EXTENDED TO MAY 15, 2012

Form **990** Department of the Treasury Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047 **2010** Open to Public Inspection

A For the 2010 calendar year, or tax year beginning JUL 1, 2010 **and ending** JUN 30, 2011

B Check if applicable: [ ] Address change [X] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization
JEWISH FEDERATION FOUNDATION
F/K/A JEWISH FEDERATION OF RHODE ISLAND
Doing Business As
Number and street (or P.O box if mail is not delivered to street address) Room/suite
401 ELMGROVE AVE
City or town, state or country, and ZIP + 4
PROVIDENCE, RI 02906

D Employer identification number 05-0259003

E Telephone number (401)421-4111

G Gross receipts $ 10,478,447.

F Name and address of principal officer: JEFFREY K. SAVIT
401 ELMGROVE AVENUE, PROVIDENCE, RI 02906

H(a) Is this a group return for affiliates? [ ] Yes [X] No
H(b) Are all affiliates included? [ ] Yes [ ] No
If "No," attach a list. (see instructions)
H(c) Group exemption number ▶

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( )◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.SHALOMRI.ORG

K Form of organization [X] Corporation [ ] Trust [ ] Association [ ] Other ▶ L Year of formation 1945 M State of legal domicile RI

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: TO PROMOTE GENERAL JEWISH WELFARE THROUGH THE SUPPORT OF JEWISH CHARITABLE, CULTURAL, AND

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	17
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	17
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	24
6	Total number of volunteers (estimate if necessary)	6	300
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	124,260.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	269.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	6,813,415.	5,531,985.
	9	Program service revenue (Part VIII, line 2g)	290,016.	124,260.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,023,553.	1,076,559.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	85,431.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,126,984.	6,818,235.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	4,396,392.	4,670,985.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,323,129.	687,869.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 297,968.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	808,495.	809,246.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,528,016.	6,168,100.
	19	Revenue less expenses. Subtract line 18 from line 12	1,598,968.	650,135.

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	44,270,393.	49,629,713.
	21	Total liabilities (Part X, line 26)	9,287,207.	6,894,549.
	22	Net assets or fund balances. Subtract line 21 from line 20	34,983,186.	42,735,164.

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Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here
▶ Signature of officer — Date 5/15/12
▶ JEFFREY K. SAVIT, PRESIDENT/CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name JOHN M. MATHIAS	Preparer's signature	Date 5/15/12	Check [ ] if self-employed	PTIN
Firm's name ▶ PICCERELLI, GILSTEIN & CO., LLP			Firm's EIN ▶	
Firm's address ▶ 144 WESTMINSTER STREET PROVIDENCE, RI 02903-2282			Phone no (401)831-0200	

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

032001 02-22-11 LHA **For Paperwork Reduction Act Notice, see the separate instructions.** Form **990** (2010)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

6/621

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:
THE JEWISH FEDERATION OF RHODE ISLAND IS THE CENTRAL FUNDRAISING ORGANIZATION FOR THE GREATER RHODE ISLAND JEWISH COMMUNITY, ALLOCATING FUNDS, ASSISTING JEWISH AGENCIES LOCALLY, IN ISRAEL AND THROUGHOUT THE WORLD, AND ADVOCATING AS THE JEWISH VOICE FOR SOCIAL JUSTICE IN OUR

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [X] Yes [ ] No
If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses $ 5,474,595. including grants of $ 4,670,985.) (Revenue $)
TO PROMOTE GENERAL JEWISH WELFARE THROUGH THE SUPPORT OF JEWISH CHARITABLE, CULTURAL, AND RELIGIOUS ORGANIZATIONS AND ASSIST IN COMMUNAL ACTIVITIES.

4b (Code:) (Expenses $ 159,627. including grants of $) (Revenue $ 124,260.)
TO PUBLISH BI-WEEKLY AND ANNUAL NEWSPAPERS FOR THE JEWISH COMMUNITY.

4c (Code:) (Expenses $ including grants of $) (Revenue $)

4d Other program services. (Describe in Schedule O.)
(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses ▶** 5,634,222.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a		X
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		X
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☐ Yes ☒ No			
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 26			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 24			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file*. (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	X	
b	If "Yes," enter the name of the foreign country: ▶ BRITISH VIRGIN IS, CAYMAN ISLANDS				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		X
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		X
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

		Line	Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year — 1a: 17			
b	Enter the number of voting members included in line 1a, above, who are independent — 1b: 17			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

		Line	Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NONE

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
[ ] Own website [X] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶
JEFFREY K SAVIT - 401-421-4111
401 ELMGROVE AVENUE, PROVIDENCE, RI 02906

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
DORIS FEINBERG CHAIR	1.50	X		X				0.	0.	0.
SHARON GAINES DIRECTOR	0.50	X						0.	0.	0.
ALAN LITWIN DIRECTOR	0.50	X						0.	0.	0.
LAWRENCE HERSHOFF SECRETARY/TREASURER	1.00	X		X				0.	0.	0.
PROF. CHARLES ELBAUM DIRECTOR	0.50	X						0.	0.	0.
H. JACK FEIBELMAN DIRECTOR	0.50	X						0.	0.	0.
NANCY HARRIS DIRECTOR	0.50	X						0.	0.	0.
MARILYN KAPLAN DIRECTOR	0.50	X						0.	0.	0.
JAY ROSENSTEIN DIRECTOR	0.50	X						0.	0.	0.
ROBERT SHERWIN DIRECTOR	0.50	X						0.	0.	0.
CHERYL GREENFELD TEVEROW DIRECTOR	0.50	X						0.	0.	0.
MINDY WACHTENHEIM VICE CHAIR	1.00	X		X				0.	0.	0.
MELVIN G. ALPERIN DIRECTOR	0.50	X						0.	0.	0.
MARK R. FEINSTEIN DIRECTOR	0.50	X						0.	0.	0.
JEFFREY VOGEL DIRECTOR	0.50	X						0.	0.	0.
HERBERT B. STERN DIRECTOR	0.50	X						0.	0.	0.
MATHEW D. SHUSTER DIRECTOR	0.50	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
STEPHEN R. SILBERFARB EXECUTIVE V. PRESIDENT/CEO	40.00				X			162,426.	0.	23,012.
MANUEL E. DAROSA CHIEF FIN. OFFICER/COO	40.00					X		128,099.	0.	16,569.
BRADLEY S. LAYE CHIEF PHILANTHROPY OFFICER	40.00					X		100,668.	0.	10,537.
1b Sub-total ▶								391,193.	0.	50,118.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								391,193.	0.	50,118.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 3

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. NONE

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d 1,130,044.				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 4,401,941.				
	g Noncash contributions included in lines 1a-1f $ 258,083.					
	h Total. Add lines 1a-1f ▶		5,531,985.			
Program Service Revenue		Business Code				
	2 a LOCAL PUBLICATIONS	511120	124,260.		124,260.	
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ▶		124,260.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		995,429.			995,429.
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
		(i) Real / (ii) Personal				
	6 a Gross Rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶					
		(i) Securities / (ii) Other				
	7 a Gross amount from sales of assets other than inventory	3741342.				
	b Less: cost or other basis and sales expenses	3660212.				
	c Gain or (loss)	81,130.				
	d Net gain or (loss) ▶		81,130.			81,130.
	8 a Gross income from fundraising events (not including $ ____ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events ▶					
	9 a Gross income from gaming activities. See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities ▶					
	10 a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory ▶					
	Miscellaneous Revenue	Business Code				
	11 a REIMBURSEMENT INCOME	900099	85,431.			85,431.
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d ▶		85,431.			
	12 Total revenue. See instructions ▶		6,818,235.	0.	124,260.	1161990.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	4,636,054.	4,636,054.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	34,931.	34,931.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	245,089.	164,977.	32,070.	48,042.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	353,391.	247,085.	30,943.	75,363.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	14,756.	10,317.	1,292.	3,147.
9 Other employee benefits	45,712.	30,806.	3,012.	11,894.
10 Payroll taxes	28,921.	20,221.	2,532.	6,168.
11 Fees for services (non-employees):				
a Management				
b Legal	49,126.		49,126.	
c Accounting	33,286.		33,286.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	40,000.		40,000.	
g Other	203,765.	88,465.	33,545.	81,755.
12 Advertising and promotion	49,023.	36,162.	545.	12,316.
13 Office expenses	85,494.	60,234.	2,072.	23,188.
14 Information technology				
15 Royalties				
16 Occupancy	42,425.	34,707.	2,671.	5,047.
17 Travel	3,558.	3,521.		37.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	16,006.	6,968.	1,947.	7,091.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	15,295.	8,198.	2,294.	4,803.
23 Insurance	4,810.	3,407.	495.	908.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a SHARED EMPLOYEES	186,934.	186,934.		
b COMMUNITY PROGRAM	34,026.	34,026.		
c COMMISSIONS	25,343.	25,343.	0.	0.
d CAMPAIGN	18,042.	0.	0.	18,042.
e SUBSCRIPTIONS	2,113.	1,866.	80.	167.
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	6,168,100.	5,634,222.	235,910.	297,968.
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	35,606.	1	216,544.
	2	Savings and temporary cash investments	2,220,176.	2	
	3	Pledges and grants receivable, net	1,477,861.	3	
	4	Accounts receivable, net	125,553.	4	19,968.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	38,114.	9	2,000.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a			
	b	Less: accumulated depreciation — 10b	70,663.	10c	
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11	40,159,622.	12	49,060,976.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	142,798.	15	330,225.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	44,270,393.	16	49,629,713.
Liabilities	17	Accounts payable and accrued expenses	158,542.	17	23,392.
	18	Grants payable	2,879,425.	18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D	6,249,240.	25	6,871,157.
	26	**Total liabilities.** Add lines 17 through 25	9,287,207.	26	6,894,549.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	27,980,127.	27	34,008,533.
	28	Temporarily restricted net assets	906,346.	28	1,735,720.
	29	Permanently restricted net assets	6,096,713.	29	6,990,911.
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	34,983,186.	33	42,735,164.
	34	Total liabilities and net assets/fund balances	44,270,393.	34	49,629,713.

Form 990 (2010)

032011 12-21-10

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,818,235.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,168,100.
3	Revenue less expenses. Subtract line 2 from line 1	3	650,135.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	34,983,186.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	7,101,843.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	42,735,164.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [X]

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other ____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c		
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND

Employer identification number 05-0259003

Part I **Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ____
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	No	(v) Did you notify the organization in col (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U S ? Yes	No	(vii) Amount of support
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5690506.	4266376.	3341872.	7101957.	5134908.	25535619.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	5690506.	4266376.	3341872.	7101957.	5134908.	25535619.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						4491391.
6 **Public support.** Subtract line 5 from line 4						21044228.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	5690506.	4266376.	3341872.	7101957.	5134908.	25535619.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	688,896.	819,299.	688,963.	691,818.	995,429.	3884405.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	341.		14,217.		1,269.	15,827.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	50,482.		186,170.	213,660.	85,431.	535,743.
11 **Total support.** Add lines 7 through 10						29971594.

12 Gross receipts from related activities, etc. (see instructions) — 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) — 14 — 70.21 %

15 Public support percentage from 2009 Schedule A, Part II, line 14 — 15 — 74.84 %

16a **33 1/3% support test - 2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support test - 2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization: JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND

Employer identification number: 05-0259003

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	199	
2	Aggregate contributions to (during year)	1,794,986.	
3	Aggregate grants from (during year)	610,723.	
4	Aggregate value at end of year	16,562,780.	

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? [X] Yes [ ] No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? [X] Yes [ ] No

Part II **Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- [ ] Preservation of land for public use (e.g., recreation or education)
- [ ] Preservation of an historically important land area
- [ ] Protection of natural habitat
- [ ] Preservation of a certified historic structure
- [ ] Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ______

4 Number of states where property subject to conservation easement is located ▶ ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? [ ] Yes [ ] No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? [ ] Yes [ ] No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

(ii) Assets included in Form 990, Part X ▶ $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

b Assets included in Form 990, Part X ▶ $ ______

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ____________

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV **Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V **Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	6,471,726.	4,806,751.	6,256,642.		
b Contributions	934,863.	1,349,711.	116,367.		
c Net investment earnings, gains, and losses	1,517,442.	617,311.	-1,295,790.		
d Grants or scholarships	582,958.	234,500.	205,322.		
e Other expenditures for facilities and programs					
f Administrative expenses	80,560.	67,547.	65,146.		
g End of year balance	8,260,513.	6,471,726.	4,806,751.		

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ▶ 24.46 %

b Permanent endowment ▶ 75.54 %

c Term endowment ▶ ________ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI **Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				0.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CASH MANAGEMENT ACCOUNT	67,460.	END-OF-YEAR MARKET VALUE
(B) US GOVERNMENT OBLIGATIONS	1,362,761.	END-OF-YEAR MARKET VALUE
(C) FOREIGN BONDS	1,420,542.	END-OF-YEAR MARKET VALUE
(D) MUTUAL FUNDS	24,662,911.	END-OF-YEAR MARKET VALUE
(E) LIMITED PARTNERSHIPS &		
(F) LIMITED LIABILITY		
(G) COMPANIES	20,321,036.	END-OF-YEAR MARKET VALUE
(H) STOCKS	1,226,266.	END-OF-YEAR MARKET VALUE
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	49,060,976.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) LIABILITY UNDER SPLIT INTEREST	
(3) AGREEMENTS	1,304,504.
(4) ENDOWMENT FUNDS HELD AS AGENT FOR	
(5) OTHER COMMUNAL ENTITIES	4,522,839.
(6) DUE TO JEWISH ALLIANCE	1,043,814.
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	6,871,157.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4

THE INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS ARE AS FOLLOWS:

1) PROFESSIONAL DEVELOPMENT OF JEWISH COMMUNAL PROFESSIONALS IN RHODE ISLAND.

2) SUPPORT OF THE JEWISH ALLIANCE OF GREATER RHODE ISLAND'S ANNUAL CAMPAIGN.

3) SUPPORT OF THE JEWISH COMMUNITY CULTURAL, ARTISTIC, AND EDUCATIONAL PROGRAMS.

Part XIV Supplemental Information *(continued)*

4) SUBSIDIZE TRAVEL TO ISRAEL BY STUDENTS, TEENS AND YOUNG ADULTS.

5) PAYMENTS OF THE ORGANIZATION'S UNEMPLOYEMENT CLAIMS, AND

6) SUPPORT OF THE URI HILLEL.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization JEWISH FEDERATION FOUNDATION
F/K/A JEWISH FEDERATION OF RHODE ISLAND

Employer identification number 05-0259003

Part I **General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
URI HILLEL 6 FRATERNITY CIRCLE KINGSTON, RI 02881	05-6019148	501(C)(3)	13,859.	0.			GENERAL OPERATIONS
AMERICAN JEWISH WORLD SERVICE 45 W 36TH ST. 11TH FLOOR NEW YORK, NY 10018	22-2584370	501(C)(3)	5,350.	0.			GENERAL OPERATIONS
BROWN HILLEL FOUNDATION PO BOX 1882 PROVIDENCE, RI 02912	05-0258809	501(C)(3)	6,123.	0.			GENERAL OPERATIONS
BUREAU OF JEWISH EDUCATION OF RHODE ISLAND - 130 SESSIONS STREET - PROVIDENCE, RI 02906	11-3160032	501(C)(3)	26,767.	0.			GENERAL OPERATIONS
CAMP JORI PO BOX 5299 WAKEFIELD, RI 02880	05-0268612	501(C)(3)	5,802.	0.			GENERAL OPERATIONS
CHABAD LUBAVITCH OF GREENWICH 75 MASON STREET GREENWICH, CT 06830	22-3616874	501(C)(3)	11,750.	0.			GENERAL OPERATIONS

2 Enter total number of section 501(c)(3) and government organizations ▶

3 Enter total number of other organizations ▶

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHABAD OF BARRINGTON 311 MAPLE AVENUE BARRINGTON, RI 02806	71-1005804	501(C)(3)	10,036.	0.			GENERAL OPERATIONS
BIRTHRIGHT ISRAEL FOUNDATION 33 E. 33RD STREET NEW YORK, NY 10016	13-4092050	501(C)(3)	94,000.	0.			GENERAL OPERATIONS
HAMPTON CLASSIC HORSE SHOW PO BOX 3013 BRIDGEHAMPTON, NY 11932	11-2597077	501(C)(3)	6,500.	0.			GENERAL OPERATIONS
JEWISH ALLIANCE OF GREATER RHODE ISLAND - 401 ELMGROVE AVENUE - PROVIDENCE, RI 02906	27-4127671	501(C)(3)	3,842,351.	0.			GENERAL OPERATIONS
JEWISH FAMILY SERVICE 959 NORTH MAIN STREET PROVIDENCE, RI 02904	05-0258888	501(C)(3)	5,737.	0.			GENERAL OPERATIONS
HOLOCAUST EDUCATION & RESOURCE CENTER OF RHODE ISLAND - 401 ELMGROVE AVENUE - PROVIDENCE, RI 02906	05-0483511	501(C)(3)	33,700.	0.			AGENCY ENDOWMENT WITHDRAWAL
JEWISH COMMUNITY CENTER OF RHODE ISLAND - 401 ELMGROVE AVENUE - PROVIDENCE, RI 02906	05-0258887	501(C)(3)	37,080.	0.			INTEREST SUBSIDY
JEWISH COMMUNITY DAY SCHOOL OF RHODE ISLAND - 85 TAFT AVENUE - PROVIDENCE, RI 02906	05-0378703	501(C)(3)	92,320.	0.			AGENCY ENDOWMENT WITHDRAWAL
JEWISH COUNCIL OF GREATER LOS ANGELES - 6505 WILSHIRE BLVD - LOS ANGELES, CA 90048	95-1643388	501(C)(3)	5,000.	0.			GENERAL OPERATIONS

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JEWISH FEDERATION OF PALM BEACH COUNTY, INC. - 4601 COMMUNITY DR. - WEST PALM BEACH, FL 33417	59-0948696	501(C)(3)	11,500.	0.			GENERAL OPERATIONS
JEWISH FEDERATION OF PALM SPRING & DESERT AREA - 69930 HIGHWAY 111 SUITE 204 - RANCHO MIRAGE, CA 92270	23-7211881	501(C)(3)	5,000.	0.			GENERAL OPERATIONS
PROVIDENCE HEBREW DAY SCHOOL 450 ELMGROVE AVENUE PROVIDENCE, RI 02906	05-0271953	501(C)(3)	32,520.	0.			AGENCY ENDOWMENT WITHDRAWLS
RHODE ISLAND JEWISH HISTORICAL ASSOCIATION - 130 SESSIONS STREET - PROVIDENCE, RI 02906	05-6015436	501(C)(3)	27,700.	0.			AGENCY ENDOWMENT WITHDRAWLS
JEWISH FUNDS FOR JUSTICE 330 SEVENTH AVE. SUITE 1902 NEW YORK, NY 10001	52-1332694	501(C)(3)	5,000.	0.			GENERAL OPERATIONS
TEMPLE BETH-EL 70 ORCHARD AVENUE PROVIDENCE, RI 02906	05-0264805	501(C)(3)	6,150.	0.			GENERAL OPERATIONS
TEMPLE EMANU-EL 99 TAFT AVENUE PROVIDENCE, RI 02906	05-0259273	501(C)(3)	48,694.	0.			GENERAL OPERATIONS
MIRIAM HOSPITAL BOX H ANNEX STATION PROVIDENCE, RI 02901	05-0377502	501(C)(3)	8,109.	0.			GENERAL OPERATIONS
NEW ISRAEL FUND PO BOX 96712 WASHINGTON, DC 20077	94-2607722	501(C)(3)	5,300.	0.			GENERAL OPERATIONS

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RHODE ISLAND CHAPTER HADASSAH 2845 POST ROAD SUITE 307 WARWICK, RI 02886	05-0460321	501(C)(3)	8,158.	0.			GENERAL OPERATIONS
RHODE ISLAND COMMUNITY FOOD BANK 200 NIANTIC AVENUE PROVIDENCE, RI 02907	05-0395601	501(C)(3)	6,550.	0.			GENERAL OPERATIONS
STANDING TALL 200 RIVERSIDE BLVD. UNIT 2 NEW YORK, NY 10069	36-4188614	501(C)(3)	5,000.	0.			GENERAL OPERATIONS
WHEELER SCHOOL 216 HOPE STREET PROVIDENCE, RI 02906	05-0259101	501(C)(3)	7,000.	0.			GENERAL OPERATIONS
JEWISH COMMUNITY DAY SCHOOL OF RI 85 TAFT AVENUE PROVIDENCE, RI 02906	05-0378703	501(C)(3)	66,396.	0.			GENERAL OPERATIONS
JEWISH COMMUNITY CENTER OF RHODE ISLAND - 401 ELMGROVE AVE. - PROVIDENCE, RI 02906	05-0258887	501(C)(3)	21,668.	0.			CAPITAL IMPROVEMENTS
BUREAU OF JEWISH EDUCATION OF RHODE ISLAND - 130 SESSIONS STREET - PROVIDENCE, RI 02906	11-3160032	501(C)(3)	25,450.	0.			AGENCY ENDOWMENT WITHDRAWL

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIP	1	556.	0.		
SCHOLARSHIP	1	1,600.	0.		
SCHOLARSHIP	1	601.	0.		
SCHOLARSHIP	1	230.	0.		
SCHOLARSHIP	1	1,500.	0.		

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: THERE ARE 5 TYPES OF GRANTS THAT WE MAKE. THE FOLLOWING DESCRIBES OUR PROCEDURES IN MONITORING THE USE OF THE DIFFERENT GRANT FUNDS DISBURSED:

ALLOCATIONS:

THESE ARE MONITORED BY HAVING THE RECIPIENT NONPROFIT ORGANIZATION PROVIDE US WITH QUARTERLY FINANCIAL STATEMENTS AND SEMI-ANNUAL OUTCOME REPORTS DELINEATING PROGRESS ON PREVIOUSLY AGREED UPON OBJECTIVES.

GRANTS FROM OUR UNRESTRICTED ENDOWMENT INCOME:

THESE GRANTS ARE PAID ON A REIMBURSEMENT BASIS. ONCE THE RECIPIENT

Part III **Continuation of Grants and Other Assistance to Individuals in the United States** (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIP	1.	250.	0.		
SCHOLARSHIP	1.	750.	0.		
SCHOLARSHIP	1.	1,000.	0.		
SCHOLARSHIP	1.	1,000.	0.		
SCHOLARSHIP	1.	1,500.	0.		
SCHOLARSHIP	1.	2,000.	0.		
SCHOLARSHIP	1.	2,550.	0.		
SCHOLARSHIP	1.	3,000.	0.		
SCHOLARSHIP	1.	2,000.	0.		

JEWISH FEDERATION FOUNDATION
F/K/A JEWISH FEDERATION OF RHODE ISLAND

05-0259003

Part III **Continuation of Grants and Other Assistance to Individuals in the United States** (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIP	1.	1,000.	0.		
SCHOLARSHIP	1.	200.	0.		
SCHOLARSHIP	1.	3,600.	0.		
SCHOLARSHIP	1.	230.	0.		
SCHOLARSHIP	1.	1,040.	0.		
SCHOLARSHIP	1.	600.	0.		
SCHOLARSHIP	1.	2,000.	0.		
SCHOLARSHIP	1.	2,500.	0.		
SCHOLARSHIP	1.	230.	0.		

Part III **Continuation of Grants and Other Assistance to Individuals in the United States** (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIP	1.	1,500.	0.		
SCHOLARSHIP	1.	1,644.	0.		
SCHOLARSHIP	1.	1,850.	0.		

Part IV Supplemental Information

NONPROFIT ORGANIZATION EXPENDS ITS FUNDS FOR THE ITEMS APPROVED IN THEIR GRANT APPLICATION, THEY SUBMIT REIMBURSEMENT REQUESTS WITH SUPPORTING DOCUMENTATION. AFTER REVIEWING THE DOCUMENTATION AND REVIEWING OUTCOMES OF THE GRANTS, REIMBURSEMENT IS MADE TO THE RECIPIENT NONPROFIT ORGANIZATION.

GRANTS FROM DONOR ADVISED FUNDS:

AFTER VERIFYING THAT DONOR RECOMMENDATIONS ARE TO RECOGNIZED U.S. NONPROFIT ORGANIZATIONS, WE ISSUE CHECKS TO THE INDICATED NONPROFIT ORGANIZATION. IN OUR CHECK TRANSMITTAL WE INDICATE THAT BY ACCEPTING THE CHECK, THE NONPROFIT ENTITY IS CERTIFYING THAT (I) NO TANGIBLE BENEFIT, GOODS, OR SERVICES ARE BEING RECEIVED BY ANY INDIVIDUAL OR ENTITY CONNECTED WITH THE DONOR ADVISED GRANT AND (II) THE GRANT WILL NOT BE USED TO SATISFY THE PAYMENT OF ANY PLEDGE OR OTHER PERSONAL FINANCIAL OBLIGATION.

GRANTS FOR SCHOLARSHIPS:

SCHOLARSHIPS ARE AWARDED BY VARIOUS SELECTION COMMITTEES. A NUMBER OF SCHOLARSHIPS ARE AWARDED BY A SELECTION COMMITTEE OF ANOTHER NONPROFIT ORGANIZATION. ALL SCHOLARSHIPS ARE AWARDED ON AN OBJECTIVE NONDISCRIMINATORY BASIS BASED ON PRE-ESTABLISHED CRITERIA. THE SCHOLARSHIPS ARE MONITORED TO ENSURE THAT THEY ARE USED FOR INTENDED PURPOSE.

GRANTS FROM RESTRICTED ENDOWMENT FUNDS:

GRANTS FROM RESTRICTED ENDOWMENT FUNDS ARE MADE IN ACCORDANCE WITH THE UNDERLYING FUND AGREEMENTS AND OUR ORGANIZATION'S SPENDING POLICY FOR RESTRICTED FUNDS. AFTER THE AMOUNT TO BE GRANTED FROM EACH RESTRICTED ENDOWMENT FUND IS COMPUTED, WE VERIFY THAT THE NONPROFIT ORGANIZATION NAMED IN THE UNDERLYING FUND AGREEMENT IS STILL IN EXISTENCE AND, IF APPLICABLE, THAT THIS ORGANIZATION IS STILL OPERATING THE PROGRAM SPECIFIED IN THE UNDERLYING FUND AGREEMENT. ONCE THESE ITEMS ARE ASCERTAINED TO OUR SATISFACTION, A DISBURSEMENT IS MADE TO THE NONPROFIT ORGANIZATION.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization: JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND

Employer identification number 05-0259003

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Travel for companions ☒ Tax indemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		X
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	X	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. ☒ Compensation committee ☐ Independent compensation consultant ☒ Form 990 of other organizations ☒ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment from the organization or a related organization?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c		X
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization? If "Yes" to line 5a or 5b, describe in Part III.	5b		X
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		X
b	Any related organization? If "Yes" to line 6a or 6b, describe in Part III.	6b		X
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
1 STEPHEN R. SILBERFARB	(i)	152,199.	0.	10,227.	6,582.	16,430.	185,438.	119,722.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

PART I, LINE 1B:

THE EMPLOYMENT CONTRACT OF THE EXECUTIVE VICE PRESIDENT PROVIDES FOR THE ORGANIZATION TO PAY HIM 1/2 OF THE AFTER TAX COST OF TUITION FOR HIS 2 DAUGHTERS. ONCE THIS AMOUNT IS DETERMINED AT THE BEGINNING OF THE ACADEMIC YEAR, THE EXECUTIVE VICE PRESIDENT IS PAID THIS AMOUNT OVER THE COURSE OF THE ORGANIZATION'S FISCAL YEAR

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047
2010
Open To Public Inspection

Name of the organization: JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND

Employer identification number 05-0259003

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
Total			▶ $							

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.** **Schedule L (Form 990 or 990-EZ) 2010**

032131 12-21-10

Part IV **Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
EDWARD D. FELDSTEIN	FORMER DIRECTOR	980.	LEGAL SERVI		X

Part V **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: EDWARD D. FELDSTEIN

(D) DESCRIPTION OF TRANSACTION: LEGAL SERVICES BY FIRM

SCHEDULE M (Form 990) Department of the Treasury Internal Revenue Service	**Noncash Contributions** ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30. ▶ Attach to Form 990.	OMB No 1545-0047 **2010** Open to Public Inspection

Name of the organization JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND

Employer identification number 05-0259003

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	37	258,083.	FAIR MARKET VALUE
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ ( )				
26	Other ▶ ( )				
27	Other ▶ ( )				
28	Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement — 29 — 0

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II.			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	X	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	X	
b	If "Yes," describe in Part II.			
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule M (Form 990) (2010)**

032141
12-23-10

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: QUESTION 32A. THE ORGANIZATION USES INDEPENDENT BROKERAGE FIRMS TO SELL THE PUBLICLY TRADED SECURITIES THAT IT RECEIVES.

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization	Employer identification number
JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND	05-0259003

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

RELIGIOUS ORGANIZATIONS AND TO ASSIST IN COMMUNAL ACTIVITIES. TO SUPPORT THE MISSION OF THE JEWISH ALLIANCE OF GREATER RHODE ISLAND.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

COMMUNITY.

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

AS OF JANUARY 1, 2011, THE NON-ENDOWMENT NET ASSETS ($3,348,714) OF THE ORGANIZATION WERE TRANSFERRED TO THE JEWISH ALLIANCE OF GREATER RHODE ISLAND (EMPLOYER ID #27-4127671), A 501(C)3 ORGANIZATION. THE FOLLOWING IS A LISTING OF THE NON-ENDOWMENT NET ASSETS DONATED AS OF JANUARY 1, 2011:

CHECKING AND MONEY MARKET ACCOUNTS $1,761,738

ACCOUNTS RECEIVABLE, NET OF ALLOWANCE FOR DOUBTFUL ACCOUNTS: $176,851

PLEDGES RECEIVABLE, NET OF ALLOWANCE FOR DOUBTFUL ACCOUNTS: $1,874,938

PREPAID EXPENSES: $27,982

BUILDING, EQUIPMENT AND FURNITURE (AT COST): $1,114,523.

ACCUMULATED DEPRECIATION ON BUILDING, EQUIPMENT AND FURNITURE: ($1,059,305)

DUE FROM RELATED ENTITIES: $422,347

ACCOUNTS PAYABLE AND ACCRUED EXPENSES $117,732

GRANTS PAYABLE: $852,628

THE TRANSFER OF THE ABOVE LISTED NET ASSETS WAS EQUAL TO APPROXIMATELY 9% OF THE ORGANIZATION'S NET ASSETS AS OF JANUARY 1,2011. ACCORDINGLY, SCHEDULE N WAS NOT COMPLETED BY THIS ORGANIZATION.

Name of the organization	Employer identification number
JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND	05-0259003

AS OF JANUARY 1, 2011:

ALL OF THE EMPLOYEES OF THIS ORGANIZATION WERE TRANSFERRED TO THE PAYROLL OF THE JEWISH ALLIANCE OF GREATER RHODE ISLAND.

THE OWNERSHIP OF THE ORGANIZATION'S COMMUNITY NEWSPAPER, JEWISH VOICE AND HERALD, WAS TRANSFERRED TO THE JEWISH ALLIANCE OF GREATER RHODE ISLAND.

EXCEPT FOR ENDOWMENT RELATED ACTIVITY, ALL PROGRAMS AND ACTIVITIES FORMERLY HANDLED BY THIS ORGANIZATION WERE TRANSFERRED TO THE JEWISH ALLIANCE OF GREATER RHODE ISLAND.

SERVICES WERE PROVIDED BY CERTAIN EMPLOYEES OF THE JEWISH ALLIANCE OF GREATER RHODE ISLAND TO THIS ORGANIZATION IN CONNECTION WITH THE ADMINISTRATION OF THE ENDOWMENT-RELATED ASSETS AND ACTIVITIES OF THIS ORGANIZATION. THIS ORGANIZATION REIMBURSED THE JEWISH ALLIANCE OF GREATER RHODE ISLAND FOR THE COST OF THESE SERVICES.

FORM 990, PART VI, SECTION A, LINE 4: AS OF JANUARY 1, 2011, THE GOVERNING DOCUMENTS OF THIS ORGANIZATION WERE CHANGED TO REFLECT THAT AS OF THIS DATE THE JEWISH FEDERATION'S PRIMARY PURPOSE IS TO SUPPORT THE MISSION OF ITS SOLE CORPORATE MEMBER, JEWISH ALLIANCE OF GREATER RHODE ISLAND (EIN: 27-4127671), A RHODE ISLAND NONPROFIT CORPORATION THAT IS EXEMPT FROM TAXATION UNDER SECTION 501(A) OF THE INTERNAL REVENUE CODE AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

FORM 990, PART VI, SECTION A, LINE 6: AS OF JANUARY 1, 2011, THE JEWISH ALLIANCE OF GREATER RHODE ISLAND IS THE SOLE CORPORATE MEMBER OF THIS ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 7A: THE JEWISH ALLIANCE OF GREATER

Name of the organization JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND | Employer identification number 05-0259003

RHODE ISLAND ELECTS THE MEMBERS OF THIS ORGANIZATION'S GOVERNING BODY.

FORM 990, PART VI, SECTION A, LINE 7B: ALL THE DECISIONS OF THE GOVERNING BOARD OF THIS ORGANIZATION ARE SUBJECT TO APPROVAL BY THE JEWISH ALLIANCE OF GREATER RHODE ISLAND.

FORM 990, PART VI, SECTION B, LINE 11: THE BOARD APPOINTED THE ORGANIZATION'S FINANCE COMMITTEE TO THOROUGHLY REVIEW THE ORGANIZATION'S FORM 990. A COPY OF THE FINAL VERSION OF FORM 990 WAS PROVIDED TO EVERY BOARD MEMBER BEFORE IT WAS FILED.

FORM 990, PART VI, SECTION B, LINE 12C: ANNUALLY, OFFICERS AND DIRECTORS ARE REQUIRED TO REVIEW THE WRITTEN CONFLICT OF INTEREST POLICY AND PROVIDE THE ORGANIZATION WITH A SIGNED STATEMENT DISCLOSING ANY INTERESTS THAT COULD GIVE RISE TO CONFLICTS OR DISCLOSING THAT THEY HAVE NO INTERESTS THAT WOULD GIVE RISE TO CONFLICTS. THE ORGANIZATION RETAINS THE SIGNED STATEMENTS AND THE SECRETARY MONITORS COMPLIANCE WITH THIS POLICY. CONFLICTS ARE PERIODICALLY REPORTED TO THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 15: IN THE PRIOR FISCAL YEAR, THE ORGANIZATION AND THE EXECUTIVE VICE PRESIDENT/CEO EXECUTED A NEW EMPLOYMENT AGREEMENT TO REPLACE AN EXPIRING EMPLOYMENT AGREEMENT. IN DETERMINING THE COMPENSATION FOR THIS INDIVIDUAL, THE ORGANIZATION APPOINTED A COMPENSATION COMMITTEE TO REVIEW RELEVANT FACTORS. THE COMMITTEE PERFORMED A COMPENSATION SURVEY OF NUMEROUS OTHER ORGANIZATIONS INCLUDING OBTAINING INFORMATION FOR THE COMPENSATION OF OTHER EXECUTIVE VICE PRESIDENTS IN OUR FEDERATED SYSTEM. AFTER PROLONGED DELIBERATION, REVIEW OF DATA OBTAINED FROM THEIR SURVEY, AND CONSIDERATION OF THE NEEDS OF THE ORGANIZATION, THE

Name of the organization JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND

Employer identification number 05-0259003

COMMITTEE SET THE EXECUTIVE'S COMPENSATION BASED ON THE COMPENSATION OF SIMILARLY QUALIFIED PERSONS IN FUNCTIONALLY COMPARABLE POSITIONS AT SIMILARLY SITUATED ORGANIZATIONS. DOCUMENTATION SUPPORTING THIS DECISION WAS RETAINED BY THE ORGANIZATION. THE MATTER WAS REPORTED TO THE BOARD.

FORM 990, PAGE 6, PART VI, GOVERNANCE, SECTION B, QUESTION 15B

NO KEY EMPLOYEES WERE HIRED DURING THE FISCAL YEAR. WHEN A KEY EMPLOYEE IS HIRED, THE FOLLOWING IS OUR ORGANIZATION'S PRACTICE IN CONNECTION WITH DETERMINING COMPENSATION. THE EXECUTIVE VICE PRESIDENT OBTAINS COMPARABLE SALARY INFORMATION AVAILABLE VIA THE EXAMINATION OF RELEVANT 990'S AND FROM SALARY DATA INFORMATION AVAILABLE FOR COMPARING POSITIONS IN OUR FEDERATED SYSTEM. THE EXECUTIVE VICE PRESIDENT THEN CONSULTS WITH THE PRESIDENT AND APPROPRIATE OFFICERS IN SETTING THE COMPENSATION FOR THIS POSITION.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC AT THE ORGANIZATION'S OFFICE - 401 ELMGROVE AVENUE, PROVIDENCE, RI 02906.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

CHANGE IN VALUE OF SPLIT INTEREST AGREEMENT	232,066.
MISCELLANEOUS INCOME - FASB 136 REVERSAL	51,101.
INTEREST AND DIVIDEND - FASB 136 REVERSAL	-111,025.
REALIZED GAIN - FASB 136 REVERSAL	-81,130.
UNREALIZED GAIN - FASB 136 REVERSAL	-866,120.
GRANTS - FASB 136 REVERSAL	211,690.
GIFTS - FASB 136 REVERSAL	-35,653.
UNREALIZED GAIN	7,700,914.
TOTAL TO FORM 990, PART XI, LINE 5	7,101,843.

Name of the organization	Employer identification number
JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND	05-0259003

FORM 990, PAGE 12, PART XII, LINE 2B:

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

THE ORGANIZATION'S FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2011 ARE IN THE PROCESS OF BEING AUDITED. HOWEVER, AS OF THE DUE DATE OF THIS RETURN OUR AUDIT IS NOT YET COMPLETED.

SCHEDULE R
(Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

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2010
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Name of the organization: JEWISH FEDERATION FOUNDATION
F/K/A JEWISH FEDERATION OF RHODE ISLAND

Employer identification number 05-0259003

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
JEWISH COMMUNITY CENTER OF RHODE ISLAND - 05-0258887, 401 ELMGROVE AVE., PROVIDENCE, RI 02906	PROVIDE EDUCATIONAL SERVICES	RHODE ISLAND	501(C)3	9	N/A		X
JEWISH ALLIANCE OF GREATER R.I. - 27-4127671 401 ELMGROVE AVE. PROVIDENCE, RI 02906	SUPPORT OF JEWISH AND OTHER CHARITABLE ORGANIZATIONS	RHODE ISLAND	501(C)3	9	N/A		X

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

			Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b	X	
c	Gift, grant, or capital contribution from other organization(s)	1c	X	
d	Loans or loan guarantees to or for other organization(s)	1d	X	
e	Loans or loan guarantees by other organization(s)	1e	X	
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j	X	
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n	Sharing of paid employees	1n	X	
o	Reimbursement paid to other organization for expenses	1o	X	
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) JEWISH COMMUNITY CENTER OF RHODE ISLAND	B	174,622.	COST
(2) JEWISH ALLIANCE OF GREATER RHODE ISLAND	B	3,842,351.	BOOK VALUE
(3) JEWISH COMMUNITY CENTER OF RHODE ISLAND	D	2,702,471.	FAIR MARKET VALUE
(4) JEWISH ALLIANCE OF GREATER RHODE ISLAND	D	2,702,471.	FAIR MARKET VALUE
(5) JEWISH COMMUNITY CENTER OF RHODE ISLAND	J	2.	PER LEASE TERMS
(6) JEWISH COMMUNITY CENTER OF RHODE ISLAND	N	63,721.	COST

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) JEWISH ALLIANCE OF GREATER RHODE ISLAND	N	186,934.	COST
(8) JEWISH COMMUNITY CENTER OF RHODE ISLAND	O	24,009.	COST
(9) JEWISH ALLIANCE OF GREATER RHODE ISLAND	E	1,043,814.	COST
(10) JEWISH ALLIANCE OF GREATER RHODE ISLAND	C	1,130,044.	FAIR MARKET VALUE
(11) JEWISH ALLIANCE OF GREATER RHODE ISLAND	O	10,408.	COST
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

BYLAWS OF

JEWISH FEDERATION FOUNDATION

These bylaws ("Bylaws") govern the affairs of the JEWISH FEDERATION FOUNDATION (the "Foundation"), a nonprofit corporation organized under the laws of the State of Rhode Island.

ARTICLE I

PURPOSES, POWERS AND NONPROFIT STATUS

Section 1. Purposes.

Section 1.1 General. The Foundation is a nonprofit corporation organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), and regulations promulgated thereunder and more specifically as set forth in the Foundation's Articles of Incorporation (the "Articles"). Notwithstanding any other provision of the Articles or these Bylaws, the Foundation is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code. No substantial part of the activities of the Foundation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 1.2 Specific. Subject to Section 1.1, the Foundation's primary purpose is to support the mission of its sole corporate member, Jewish Alliance of Greater Rhode Island, a Rhode Island nonprofit corporation that is exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code (hereinafter, the "Member" or "Alliance").

Section 1.3 Endowment Fund. The Foundation shall accept, deposit, invest and manage the funds raised by the Foundation and the Member (all such funds referred to as the "Endowment Fund") for disbursement to the Member for allocation and distribution by the Member in accordance with the Member's mission. The Foundation shall develop policies and procedures to assure prudent stewardship of the Endowment Fund for recommendation to and approval by Alliance.

Section 2. Powers. The Foundation shall have the power, in conjunction with the Member, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Foundation is organized. Notwithstanding anything herein to the contrary, the Foundation shall exercise only those powers as are: (i) permissible under the Rhode Island Nonprofit Corporation Act, Title 7, Chapter 6, Section 1 *et seq.* (the "Act"); (ii) in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Code; (iii) allowable for organizations described in Section 509(a)(3) of the Code; and (iv) in compliance with all rules and regulations promulgated under the Act and the Code.

Section 3. Nonprofit Status. The Foundation is not organized for profit and no part of the net earnings of the Foundation shall inure to the benefit of any director or officer. Upon dissolution of the Foundation, no director or officer shall be entitled to any distribution or division of the Foundation's property or the proceeds thereof and, upon such dissolution, the balance of all money, assets and other property of the Foundation, after the payment of all its debts and obligations, shall be distributed to the Member if, at the time of distribution, the Member is exempt from taxation or, if not, to one or more nonprofit corporations exempt from federal income taxation under Section 501(c)(3) of the Code as the Board of Directors of the Foundation (the "Board") shall determine. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in the State of Rhode Island, exclusively for one or more exempt purposes, to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the Foundation shall be located at 401 Elmgrove Avenue, Providence, Rhode Island 02906. The Foundation may have such other offices or places of business, either within or outside the State of Rhode Island, as the business of the Foundation may require and as the Member may from time to time establish.

Section 2. Registered Office. The registered office of the Foundation need not be identical to its principal office and shall initially be located at 401 Elmgrove Avenue, Providence, Rhode Island 02906. The registered office may be changed from time to time by the Member in compliance with the provisions of applicable law.

ARTICLE III

MEMBERS

Section 1. Sole Member. Jewish Alliance of Greater Rhode Island, referenced herein as the Member, shall be the sole corporate member of the Foundation. The Member shall have all voting rights accorded members under the Act and as otherwise provided in the Articles and these Bylaws.

Section 2. Action By Member. The Member shall act in its membership capacity through the Member's Board of Directors ("Member's Board"). Except as expressly provided in the Act, the Articles or these Bylaws, the affirmative vote of the Member at a meeting at which a quorum is present shall be required to authorize all actions of the Foundation.

Section 3. Resignation of Membership Prohibited. The Member may not resign.

Section 4. Voting of the Member. The act or decision authorized by the majority of the directors of the Member's Board, entitled to vote and present at a meeting duly held at which a quorum is present, shall be the act of the Member, unless a greater number is required by law, by these Bylaws or by the Articles. A vote of at least two-thirds (2/3) of the directors of the Member's Board entitled to vote and present at a meeting at which a quorum is present shall be required to authorize the following actions:

(a) amend and restate the Articles and these Bylaws;

(b) adopt or amend the spending policy for the Endowment Fund ("Endowment Spending Policy");

(c) commit or spend any amount in excess of the Endowment Spending Policy;

(d) adopt or amend any general or specific investment policies, including any pertaining to Israeli bond investing;

(e) select or replace any investment advisor;

(f) adopt any plan of merger or consolidation with another entity;

(g) sell, lease, exchange, pledge, or mortgage all or substantially all of the Foundation's property or assets;

(h) incur any unbudgeted expense in excess of Fifty Thousand Dollars ($50,000); or

(i) initiate the Foundation's voluntary dissolution, revoke proceedings for voluntary dissolution or adopt a plan for the distribution of the Foundation's assets.

Any principal expended from any non-restricted fund of the Endowment Fund shall be expended in accordance with the Endowment Spending Policy except in the event of "special circumstances," and then, only as recommended by the Board to the Member and as thereafter authorized by two (2) votes by the Member's Board, such votes being taken by the Member's Board at least fourteen (14) days apart and each vote resulting in affirmative votes by at least seventy-five percent (75%) of the directors present at a meeting of the Member's Board at which there is a quorum.

<u>Section 5</u>. <u>Annual Meeting</u>. The Annual Meeting of the Member, in its capacity as the Member of the Foundation, shall be held at such date, time and place as determined by the Member, immediately following the annual meeting of Alliance.

Section 6. Special Meeting. A special meeting of the Member, for any purpose or purposes, may be called by the Secretary/Treasurer upon the request of the Chair of the Foundation ("Foundation Chair"), by a majority of the directors, or by the Chair of the Member ("Alliance Chair").

Section 7. Notice of Meetings. Notice of meetings of the Member shall be as required for corresponding meetings of the Member's Board.

Section 8. Quorum. The quorum for meetings of the Member shall be the presence, in person, by the number of directors of the Member's Board as required under the Member's bylaws.

Section 9. Action Without a Meeting. Any action that may be taken by the Member at a meeting may be taken without a meeting if all of the directors of the Member's Board consent in writing, setting forth the action so taken. For purposes of clarity, written consents may be conducted in the form of e-mail with the electronic signature. All such consents shall be filed with the records of the Foundation.

Section 10. Telephone Conference. Meetings of the Member's Board may be held by means of telephone conferences and connection to such conference call shall constitute presence at such meeting.

Section 11. Proxies. Proxies shall be prohibited.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 General Powers. The Board shall oversee the business and affairs of the Foundation and may exercise all those powers and do all those lawful acts as are not prohibited by statute (including the Act), by the Articles, by these Bylaws, or for organizations described in Section 501(c)(3) and Section 509(a)(3) of the Code.

Section 2. Number; Qualifications. The Foundation shall maintain a Board consisting of between ten (10) and twenty (20) directors, of which, at least one-third (⅓) must also be directors of the Member. All directors must be members of Alliance.

Section 3. Election; Nomination. The directors of the Foundation shall be elected by the Member at the Annual Meeting or at a meeting called for that purpose. The slate of nominees for election at the Annual Meeting or other meeting called for that purpose shall consist of those nominees recommended by the Alliance Chair and, except for the Initial Board, as described in Article IV, Section 4.2, upon consultation with the Foundation Chair.

Section 4. Board Terms.

Section 4.1 Tenure. Except for the Initial Board, as described in Article IV, Section 4.2, the term of office of a director shall be three (3) years. Except for the person serving in the capacity of Foundation Chair, no person may serve as a director for more than two (2) consecutive terms or for a lifetime maximum of twelve (12) years ("Term Limits"). Each director shall hold office until his/her successor is elected and qualified or until such director's death, resignation or removal in the manner provided hereinafter. The incomplete term of any director for any reason (e.g., an initial term of less than three (3) years, or filling another's vacancy) shall not count toward that director's Term Limits. In the case of the Initial Board, described in Article IV, Section 4.2, the period of service prior to the date of the 2011 Annual Meeting shall be excluded from the calculation of Term Limits.

Section 4.2 Initial Board. The initial directors will be those directors elected by the Member at a meeting of the Member's Board. The directors will be elected for staggered terms to the extent possible. To achieve staggered terms, the election of the initial directors will be as follows: (i) one-third (1/3) of the initial directors will serve an initial term of one (1) year; (ii) one-third (1/3) of the initial directors will serve an initial term of two (2) years; and (iii) the remaining one-third (1/3) of the initial directors will serve an initial term of three (3) years.

Section 5. Vacancies. Any vacancy on the Board shall be filled by the Alliance Chair upon consultation with the Foundation Chair. A director appointed to fill a vacancy shall be appointed for the unexpired term of that director's predecessor in office.

Section 6. Removal. Any director may be removed by the Alliance Chair, upon consultation with the Foundation Chair, whenever such removal shall be in the best interests of the Foundation. The removal of a director shall also serve as a removal of such person from any office and membership on any committee he/she then holds.

Section 7. Resignations. Any director may resign at any time by giving written notice to the Foundation Chair or to the Vice-Chair if the Foundation Chair shall resign. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 8. Annual Meeting. The Annual Meeting of the directors of the Foundation shall be held immediately following the Annual Meeting of the Member, in its capacity as the Member of the Foundation.

Section 9. Meetings. Meetings of the Board shall be held at least four (4) times per year at such time and place as the Foundation Chair may designate. Additional meetings of the Board may be called by or at the request of the Foundation Chair, the Alliance Chair or at least one-third (1/3) of the directors.

Section 10. Notice of Meetings. Notice of any meeting of the directors shall be given at least five (5) days prior thereto by written notice by mail, e-mail, facsimile or personal delivery.

Section 11. Quorum. A majority of the directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board but, if less than a majority shall be present at a meeting, a majority of the directors present may adjourn the meeting.

Section 12. Manner of Acting. Each director shall have one vote. The act or decision authorized by the majority of the directors entitled to vote and present at a meeting duly held at which a quorum is present shall be the act of the Board, unless a greater number is required by law, by these Bylaws or by the Articles.

Meetings of directors may be held by means of a telephone conference and connection to such conference call shall constitute presence at such meeting. Voting by proxy shall be prohibited.

Section 13. Action Without a Meeting. Any action that may be taken by the Board at a meeting may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed before or after such action by all of the directors entitled to vote. For purposes of clarity, written consent or consents may be conducted in the form of e-mail with the electronic signature of each director entitled to vote. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 14. Presumption of Assent. A director of the Foundation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary/Treasurer of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Prohibition of Compensation. Directors may not be paid compensation for performance of their duties as directors except that directors may be reimbursed for out-of-pocket expenses spent in performance of their duties as directors. No director shall be precluded from serving the Foundation in any other capacity and receiving compensation therefor.

ARTICLE V

OFFICERS

Section 1. Number. The officers of the Foundation shall be a Chair (referred to herein as the "Foundation Chair"), one or more Vice-Chairs, a Secretary/Treasurer, and such other officers as may be deemed necessary and elected by the Member. The President/Chief Executive Officer of Alliance shall serve, *ex officio*, as President/Chief Executive Officer of the Foundation. Each officer, other than the President/Chief Executive Officer, must be a director of the Foundation. In addition, each officer must be a director of Alliance except that the Foundation Chair need not be a director of Alliance so long as the sole reason that Foundation Chair is not a director of Alliance is due to the term limit restrictions established by Alliance as they relate to directors of Alliance.

Section 2. Election and Term of Office; Term Limits. Except for the Foundation Chair and the President/Chief Executive Officer, the officers of the Foundation, initially, shall be elected by the Member for a one (1) year term at a meeting of the Member's Board and, thereafter, at the Annual Meeting of the Member, acting in its capacity as Member of the Foundation. If the election of officers shall not be held at such Annual Meeting, such election shall be held at a meeting of the Member's Board as soon thereafter as is practicable. The nominees for officers, other than the Foundation Chair and President/Chief Executive Officer, shall be recommended by the Alliance Chair upon consultation with the Foundation Chair. The Foundation Chair shall be the immediate former Alliance Chair. Each elected officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until such officer's death, resignation or removal in the manner hereinafter provided. No person shall serve for more than three (3) years in any one office nor more than twelve (12) years in the aggregate in any of the offices, collectively; provided, however, that the foregoing limits shall not apply to time served in the office of Foundation Chair or President/Chief Executive Officer or time served in any office prior to the date of the 2011 Annual Meeting.

Section 3. Foundation Chair. The Foundation Chair shall preside at all meetings of the Board and perform all duties incident to the office of Foundation Chair and such other duties as may be delegated to the Foundation Chair by the Board, the Alliance Chair or these Bylaws. The Foundation Chair shall execute, on behalf of the Foundation, any deeds, mortgages, bonds, contracts, or other instruments which the Board, upon approval by the Member, has authorized to be executed, and shall have the authority to delegate such power of execution and signing to the President/Chief Executive Officer and others in accordance with the contracting policies referenced in Article VII, Sections 1 and 3 of these Bylaws. The Foundation Chair shall be an *ex officio* member of all committees of the Foundation, with vote.

Section 4. Vice-Chair. In the absence or disability of the Foundation Chair, the Vice-Chair (or if there is more than one Vice-Chair, the Vice-Chair selected by the Foundation Chair) shall perform the duties and exercise the powers of the Foundation Chair. All Vice-Chairs shall assist the Foundation Chair and exercise such powers and perform such other duties as may be delegated to them by the Board.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall record the proceedings of the meetings of the Board. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board and shall perform such other duties as may be delegated by the Board. The Secretary/Treasurer shall keep in safe custody the seal of the Foundation and affix the same to any instrument requiring it and, when so affixed, it shall be attested by the Secretary/Treasurer's signature. The Secretary/Treasurer, under the authority of the Board, shall oversee all financial transactions of the Foundation and shall keep all accounts thereof. The Secretary/Treasurer shall: (i) have charge and custody of and be responsible for all funds and securities of the Foundation; and (ii) receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII, Section 4 of these Bylaws. The Secretary/Treasurer shall submit to the Board a report of all financial transactions and of the financial audit of the Foundation when required. The Secretary/Treasurer shall exercise such powers and perform such other duties as delegated to the Secretary/Treasurer by the Board.

Section 6. President/Chief Executive Officer. The President/Chief Executive Officer is an employee of Alliance who serves, *ex officio*, in that office on behalf of the Foundation. The President/Chief Executive Officer shall implement the policies and procedures established by the Member's Board for the administration of the Foundation; execute, on behalf of the Foundation, any and all documents, contracts and instruments, upon delegation by the Foundation Chair and subject to all contracting policies referenced in Article VII, Sections 1 and 3 of these Bylaws; assist and/or designate staff to assist all committees of the Foundation in the development of their policies and procedures; and perform such other duties as the Foundation Chair and the Board may from time to time delegate to the President/Chief Executive Officer.

Section 7. Removal. Any officer, other than the President/Chief Executive Officer and the Foundation Chair, may be removed by the Alliance Chair upon consultation with the Foundation Chair, whenever his/her removal is deemed to be in the best interests of the Foundation. An affirmative vote of at least two-thirds (⅔) of all of the directors of the Member's Board shall be required to remove the Foundation Chair or the President/Chief Executive Officer. Election of an officer shall not of itself create any contractual rights.

Section 8. Resignations. Any officer, other than the President/Chief Executive Officer, may resign at any time by giving written notice to the Foundation Chair or Secretary/Treasurer. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation by the President/Chief Executive Officer shall be governed by his/her agreement with and any applicable policies of Alliance.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Alliance Chair, upon consultation with the Foundation Chair (or Vice-Chair in the case of a vacancy in the office of Foundation Chair), for the unexpired portion of the vacated term.

ARTICLE VI

COMMITTEES

Section 1. Standing and *Ad Hoc* Committees. The Board or the Member, by resolution or consent, may, from time to time, designate and appoint one or more standing committees. The standing committees shall have such authority as set forth in these Bylaws or as the Board shall otherwise provide. As the need arises, the Board or the Member, by resolution or consent, may also designate and appoint *ad hoc* committees to advise the Board.

Section 2. Committee Chairs and Membership. The Foundation Chair shall appoint and may remove the chairs of all committees. Each of the committee chairs shall be directors of the Foundation. The Foundation Chair, in consultation with the chair of a committee, shall appoint and may remove the members of such committee. Members who are not directors may serve on any committee so long as each committee shall have at least two (2) members who are directors of the Foundation. All committee members must be members of Alliance.

Section 3. Meetings; Quorum and Manner of Acting. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the committee chair. A majority of members of any committee shall constitute a quorum for the transaction of business and the act of a majority of those present shall be the act of the committee. Voting by proxy shall be prohibited.

Section 4. Investment Committee. There shall be an Investment Committee which shall assist the Board by: (i) overseeing Endowment Fund investments; (ii) monitoring and evaluating the Endowment Fund investment managers; (iii) developing, maintaining and evaluating investment policies and procedures; and (iv) performing such other activities as the Board, the Foundation Chair and the Alliance Chair shall request.

Section 5. Development and Gifts Committee. There shall be a Development and Gifts Committee which shall assist the Board and work in conjunction with the Financial Resource Development Committee of Alliance by: (i) developing, reviewing and evaluating all fundraising activities of the Foundation; (ii) participating in donor development by the Foundation; and (iii) developing, reviewing and updating all policies relating to acceptance and disbursement of the Endowment Fund.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board may authorize, subject to the approval of the Member, any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances, provided however, in all instances such authority shall be consistent with the contracting policy which the Member shall develop and approve and may amend from time to time; but, unless so authorized by the Board and the Member, or expressly authorized by these Bylaws, no officer, agent or employee shall have any power and authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

Section 2. Loans. No loans shall be contracted on behalf of the Foundation, except for investments in the investment portfolio that comply with the Foundation's investment policies, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board and the Member as required under these Bylaws. Such authority shall be confined to specific instances. No loan shall be made by the Foundation to any director.

Section 3. Checks, Drafts, Wire Transfers and other Similar Orders. All checks, drafts, wire transfers and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers or agent or agents of the Foundation according to a policy to be approved and adopted by the Member, which policy may be amended by the Member from time to time.

Section 4. Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Member may select.

ARTICLE VIII

LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Liability. No director shall be personally liable to the Foundation for monetary damages for breach of the director's duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Foundation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit, but only to the extent that the status of the Foundation as a corporation exempt under Section 501(c)(3) of the Code is not jeopardized and such indemnification would not constitute an "excess benefit transaction" within the meaning of Section 4958 of the Code, or any successor provision.

Section 2. Indemnification and Insurance.

Section 2.1 Indemnification. Subject to the limitations set forth in Article VIII, Section 1, the Foundation shall indemnify directors, officers and employees acting in their capacity as such or serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding, to the fullest extent permitted by the Act, or any successor indemnification provisions, or as otherwise provided by law.

Section 2.2 Insurance. The Board, upon approval of the Member, may authorize the Foundation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent, or serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his/her status as such, provided such persons agree to treat payments made pursuant to such insurance in such a manner as would make the payment of benefits thereunder not constitute an excess benefit transaction.

Section 3. Advancement of Expenses. The Foundation may pay the expenses of the indemnified person in advance of the final disposition of any proceedings against such person except to the extent that the defense of a claim against the indemnified persons undertaken pursuant to any director's and officer's liability insurance (or equivalent insurance known by another term) is maintained by the Foundation. The advance payment of expenses will be subject to the indemnified person's first agreeing in writing with the Foundation to repay the sums paid by it in accordance herewith if it is thereafter determined that the indemnified person was not entitled to indemnity under these Bylaws.

ARTICLE IX

CONFLICT OF INTEREST

Section 1. Purpose. The purpose of this provision is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit corporations.

Section 2. Definitions.

(a) Interested Person. Any director, officer, or member of a committee of the Board who has a direct or indirect Financial Interest (defined below), is an Interested Person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through employment, business, investment or family:

(i) an economic interest in or with any entity or individual with which the Foundation is engaged in a transaction or arrangement;

(ii) a compensation arrangement (includes gifts or favors that are not nominal) in or with any entity or individual with which the Foundation has engaged in a transaction or arrangement;

(iii) an ownership or investment interest in or with any entity or individual with which the Foundation is engaged in a transaction or arrangement; or

(iv) any potential economic interest, compensation arrangement, or ownership or investment interest in or with any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Section 3. Procedures

(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence and nature of his/her Financial Interest to the directors and members of committees considering the transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest, the individual shall leave the Board or committee meeting while the Financial Interest is discussed and the remaining Board or committee members shall decide whether a conflict of interest exists. If no conflict of interest exists, the individual may return to participate in discussion and voting on the matter. If a conflict of interest does exist, the Interested Person shall not be precluded from making a presentation to the Board or committee regarding the transaction or arrangement, however, before the Board or committee discusses and votes on the transaction or arrangement, the Interested Person must leave the meeting, without voting.

(c) Procedures for Addressing the Conflict of Interest. If a conflict of interest exists, the Foundation Chair or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or committee shall determine whether the Foundation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors or committee members, as applicable, whether the transaction or arrangement is in the Foundation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Foundation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

<u>Section 4</u>. <u>Violations of this Provision</u>. If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

<u>Section 5</u>. <u>Records of Proceedings</u>. The minutes of the Board and all committees shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest existed, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 6. Annual Statements. The Secretary/Treasurer of the Foundation shall distribute annually to all directors, officers and committee members, a form soliciting the disclosure of all potential conflicts of interest and confirming their compliance with Article IX.

ARTICLE X

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Foundation shall begin on the first day of July and end on the last day of June.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of these Bylaws or under the provisions of the Articles or under the provisions of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in any written waiver of notice of such meeting.

Section 3. Interpretation. Whenever the context of these Bylaws so dictates, (i) the singular shall include the plural and the plural shall include the singular, and (ii) the masculine, feminine and neuter shall be deemed to have been used interchangeably.

Section 4. Severability. If any provision of these Bylaws is held to be invalid or unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

Section 5. Books and Records. The Foundation shall keep correct and complete books and records at its principal office, including, without limitation: (i) minutes of the proceedings of the Board, the Member and all committees; (ii) a current list of directors and officers of the Foundation and their current addresses; (iii) a copy of these Bylaws; and (iv) the Foundation's three (3) most recent annual IRS informational returns, along with a copy of any tax exemption application and IRS determination letter, such documents to be available for public inspection during regular business hours.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Member only at any annual or other meeting of the Member's Board, provided that the notice of such meeting states the proposed change or changes in the Bylaws.

ARTICLE XII

MEETING RULES

All meetings conducted by the Foundation shall be conducted in accordance with Robert's Rules of Order.

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Filing Fee: $10.00 **ID Number: 00027132**

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **Jewish Federation Foundation**

2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

Article 3 is amended in its entirety as set forth on Exhibit A.

Form No 201
Revised. 12/05

3. The amendment was adopted in the following manner:

(check one box only)

☑ The amendment was adopted at a meeting of the members held on April 23, 2012, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

☐ The amendment was adopted by a consent in writing on ______________________, signed by all members entitled to vote with respect thereto.

☐ The amendment was adopted at a meeting of the Board of Directors held on ______________ and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

4. Date when amendment is to become effective **upon filing**
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 1, 2012

Jewish Federation Foundation
Print Corporate Name

By ______________________

☑ President or ☐ Vice President (check one)

~~AND~~

By ______________________

☑ Secretary or ☐ Assistant Secretary (check one)

ATTACHMENT A

ARTICLE THIRD: The specific purpose or purposes for which the corporation is organized are:

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (the "Code"). In accordance therewith, the Corporation shall exclusively support the mission of Jewish Alliance of Greater Rhode Island (the "Alliance"), a Rhode Island nonprofit corporation that seeks to enhance the quality of Jewish life in the greater Rhode Island community and worldwide through educational, charitable, social service, cultural, religious and recreational endeavors and is exempt from taxation under the Code as an organization described in Section 501(c)(3) of the Code, primarily by maintaining and managing an endowment for the general support and furtherance of the purposes of the Alliance and raising funds for, and making expenditures to support the mission of, the Alliance.

The Corporation shall not engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more purposes exempt from taxation under the Code.

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Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND	05-0259003
	Number, street, and room or suite no. If a P.O. box, see instructions. 130 SESSIONS STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PROVIDENCE, RI 02906	

Enter the Return code for the return that this application is for (file a separate application for each return) [0][1]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEPHEN SILBERFARB
130 SESSIONS STREET - PROVIDENCE, RI 02906

Telephone No. ▶ 401-421-4111 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning JUL 1, 2010 , and ending JUN 30, 2011 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

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

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization	Employer identification number
File by the extended due date for filing your return See instructions	JEWISH FEDERATION FOUNDATION F/K/A JEWISH FEDERATION OF RHODE ISLAND	05-0259003
	Number, street, and room or suite no. If a P.O. box, see instructions. 130 SESSIONS STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PROVIDENCE, RI 02906	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of ▶ STEPHEN SILBERFARB 130 SESSIONS STREET - PROVIDENCE, RI 02906

Telephone No. ▶ 401-421-4111 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2012 .

5 For calendar year ______ , or other tax year beginning JUL 1, 2010 , and ending JUN 30, 2011 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO OBTAIN INFORMATION FROM THIRD PARTY SOURCES IN ORDER TO DO A COMPLETE AND ACCUATE RETURN.

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

Signature and Verification

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

Signature ▶ John M. Machias Title ▶ CPA Date ▶ FEB 01 2012

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