2005	2/14/2011	5,152	6,228	-1,076	LT
Pimco Muni	6/8/2005	2/14/2011	774	934	-160	LT
Calamos Conv Opp	1/16/2008	2/14/2011	17,199	20,652	-3,453	LT
Calamos Conv Opp	1/16/2008	2/14/2011	10,600	12,709	-2,109	LT
Calamos Conv Opp	1/16/2008	2/14/2011	33,879	40,590	-6,711	LT
Calamos Conv Opp	1/16/2008	2/14/2011	2,654	3,177	-523	LT
Calamos Conv Opp	1/16/2008	2/14/2011	9,296	11,121	-1,825	LT
Calamos Conv Opp	1/16/2008	2/14/2011	3,987	4,766	-779	LT
Calamos Conv Opp	1/16/2008	2/14/2011	39,899	47,660	-7,761	LT
Calamos Conv Opp	1/16/2008	2/14/2011	5,324	6,355	-1,031	LT
Calamos Conv Opp	1/16/2008	2/14/2011	5,328	6,355	-1,027	LT
Calamos Conv Opp	1/16/2008	2/14/2011	7,665	9,135	-1,470	LT
Pimco High Inc	8/30/2004	2/14/2011	10,624	11,640	-1,016	LT
Pimco High Inc	8/30/2004	2/14/2011	56,053	61,404	-5,351	LT
Pimco High Inc	8/30/2004	2/14/2011	33,224	36,377	-3,153	LT
Kimberly Clark	1/29/2010	2/3/2011	232,117	214,231	17,886	LT
SPDR Gold Trust - Cancelled	9/17/2008	1/27/2011	224,871	224,871	0	LT
Merck	9/3/2010	2/3/2011	213,250	231,103	-17,853	LT
Ishares MSCI Japan	9/20/2005	3/16/2011	21,276	25,763	-4,487	LT
SPDR Gold Trust - Cancelled	9/17/2008	1/27/2011	224,871	224,871	0	LT
SPDR Gold Trust	9/17/2008	1/27/2011	224,871	144,117	80,754	LT
Wal-Mart Stores	10/14/2009	3/16/2011	144,797	142,317	2,480	LT
MetLife Inc	1/19/2011	3/15/2011	209,054	230,059	-21,005	ST
Royal Dutch Shell PLC	2/3/2011	3/16/2011	214,579	230,272	-15,693	ST
Sector SPDR Financial	1/14/2011	3/16/2011	218,488	229,937	-11,449	ST
VMWare	9/10/2010	3/16/2011	209,062	229,655	-20,593	ST
Total			6,158,511	5,989,939	168,572	
Short Term			3,429,400	3,394,147	35,253	
Long Term			2,729,111	2,595,792	133,319	
			6,158,511	5,989,939	168,572	