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

2010

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

For calendar year 2010, or tax year beginning 12/01, 2010, and ending 11/30, 2011

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

Name of foundation: **KESHET FOUNDATION**
 A Employer identification number: **13-7132997**

Number and street (or P O box number if mail is not delivered to street address): **140 W. 57TH STREET**
 Room/suite: **8C**
 B Telephone number (see page 10 of the instructions): **(212) 419-2714**

City or town, state, and ZIP code: **NEW YORK, NY 10019**

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 171,351.**
 J Accounting method: Cash, Accrual, Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		2,218,887.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		288.	288.	0.	ATCH 1
4 Dividends and interest from securities		117.	117.	0.	ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		2,219,292.	405.	0.	
13 Compensation of officers, directors, trustees, etc		0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		1,873.	0.	0.	
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions) **		37.	0.	0.	
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 4		90.	0.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23		2,000.	0.	0.	
25 Contributions, gifts, grants paid		2,099,838.			2,099,838.
26 Total expenses and disbursements. Add lines 24 and 25		2,101,838.	0.	0.	2,099,838.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		117,454.			
b Net investment income (if negative, enter -0-)			405.		
c Adjusted net income (if negative, enter -0-)				0.	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA ** ATCH 3

Form 990-PF (2010)

SCANNED MAY 21 2012

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	53,897.	171,351.	171,351.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	53,897.	171,351.	171,351.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	100,000.	100,000.	ATCH 5
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	100,000.	100,000.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
and complete lines 24 through 26 and lines 30 and 31.				
Net Assets or Fund Balances	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-46,103.	71,351.	
30 Total net assets or fund balances (see page 17 of the instructions)	-46,103.	71,351.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	53,897.	171,351.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	-46,103.
2 Enter amount from Part I, line 27a	2	117,454.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	71,351.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,351.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. }		3		

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,948,534.	138,712.	14.047335
2008	2,027,756.	66,634.	30.431251
2007	1,703,528.	120,691.	14.114789
2006	3,092,426.	525,046.	5.889819
2005	2,462,730.	943,727.	2.609579
2 Total of line 1, column (d)			2 67.092773
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 13.418555
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 166,117.
5 Multiply line 4 by line 3			5 2,229,050.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4.
7 Add lines 5 and 6			7 2,229,054.
8 Enter qualifying distributions from Part XII, line 4			8 2,099,838.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 8.00, with 0.00 overpayment.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Includes questions about political activities, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of DEKEL II LLC Telephone no 212-489-6325
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 6		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	168,647.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	168,647.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	168,647.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	2,530.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	166,117.
6	Minimum investment return. Enter 5% of line 5	6	8,306.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	8,306.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,298.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,298.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,298.

Part XII Qualifying Distributions(see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,099,838.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,099,838.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,099,838.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				8,298.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005	2,463,200.			
b From 2006	3,069,368.			
c From 2007	1,697,571.			
d From 2008	2,024,474.			
e From 2009	1,941,622.			
f Total of lines 3a through e	11,196,235.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,099,838				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				8,298.
e Remaining amount distributed out of corpus	2,091,540.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,287,775.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	2,463,200.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	10,824,575.			
10 Analysis of line 9				
a Excess from 2006	3,069,368.			
b Excess from 2007	1,697,571.			
c Excess from 2008	2,024,474.			
d Excess from 2009	1,941,622.			
e Excess from 2010	2,091,540.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 7				
Total ▶ 3a				2,099,838.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Schedule of Contributors

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

2010

Name of the organization
KESHET FOUNDATION

Employer identification number
13-7132997

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization **KESHET FOUNDATION**

Employer identification number
13-7132997

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	NATIONAL SOCIETY FOR HEBREW DAY SCHOOL 160 BROADWAY NEW YORK, NY 10038	\$ 2,218,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	---	\$ ---	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	---	\$ ---	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	---	\$ ---	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	---	\$ ---	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	---	\$ ---	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

KESHET FOUNDATION
GRANTS AND CONTRIBUTIONS PAID - FORM 990-PF, PART XV, LINE 3a
FYE: 11-30-2011

Date	Num	Name	Amount	Subtotal per Donee	Purpose and Foundation Status of Recipient
10/30/2011	1982	ESTHER AMOS	5,200	5,200	Support for Charitable Institution
11/30/2011	1992	GABAY AHAROW	13,000	13,000	Support for Charitable Institution
01/04/2011	1915	GUATTA	15,000		Support for Charitable Institution
01/31/2011	1920	GUATTA	15,000		Support for Charitable Institution
03/01/2011	1924	GUATTA	15,000		Support for Charitable Institution
03/29/2011	1936	GUATTA	18,000		Support for Charitable Institution
03/29/2011	1937	GUATTA	26,000		Support for Charitable Institution
07/01/2011	1951	GUATTA	15,000		Support for Charitable Institution
07/01/2011	1952	GUATTA	52,500		Support for Charitable Institution
07/20/2011	1954	GUATTA	15,000		Support for Charitable Institution
08/28/2011	1961	GUATTA	15,000		Support for Charitable Institution
09/20/2011	1967	GUATTA	18,000		Support for Charitable Institution
10/25/2011	1980	GUATTA	15,000		Support for Charitable Institution
11/24/2011	1990	GUATTA	15,000	234,500	Support for Charitable Institution
12/16/2010	1914	K R SERVICES USA	150,000		Support for Charitable Institution
02/02/2011	1921	K R SERVICES USA	26,000		Support for Charitable Institution
04/07/2011	1946	K R SERVICES USA	2,600		Support for Charitable Institution
08/16/2011	1959	K R. SERVICES USA	520,000		Support for Charitable Institution
08/31/2011	1962	K.R. SERVICES USA	5,200		Support for Charitable Institution
09/15/2011	1965	K R SERVICES USA	3,800		Support for Charitable Institution
09/15/2011	1966	K R. SERVICES USA	26,000		Support for Charitable Institution
10/10/2011	1977	K R SERVICES USA	26,000	759,600	Support for Charitable Institution
03/29/2011	1935	KEREN KIRYAT	5,000	5,000	Support for Charitable Institution
05/01/2011	1949	KUPAT HAIR	81,000	81,000	Support for Charitable Institution
02/02/2011	TFR	MESIVTA SHAAREI ARAZIM	10,000	10,000	Support for Charitable Institution
04/06/2011	1940	NETIVOT OLAN	18,000	18,000	Support for Charitable Institution
01/09/2011	1917	SHAVAT ANIM VAAD SDAKA	150,000	150,000	Support for Charitable Institution
03/30/2011	1939	SOLOMON GALIL	5,000	5,000	Support for Charitable Institution
04/07/2011	1945	TIFERET SHLOMO	25,000	25,000	Support for Charitable Institution
11/08/2011	1984	TIKVA LEMARPEH	18,000	18,000	Support for Charitable Institution
10/09/2011	1975	VAAD HAOLAIMI	50,000	50,000	Support for Charitable Institution
12/06/2010	1913	YANKEL BARUCH INC	10,000		Support for Charitable Institution
01/04/2011	1916	YANKEL BARUCH INC	10,000		Support for Charitable Institution
01/13/2011	1918	YANKEL BARUCH INC.	8,000		Support for Charitable Institution
01/26/2011	1919	YANKEL BARUCH INC	10,000		Support for Charitable Institution
02/02/2011	1922	YANKEL BARUCH INC.	55,000		Support for Charitable Institution
02/17/2011	1923	YANKEL BARUCH INC.	10,000		Support for Charitable Institution

KESHET FOUNDATION
GRANTS AND CONTRIBUTIONS PAID - FORM 990-PF, PART XV, LINE 3a
FYE: 11-30-2011

Date	Num	Name	Amount	Subtotal per Donee	Purpose and Foundation Status of Recipient
03/01/2011	1925	YANKEL BARUCH INC	10,000		Support for Chantable Institution
03/18/2011	1926	YANKEL BARUCH INC	10,000		Support for Chantable Institution
03/23/2011	1927	YANKEL BARUCH INC	14,738		Support for Chantable Institution
03/24/2011	1929	YANKEL BARUCH INC.	10,000		Support for Chantable Institution
03/29/2011	1930	YANKEL BARUCH INC.	18,000		Support for Chantable Institution
03/29/2011	1931	YANKEL BARUCH INC	12,000		Support for Chantable Institution
03/29/2011	1932	YANKEL BARUCH INC	2,600		Support for Chantable Institution
03/29/2011	1933	YANKEL BARUCH INC.	2,600		Support for Chantable Institution
03/29/2011	1934	YANKEL BARUCH INC.	2,600		Support for Chantable Institution
03/30/2011	1938	YANKEL BARUCH INC	10,000		Support for Chantable Institution
04/06/2011	1941	YANKEL BARUCH INC	8,000		Support for Chantable Institution
04/07/2011	1942	YANKEL BARUCH INC	10,000		Support for Chantable Institution
04/07/2011	1943	YANKEL BARUCH INC	72,000		Support for Chantable Institution
04/13/2011	1947	YANKEL BARUCH INC.	10,000		Support for Chantable Institution
04/27/2011	1948	YANKEL BARUCH INC	48,000		Support for Chantable Institution
06/29/2011	1950	YANKEL BARUCH INC.	10,000		Support for Chantable Institution
07/03/2011	1953	YANKEL BARUCH INC	2,600		Support for Chantable Institution
07/30/2011	1955	YANKEL BARUCH INC.	20,000		Support for Charitable Institution
08/04/2011	1957	YANKEL BARUCH INC	18,000		Support for Chantable Institution
08/15/2011	1956	YANKEL BARUCH INC	52,000		Support for Chantable Institution
08/15/2011	1958	YANKEL BARUCH INC	26,000		Support for Chantable Institution
08/28/2011	1960	YANKEL BARUCH INC	10,000		Support for Chantable Institution
08/31/2011	1963	YANKEL BARUCH INC	10,000		Support for Chantable Institution
08/31/2011	1964	YANKEL BARUCH INC.	10,000		Support for Chantable Institution
09/19/2011	1968	YANKEL BARUCH INC	18,000		Support for Chantable Institution
09/19/2011	1969	YANKEL BARUCH INC.	2,600		Support for Chantable Institution
09/19/2011	1970	YANKEL BARUCH INC	1,800		Support for Chantable Institution
09/21/2011	1971	YANKEL BARUCH INC.	2,800		Support for Chantable Institution
09/21/2011	1972	YANKEL BARUCH INC	10,000		Support for Chantable Institution
09/21/2011	1973	YANKEL BARUCH INC	18,000		Support for Chantable Institution
09/21/2011	1974	YANKEL BARUCH INC.	3,600		Support for Chantable Institution
10/10/2011	1976	YANKEL BARUCH INC	120,000		Support for Chantable Institution
10/10/2011	1978	YANKEL BARUCH INC.	3,600		Support for Chantable Institution
10/10/2011	1979	YANKEL BARUCH INC.	8,000		Support for Chantable Institution
11/02/2011	1981	YANKEL BARUCH INC	2,600		Support for Chantable Institution
11/02/2011	1983	YANKEL BARUCH INC	5,000		Support for Chantable Institution
11/09/2011	1985	YANKEL BARUCH INC	5,000		Support for Chantable Institution
11/16/2011	1986	YANKEL BARUCH INC	7,000		Support for Chantable Institution

KESHET FOUNDATION
GRANTS AND CONTRIBUTIONS PAID - FORM 990-PF, PART XV, LINE 3a
FYE: 11-30-2011

Date	Num	Name	Amount	Subtotal per Donee	Purpose and Foundation Status of Recipient
11/20/2011	1987	YANKEL BARUCH INC	1,800		Support for Charitable Institution
11/24/2011	1989	YANKEL BARUCH INC	3,600		Support for Charitable Institution
11/30/2011	1991	YANKEL BARUCH INC.	10,000	725,538	Support for Charitable Institution
			2,099,838	2,099,838	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
FIRST REPUBLIC BANK	288.	288.	0.
TOTAL	<u>288.</u>	<u>288.</u>	<u>0.</u>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDEND INCOME	117.	117.	0.
TOTAL	<u>117.</u>	<u>117.</u>	<u>0.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TOTALS	<u>37.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BANK FEES	90.	0.	0.	0.
TOTALS	90.	0.	0.	0.

ATTACHMENT 5

FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER: REBECCA GRIDISH
 ORIGINAL AMOUNT: 100,000.
 INTEREST RATE: 0.000000
 DATE OF NOTE: 09/16/2009
 REPAYMENT TERMS: ON DEMAND
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: TO ASSIST THE FOUNDATION MEET ITS OBLIGATIONS

BEGINNING BALANCE DUE 100,000.

ENDING BALANCE DUE 100,000.

TOTAL BEGINNING LOANS FROM OFFICERS, DIRECTORS, ETC. 100,000.

TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC. 100,000.

KESHET FOUNDATION

13-7132997

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
REBECCA GRIDISH 140 W. 57TH STREET 8C NEW YORK, NY 10019	TRUSTEE	0.	0.	0.
ELI GRIDISH 140 W. 57TH STREET 8C NEW YORK, NY 10019	TRUSTEE	0.	0.	0.
ESTANNE ABRAHAM 140 W. 57TH STREET 8C NEW YORK, NY 10019	TRUSTEE	0.	0.	0.
RICHARD A. SAUER 140 W. 57TH STREET 8C NEW YORK, NY 10019	TRUSTEE	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<u>0.</u>

KESHET FOUNDATION

13-7132997

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS PURPOSE OF GRANT OR CONTRIBUTION AMOUNT

CONTRIBUTION AND GRANTS PAID (SEE ATTACHED) SUPPORT FOR CHARITABLE INSTITUTIONS 2,099,838.

TOTAL CONTRIBUTIONS PAID 2,099,838

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions KESHET FOUNDATION	<input checked="" type="checkbox"/>	Employer identification number (EIN) or 13-7132997
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 140 W. 57TH STREET	<input type="checkbox"/>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10019		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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	01	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 ▶ DEKEL II LLC

Telephone No ▶ 212 489-6325 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 07/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20 ____ or

▶ tax year beginning 12/01, 20 10, and ending 11/30, 20 11

- 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	\$	8.
3b 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.
3c 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	\$	8.

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

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