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

OMB No 1545-0052

2011

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                  |                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>THE SHIMON BEN JOSEPH FOUNDATION</b>                                                                                                                                                                                                                                                   |                                                                                                                                                  | A Employer identification number<br><b>33-1114104</b>                                                                                                                        |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>1590 DREW AVENUE</b>                                                                                                                                                                                                     | Room/suite<br><b>200</b>                                                                                                                         | B Telephone number<br><b>415-658-8730</b>                                                                                                                                    |
| City or town, state, and ZIP code<br><b>DAVIS, CA 95618</b>                                                                                                                                                                                                                                                     |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply.<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |                                                                                                                                                  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16)<br><b>\$ 920,762,522.</b>                                                                                                                                                                                                     | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                     |  | 45,746.                            |                           | N/A                     |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B                                                                 |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                               |  | 177,033.                           | 177,033.                  |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                           |  | 4,130,066.                         | 4,130,066.                |                         |                                                             |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 1,090,308.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a <b>52,978,015.</b>                                                                                   |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 8,182,864.                |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                      |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                             |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                        |  |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                          |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                                                                           |  |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                    |  | 17,292,450.                        | 7,851,208.                |                         | STATEMENT 1                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                   |  | 22,735,603.                        | 20,341,171.               |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                             |  | 896,824.                           | 157,138.                  |                         | 745,938.                                                    |
| 14 Other employee salaries and wages                                                                                                               |  | 815,973.                           | 35,857.                   |                         | 759,271.                                                    |
| 15 Pension plans, employee benefits                                                                                                                |  | 174,994.                           | 0.                        |                         | 164,497.                                                    |
| 16a Legal fees STMT 2                                                                                                                              |  | 66,673.                            | 4,905.                    |                         | 59,449.                                                     |
| b Accounting fees STMT 3                                                                                                                           |  | 190,268.                           | 91,713.                   |                         | 97,681.                                                     |
| c Other professional fees STMT 4                                                                                                                   |  | 1,799,867.                         | 1,521,204.                |                         | 283,979.                                                    |
| 17 Interest                                                                                                                                        |  |                                    |                           |                         | 3,838,502.                                                  |
| 18 Taxes STMT 5                                                                                                                                    |  | 3,090,162.                         | 93,331.                   |                         | 4,239.                                                      |
| 19 Depreciation and depletion                                                                                                                      |  | 102,914.                           | 1,093.                    |                         |                                                             |
| 20 Occupancy                                                                                                                                       |  |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                                                                               |  | 150,592.                           | 17,845.                   |                         | 131,633.                                                    |
| 22 Printing and publications                                                                                                                       |  | 1,839.                             | 292.                      |                         | 1,547.                                                      |
| 23 Other expenses STMT 6                                                                                                                           |  | 815,363.                           | 1,846,956.                |                         | 627,950.                                                    |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                            |  | 8,105,469.                         | 3,770,334.                |                         | 6,714,686.                                                  |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 12,988,606.                        |                           |                         | 38,658,305.                                                 |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           |  | 21,094,075.                        | 3,770,334.                |                         | 45,372,991.                                                 |
| 27 Subtract line 26 from line 12:                                                                                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  | 1,641,528.                         |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 16,570,837.               |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |

LHA For Paperwork Reduction Act Notice, see instructions.

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| Part II Balance Sheets      |                                                                                      | Attached schedules and amounts in the description column should be for end-of year amounts only |                |                       |
|-----------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------|-----------------------|
|                             |                                                                                      | Beginning of year                                                                               | End of year    |                       |
|                             |                                                                                      | (a) Book Value                                                                                  | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1 Cash - non-interest-bearing                                                        |                                                                                                 |                |                       |
|                             | 2 Savings and temporary cash investments                                             | 7,872,929.                                                                                      | 10,565,383.    | 10,565,383.           |
|                             | 3 Accounts receivable ▶ 47,945.                                                      |                                                                                                 |                |                       |
|                             | Less: allowance for doubtful accounts ▶                                              | 97,117.                                                                                         | 47,945.        | 47,945.               |
|                             | 4 Pledges receivable ▶                                                               |                                                                                                 |                |                       |
|                             | Less: allowance for doubtful accounts ▶                                              |                                                                                                 |                |                       |
|                             | 5 Grants receivable                                                                  |                                                                                                 |                |                       |
|                             | 6 Receivables due from officers, directors, trustees, and other disqualified persons |                                                                                                 |                |                       |
|                             | 7 Other notes and loans receivable ▶ 769,600.                                        |                                                                                                 |                |                       |
|                             | Less: allowance for doubtful accounts ▶ 0.                                           | 769,600.                                                                                        | 769,600.       | 769,600.              |
|                             | 8 Inventories for sale or use                                                        |                                                                                                 |                |                       |
|                             | 9 Prepaid expenses and deferred charges                                              | 138,951.                                                                                        | 99,084.        | 99,084.               |
|                             | 10a Investments - U.S. and state government obligations                              |                                                                                                 |                |                       |
|                             | b Investments - corporate stock STMT 8                                               | 184,803,077.                                                                                    | 174,621,895.   | 174,621,895.          |
|                             | c Investments - corporate bonds STMT 9                                               | 42,109,013.                                                                                     | 68,972,325.    | 68,972,325.           |
| Liabilities                 | 11 Investments - land, buildings, and equipment basis ▶                              |                                                                                                 |                |                       |
|                             | Less: accumulated depreciation ▶                                                     |                                                                                                 |                |                       |
|                             | 12 Investments - mortgage loans                                                      |                                                                                                 |                |                       |
|                             | 13 Investments - other STMT 10                                                       | 144,916,339.                                                                                    | 147,562,005.   | 147,562,005.          |
|                             | 14 Land, buildings, and equipment: basis ▶ 654,663.                                  |                                                                                                 |                |                       |
|                             | Less: accumulated depreciation ▶ 438,239.                                            | 255,547.                                                                                        | 216,424.       | 216,424.              |
|                             | 15 Other assets (describe ▶ STATEMENT 11)                                            | 456,258,341.                                                                                    | 517,907,861.   | 517,907,861.          |
|                             | 16 Total assets (to be completed by all filers)                                      | 837,220,914.                                                                                    | 920,762,522.   | 920,762,522.          |
|                             | 17 Accounts payable and accrued expenses                                             | 360,865.                                                                                        | 376,763.       |                       |
|                             | 18 Grants payable                                                                    | 96,612,103.                                                                                     | 70,942,404.    |                       |
| Net Assets or Fund Balances | 19 Deferred revenue                                                                  |                                                                                                 |                |                       |
|                             | 20 Loans from officers, directors, trustees, and other disqualified persons          |                                                                                                 |                |                       |
|                             | 21 Mortgages and other notes payable                                                 |                                                                                                 |                |                       |
|                             | 22 Other liabilities (describe ▶ STATEMENT 12)                                       | 5,065,911.                                                                                      | 8,119,791.     |                       |
|                             | 23 Total liabilities (add lines 17 through 22)                                       | 102,038,879.                                                                                    | 79,438,958.    |                       |
|                             | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>   |                                                                                                 |                |                       |
|                             | and complete lines 24 through 26 and lines 30 and 31.                                |                                                                                                 |                |                       |
|                             | 24 Unrestricted                                                                      | 735,182,035.                                                                                    | 841,323,564.   |                       |
|                             | 25 Temporarily restricted                                                            |                                                                                                 |                |                       |
|                             | 26 Permanently restricted                                                            |                                                                                                 |                |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>       |                                                                                                 |                |                       |
|                             | and complete lines 27 through 31.                                                    |                                                                                                 |                |                       |
|                             | 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                  |                                                                                                 |                |                       |
|                             | 30 Total net assets or fund balances                                                 | 735,182,035.                                                                                    | 841,323,564.   |                       |
|                             | 31 Total liabilities and net assets/fund balances                                    | 837,220,914.                                                                                    | 920,762,522.   |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 735,182,035. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 1,641,528.   |
| 3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS                                                                                           | 3 | 109,630,032. |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 846,453,595. |
| 5 Decreases not included in line 2 (itemize) ▶ MINORITY INTEREST                                                                                                | 5 | 5,130,031.   |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 841,323,564. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a REALIZED GAINS/(LOSSES) FROM INVESTMENTS</b>                                                                                 |  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>b REINVESTED CAPITAL GAINS</b>                                                                                                  |  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>c REALIZED GAINS/(LOSSES) FROM PARTNERSHIPS</b>                                                                                 |  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>d</b>                                                                                                                           |  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>e</b>                                                                                                                           |  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b>              |                                            |                                                 | 994,010.                                     |
| <b>b</b>              |                                            |                                                 | 1,989,982.                                   |
| <b>c</b>              |                                            |                                                 | 5,198,872.                                   |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| <b>a</b>                                                                                    |                                      |                                                 | 994,010.                                                                                        |
| <b>b</b>                                                                                    |                                      |                                                 | 1,989,982.                                                                                      |
| <b>c</b>                                                                                    |                                      |                                                 | 5,198,872.                                                                                      |
| <b>d</b>                                                                                    |                                      |                                                 | 0.                                                                                              |
| <b>e</b>                                                                                    |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                        |  |   |            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---|------------|
| <b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 }</span>         |  | 2 | 8,182,864. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |  | 3 | N/A        |

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2010                                                                 | 47,626,896.                              | 767,856,231.                                 | .062026                                                     |
| 2009                                                                 | 43,973,956.                              | 747,534,126.                                 | .058825                                                     |
| 2008                                                                 | 31,348,957.                              | 847,733,201.                                 | .036980                                                     |
| 2007                                                                 | 10,689,537.                              | 627,760,018.                                 | .017028                                                     |
| 2006                                                                 | 5,172,654.                               | 93,091,483.                                  | .055565                                                     |

|                                                                                                                                                                                                                                |   |              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                           | 2 | .230424      |
| <b>3</b> 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 | .046085      |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                                                          | 4 | 758,164,256. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                             | 5 | 34,940,000.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | 6 | 165,708.     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                     | 7 | 35,105,708.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | 8 | 45,435,688.  |

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

|                                                                                                                                                                                                                                        |    |          |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |          |          |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                           |    | 1        | 165,708. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                             |    | 2        | 0.       |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            |    | 3        | 165,708. |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |    | 4        | 0.       |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                          |    | 5        | 165,708. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                              |    |          |          |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |          |          |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                                                                                    | 6a | 123,847. |          |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b |          |          |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c |          |          |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d |          |          |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  | 123,847. |          |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  |          |          |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9  | 41,861.  |          |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           | 10 |          |          |
| 11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                        | 11 |          |          |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                          | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.                                                                                                                                                                   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.                                                                                                                                                                                            |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                           |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                             |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                           | X   |    |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                       | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                     |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?     | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year?<br>If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                    | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>                                                                                                                                                                                                                          |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                            | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                    |     | X  |

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

|    |                                                                                                                                                                                                                                                                                                                                   |    |     |         |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                           | 11 |     | X       |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                          | 12 |     | X       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>WWW.JIMJOSEPHFOUNDATION.ORG</b>                                                                                                                                                       | 13 | X   |         |
| 14 | The books are in care of ► <b>MARY SEABURY</b> Telephone no. ► <b>530-758-9210</b><br>Located at ► <b>1590 DREW AVENUE, SUITE 200, DAVIS, CA</b> ZIP+4 ► <b>95618</b>                                                                                                                                                             |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year<br>► <b>15</b> <b>N/A</b>                                                                                                                     |    |     |         |
| 16 | At any time during calendar year 2011, 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                      |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                  |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                          |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <b>STATEMENT 7</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                           |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                    |     |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                           |     |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                         |     |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>                                                                                                                                                                     | 1b  | X  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?                                                                                                                                                                                                                                                                                                                   | 1c  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                            |     |    |
| a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ►                                                                                                                                                                                                                                                       |     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <b>N/A</b>                                                                                                                                                                                      | 2b  |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►                                                                                                                                                                                                                                                                                                                                                                                     |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                           |     |    |
| b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) <b>N/A</b> | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                          | 4a  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?                                                                                                                                                                                                                                                                         | 4b  | X  |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 13     |                                                           | 788,281.                                  | 107,278.                                                              | 1,264.                                |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each employee paid more than \$50,000               | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|-----------------------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| SANDRA J. EDWARDS - 343 SANSOME STREET, SUITE 1200, SAN FRANCISCO, CA 94104 | ASSOCIATE DIRECTOR<br>40.00                               | 212,017.         | 30,236.                                                               | 5,232.                                |
| JOSHUA MILLER - 343 SANSOME STREET, SUITE 1200, SAN FRANCISCO, CA 94104     | PROGRAM OFFICER<br>40.00                                  | 99,058.          | 15,180.                                                               | 167.                                  |
| DAWNE BEAR - 343 SANSOME STREET, SUITE 1200, SAN FRANCISCO, CA 94104        | PROGRAM DIRECTOR<br>32.00                                 | 96,229.          | 15,506.                                                               | 172.                                  |
| CYNTHIA MEGINO - 343 SANSOME STREET, SUITE 1200, SAN FRANCISCO, CA 94104    | GRANTS MANAGER<br>40.00                                   | 62,027.          | 12,388.                                                               | 0.                                    |
| BRYAN HART - 1590 DREW AVENUE, SUITE 200, DAVIS, CA 95618                   | CONTROLLER<br>20.00                                       | 66,304.          | 3,515.                                                                | 192.                                  |
| Total number of other employees paid over \$50,000                          |                                                           |                  | 4                                                                     |                                       |

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services.** If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000              | (b) Type of service      | (c) Compensation |
|--------------------------------------------------------------------------|--------------------------|------------------|
| CAMBRIDGE ASSOCIATES, INC.<br>100 SUMMER STREET, BOSTON, MA 02110        | INVESTMENT<br>MANAGEMENT | 792,809.         |
| INTERLAND CORPORATION<br>1590 DREW AVE., SUITE 200, DAVIS, CA 95618      | ADMINISTRATIVE           | 317,675.         |
| WELLINGTON TRUST COMPANY<br>P.O. BOX 13766, NEWARK, NJ 071880766         | INVESTMENT<br>MANAGEMENT | 236,276.         |
| MAYO INVESTMENT ADVISORS<br>30 ROWES WHARF, SUITE 500, BOSTON, MA 02110  | INVESTMENT<br>MANAGEMENT | 211,446.         |
| DELOITTE & TOUCHE - P.O. BOX 7247-6446,<br>PHILADELPHIA, PA 19170-6446   | AUDIT                    | 143,000.         |
| Total number of others receiving over \$50,000 for professional services |                          | 7                |

**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**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

|                                                          | Amount |
|----------------------------------------------------------|--------|
| 1 N/A                                                    |        |
| 2                                                        |        |
| All other program-related investments. See instructions. |        |
| 3                                                        |        |
| Total. Add lines 1 through 3                             | 0.     |

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

|   |                                                                                                             |    |              |
|---|-------------------------------------------------------------------------------------------------------------|----|--------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |              |
| a | Average monthly fair market value of securities                                                             | 1a | 337,528,890. |
| b | Average of monthly cash balances                                                                            | 1b | 15,604,068.  |
| c | Fair market value of all other assets                                                                       | 1c | 416,576,947. |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 769,709,905. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.           |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                        | 2  | 0.           |
| 3 | Subtract line 2 from line 1d                                                                                | 3  | 769,709,905. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 11,545,649.  |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 758,164,256. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6  | 37,908,213.  |

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

|    |                                                                                                           |    |             |
|----|-----------------------------------------------------------------------------------------------------------|----|-------------|
| 1  | Minimum investment return from Part X, line 6                                                             | 1  | 37,908,213. |
| 2a | Tax on investment income for 2011 from Part VI, line 5                                                    | 2a | 165,708.    |
| b  | Income tax for 2011. (This does not include the tax from Part VI.)                                        | 2b |             |
| c  | Add lines 2a and 2b                                                                                       | 2c | 165,708.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 37,742,505. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  | 50,401.     |
| 5  | Add lines 3 and 4                                                                                         | 5  | 37,792,906. |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6  | 0.          |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 37,792,906. |

**Part XII Qualifying Distributions** (see instructions)

|   |                                                                                                                                   |    |             |
|---|-----------------------------------------------------------------------------------------------------------------------------------|----|-------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                        |    |             |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | 1a | 45,372,991. |
| 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  | 62,697.     |
| 3 | Amounts set aside for specific charitable projects that satisfy the:                                                              |    |             |
| a | Suitability test (prior IRS approval required)                                                                                    | 3a |             |
| b | Cash distribution test (attach the required schedule)                                                                             | 3b |             |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 45,435,688. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 165,708.    |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | 6  | 45,269,980. |

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

**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |             | 37,792,906. |
| <b>2</b> Undistributed income, if any, as of the end of 2011                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2010 only                                                                                                                                               |               |                            | 13,560,121. |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2011:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2006                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2010                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 45,435,688.                                                                                                |               |                            |             |             |
| <b>a</b> Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | 13,560,121. |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2011 distributable amount                                                                                                                                     |               |                            |             | 31,875,567. |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012                                                              |               |                            |             | 5,917,339.  |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2007                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2010                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2011                                                                                                                                                         |               |                            |             |             |



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <div>Recipient</div> <div>Name and address (home or business)</div> | 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      |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-------------|
| <b>a Paid during the year</b>                                       |                                                                                                           |                                |                                  |             |
| SEE ATTACHMENT A                                                    |                                                                                                           | 501(C)(3)                      |                                  | 38,658,305. |
|                                                                     |                                                                                                           |                                |                                  |             |
|                                                                     |                                                                                                           |                                |                                  |             |
|                                                                     |                                                                                                           |                                |                                  |             |
|                                                                     |                                                                                                           |                                |                                  |             |
|                                                                     |                                                                                                           |                                |                                  |             |
| <b>Total</b>                                                        |                                                                                                           |                                | <b>3a</b>                        | 38,658,305. |
| <b>b Approved for future payment</b>                                |                                                                                                           |                                |                                  |             |
| SEE ATTACHMENT A                                                    |                                                                                                           | 501(C)(3)                      |                                  | 8,172,891.  |
|                                                                     |                                                                                                           |                                |                                  |             |
|                                                                     |                                                                                                           |                                |                                  |             |
| <b>Total</b>                                                        |                                                                                                           |                                | <b>3b</b>                        | 8,172,891.  |

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

- |   |                                                                                                                                                                                                                                                                                                                                                                                              | Yes   | No |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                          |       |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |       |    |
|   | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | 1a(1) | X  |
|   | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | 1a(2) | X  |
| b | Other transactions.                                                                                                                                                                                                                                                                                                                                                                          |       |    |
|   | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | 1b(1) | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | 1b(2) | X  |
|   | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | 1b(3) | X  |
|   | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | 1b(4) | X  |
|   | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | 1b(5) | X  |
|   | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | 1b(6) | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | 1c    | X  |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

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

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

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

Signature of officer or trustee: Alan J. Hunt Date: 11/14/2012 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

|                                       |                                                                    |                       |         |                                                 |           |
|---------------------------------------|--------------------------------------------------------------------|-----------------------|---------|-------------------------------------------------|-----------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name                                         | Preparer's signature  | Date    | Check <input type="checkbox"/> if self-employed | PTIN      |
|                                       | SHARON L. ZORBACH                                                  | <i>Sharon Zorbach</i> | 11/7/12 |                                                 | P00125475 |
|                                       | Firm's name ▶ DELOITTE TAX LLP                                     |                       |         | Firm's EIN ▶ 86-1065772                         |           |
|                                       | Firm's address ▶ 225 WEST SANTA CLARA STREET<br>SAN JOSE, CA 95113 |                       |         | Phone no. 408-704-4000                          |           |

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

THE SHIMON BEN JOSEPH FOUNDATION

Employer identification number

33-1114104

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, total 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 total 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 Part I, 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

|                                  |                                |
|----------------------------------|--------------------------------|
| Name of organization             | Employer identification number |
| THE SHIMON BEN JOSEPH FOUNDATION | 33-1114104                     |

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                            | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|------------------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | MICROSOFT CORPORATION<br><br>ONE MICROSOFT WAY<br><br>REDMOND, WA 98052-7329 | \$ 45,746.                 | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |



Name of organization

Employer identification number

**THE SHIMON BEN JOSEPH FOUNDATION****33-1114104****Part III**

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

Use duplicate copies of Part III if additional space is needed

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|-----------------------------------------|-----------------|------------------------------------------|
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |

| FORM 990-PF                           | OTHER INCOME                |                                   | STATEMENT                     | 1 |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|---|
| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |   |
| OTHER PARTNERSHIP INCOME              | 0.                          | 6,879,824.                        |                               |   |
| FOREIGN DIVIDEND INCOME               | 0.                          | 927,063.                          |                               |   |
| INCOME FROM AFFILIATES                | 0.                          | 44,321.                           |                               |   |
| INCOME FROM AFFILIATES                | 17,292,450.                 | 0.                                |                               |   |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 17,292,450.                 | 7,851,208.                        |                               |   |

| FORM 990-PF                | LEGAL FEES                   |                                   | STATEMENT                     | 2                             |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| LEGAL                      | 66,673.                      | 4,905.                            |                               | 59,449.                       |
| TO FM 990-PF, PG 1, LN 16A | 66,673.                      | 4,905.                            |                               | 59,449.                       |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   | STATEMENT                     | 3                             |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| TAX AND ACCOUNTING           | 190,268.                     | 91,713.                           |                               | 97,681.                       |
| TO FORM 990-PF, PG 1, LN 16B | 190,268.                     | 91,713.                           |                               | 97,681.                       |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 4 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| CONSULTING                   | 279,016.                     | 353.                              |                               | 283,979.                      |   |
| INVESTMENT MANAGEMENT FEES   | 1,520,851.                   | 1,520,851.                        |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C | 1,799,867.                   | 1,521,204.                        |                               | 283,979.                      |   |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FEDERAL EXCISE TAXES        | 3,085,923.                   | 0.                                |                               | 0.                            |   |
| FOREIGN TAXES PAID          | 0.                           | 93,331.                           |                               | 0.                            |   |
| PROPERTY TAXES              | 4,239.                       | 0.                                |                               | 4,239.                        |   |
| TO FORM 990-PF, PG 1, LN 18 | 3,090,162.                   | 93,331.                           |                               | 4,239.                        |   |

| FORM 990-PF              | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 6 |
|--------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION              | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INSURANCE                | 26,341.                      | 127.                              |                               | 24,102.                       |   |
| RECRUITING               | 3,151.                       | 0.                                |                               | 3,151.                        |   |
| OFFICE SUPPLIES          | 8,825.                       | 709.                              |                               | 8,075.                        |   |
| BANK FEES                | 52,625.                      | 91.                               |                               | 51,782.                       |   |
| FURNITURE AND EQUIPMENT  | 14,789.                      | 373.                              |                               | 14,711.                       |   |
| MAIL AND POSTAGE         | 12,326.                      | 874.                              |                               | 11,452.                       |   |
| TELEPHONE                | 31,620.                      | 2,547.                            |                               | 29,036.                       |   |
| AUTO                     | 1,322.                       | 0.                                |                               | 1,210.                        |   |
| MEALS AND ENTERTAINMENT  | 25,096.                      | 222.                              |                               | 25,306.                       |   |
| WEBSITE                  | 20,000.                      | 0.                                |                               | 20,300.                       |   |
| ADMIN EXPENSE ALLOCATION | 323,966.                     | 137,003.                          |                               | 186,874.                      |   |
| UTILITIES                | 89,623.                      | 0.                                |                               | 90,957.                       |   |
| DUES AND MEMBERSHIPS     | 63,875.                      | 3,831.                            |                               | 60,140.                       |   |
| LICENSE AND FEES         | 674.                         | 439.                              |                               | 235.                          |   |
| EDUCATION                | 37,103.                      | 7,751.                            |                               | 28,351.                       |   |
| EMPLOYEE WELFARE         | 4,030.                       | 0.                                |                               | 4,115.                        |   |
| EMPLOYEE CONSUMABLES     | 943.                         | 0.                                |                               | 922.                          |   |

## THE SHIMON BEN JOSEPH FOUNDATION

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|                              |          |            |          |
|------------------------------|----------|------------|----------|
| MISCELLANEOUS ADMIN          | 2,600.   | 1,300.     | 1,300.   |
| MISCELLANEOUS EXPENSE        | 7,420.   | 6,409.     | 3,701.   |
| SOFTWARE                     | 88,034.  | 22,390.    | 62,230.  |
| INVESTMENT ANALYSIS EXPENSES | 923.     | 923.       | 0.       |
| PORTFOLIO DEDUCTIONS FROM    |          |            |          |
| PARTNERSHIPS                 | 0.       | 1,661,890. | 0.       |
| OFFICE JANITORIAL            | 77.      | 77.        | 0.       |
| TO FORM 990-PF, PG 1, LN 23  | 815,363. | 1,846,956. | 627,950. |

## FOOTNOTES

STATEMENT 7

## PART VII-B, LINE 1A(3)

DURING 2011, THE FOUNDATION MADE PAYMENTS FOR LEGAL SERVICES TO MANATT, PHELPS & PHILLIPS TOTALING \$55,849.

ALVIN LEVITT, PRESIDENT OF THE BOARD OF DIRECTORS OF THE FOUNDATION, IS A PRINCIPAL AT MANATT, PHELPS & PHILLIPS.

PART VIII & IN ADDITION TO STATEMENT 13- LIST OF OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS

\*ALVIN LEVITT ALSO RECEIVED \$90,940 FROM INTERLAND GROWTH, LP, A 100% OWNED PARTNERSHIP OF THE FOUNDATION, FOR CONSULTATION SERVICES PROVIDED TO THE FOUNDATION AS A MEMBER OF THE REAL ESTATE COMMITTEE. THE BOARD OF DIRECTORS REVIEWED AND APPROVED THE REASONABLENESS OF THE COMPENSATION BASED ON THE INDEPENDENT CONTRACTOR'S REPORT.

\*\*JACK SLOMOVIC ALSO RECEIVED \$75,783 FROM INTERLAND GROWTH, LP, A 100% OWNED PARTNERSHIP OF THE FOUNDATION, FOR CONSULTATION SERVICES PROVIDED TO THE FOUNDATION AS A MEMBER OF THE REAL ESTATE COMMITTEE. THE BOARD OF DIRECTORS REVIEWED AND APPROVED THE REASONABLENESS OF THE COMPENSATION BASED ON THE INDEPENDENT CONTRACTOR'S REPORT.

| FORM 990-PF | CORPORATE STOCK | STATEMENT | 8 |
|-------------|-----------------|-----------|---|
|-------------|-----------------|-----------|---|

| DESCRIPTION                                  | BOOK VALUE   | FAIR MARKET VALUE |
|----------------------------------------------|--------------|-------------------|
| ABERDEEN EMERGING MARKETS INST. FUNDS        | 8,079,219.   | 8,079,219.        |
| CONVEXITY CAPITAL OFFSHORE L.P.              | 15,808,173.  | 15,808,173.       |
| CONVEXITY CAPITAL OFFSHORE L.P.              | 6,141,838.   | 6,141,838.        |
| DODGE & COX INT'L. STOCK FUND                | 14,933,143.  | 14,933,143.       |
| EURO PACIFIC GROWTH FUND                     | 11,106,507.  | 11,106,507.       |
| GMO EMERGING MARKETS FUND-III                | 13,313,672.  | 13,313,672.       |
| ISHARES TR S&P 100                           | 8,731,408.   | 8,731,408.        |
| MAYO CAPITAL                                 | 21,126,599.  | 21,126,599.       |
| SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND | 16,681,851.  | 16,681,851.       |
| T. ROWE PRICE ERA FUND                       | 10,322,954.  | 10,322,954.       |
| NIPPON VALUE INVESTORS JAPANESE EQUITY TRUST | 8,102,534.   | 8,102,534.        |
| VANGUARD ST INV. GRADE FUND ADMIRAL SHARES   | 10,936,006.  | 10,936,006.       |
| WELLINGTON TRUST COMPANY                     | 29,337,991.  | 29,337,991.       |
| TOTAL TO FORM 990-PF, PART II, LINE 10B      | 174,621,895. | 174,621,895.      |

| FORM 990-PF | CORPORATE BONDS | STATEMENT | 9 |
|-------------|-----------------|-----------|---|
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET VALUE |
|-----------------------------------------|-------------|-------------------|
| DODGE & COX INCOME FUND                 | 17,904,951. | 17,904,951.       |
| PIMCO TOTAL RETURN FUND                 | 26,059,828. | 26,059,828.       |
| INV. RESEARCH & MANAGEMENT (IRM)        | 25,007,546. | 25,007,546.       |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 68,972,325. | 68,972,325.       |

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 10 |
|-------------|-------------------|-----------|----|
|-------------|-------------------|-----------|----|

| DESCRIPTION                          | VALUATION METHOD | BOOK VALUE  | FAIR MARKET VALUE |
|--------------------------------------|------------------|-------------|-------------------|
| ADAGE CAPITAL PARTNERS, L.P.         | FMV              | 26,920,702. | 26,920,702.       |
| BENNETT OFFSHORE RESTRUCTURING FUND  | FMV              | 3,816,573.  | 3,816,573.        |
| CA RES. FUND SERIES BAIN X-CORE FUND | FMV              | 969,047.    | 969,047.          |
| CA RES.FUND SERIES BAIN X-COINVEST   | FMV              | 146,276.    | 146,276.          |
| CA RESOURCES FUND BAIN EUROPE III    | FMV              | 903,034.    | 903,034.          |
| CARLYLE VENTURE II                   | FMV              | 518,570.    | 518,570.          |
| CERBERUS ASIA                        | FMV              | 184,552.    | 184,552.          |
| CERBERUS ASIA SERIES II              | FMV              | 1,061,004.  | 1,061,004.        |

|                                        |     |            |            |
|----------------------------------------|-----|------------|------------|
| CERBERUS INST. IV                      | FMV | 5,731,462. | 5,731,462. |
| CERBERUS INST. SERIES TWO              | FMV | 1,823,110. | 1,823,110. |
| CONTRARIAN FUND I                      | FMV | 56,583.    | 56,583.    |
| DAVIDSON KEMPNER                       | FMV | 3,654,513. | 3,654,513. |
| ELLIOTT INTERNATIONAL LTD. (\$1.5M)    | FMV | 1,464,233. | 1,464,233. |
| ELLIOTT INTERNATIONAL LTD. (\$5M)      | FMV | 5,544,172. | 5,544,172. |
| ENCAP ENERGY CAPITAL FUND              | FMV | 1,921,654. | 1,921,654. |
| ENCAP ENERGY CAPITAL FUND VIII, LP     | FMV | 391,988.   | 391,988.   |
| FIR TREE INT'L VALUE FUND, LTD.        | FMV | 2,496,610. | 2,496,610. |
| FORTELUS SPECIAL SITUATIONS FUND, LTD. | FMV | 2,108,923. | 2,108,923. |
| G/S CAPITAL 2000                       | FMV | 1,697,122. | 1,697,122. |
| G/S CAPITAL VINTAGE II                 | FMV | 1,482,954. | 1,482,954. |
| G/S SPECIAL OPP (ASIA)                 | FMV | 5,728.     | 5,728.     |
| GCM LITTLE ARBOR                       | FMV | 41,260.    | 41,260.    |
| GLENVIEW CAPITAL PARTNERS (CAYMAN)     | FMV | 2,609,277. | 2,609,277. |
| GREENLIGHT CAPITAL OFFSHORE            | FMV | 5,774,628. | 5,774,628. |
| GRUSS GLOBAL INVESTORS, LTD.           | FMV | 2,922,380. | 2,922,380. |
| GS VINTAGE FUND V (OFFSHORE), L.P.     | FMV | 1,247,150. | 1,247,150. |
| HBK OFFSHORE FUND                      | FMV | 32,261.    | 32,261.    |
| INDUS ASIA PACIFIC MASTER FUND, LTD.   | FMV | 5,512,800. | 5,512,800. |
| KAYNE ANDERSON ENERGY FUND V           | FMV | 1,073,521. | 1,073,521. |
| KING STREET CAPITAL, LTD.              | FMV | 3,763,037. | 3,763,037. |
| KNIGHTHEAD OFFSHORE FUND, LTD.         | FMV | 2,977,296. | 2,977,296. |
| LEGACY VENTURE II                      | FMV | 1,128,356. | 1,128,356. |
| LEGACY VENTURE IV                      | FMV | 4,320,477. | 4,320,477. |
| LEGACY VENTURE V                       | FMV | 2,628,560. | 2,628,560. |
| MASON CAPITAL, LTD.                    | FMV | 5,449,423. | 5,449,423. |
| NCD PARTNERS V, L.P.                   | FMV | 3,188,534. | 3,188,534. |
| NCD PARTNERS VI, L.P.                  | FMV | 2,122,308. | 2,122,308. |
| OAKTREE OPPORTUNITIES FUND VIII        | FMV | 1,036,820. | 1,036,820. |
| OWL CREEK OVERSEAS FUND LTD.           | FMV | 3,704,060. | 3,704,060. |
| PASSPORT OFFSHORE LTD.                 | FMV | 871,414.   | 871,414.   |
| PERSHING SQUARE INTERNATIONAL, LTD.    | FMV | 4,302,261. | 4,302,261. |
| PIMCO DISTRESSED MORTGAGE FUND         | FMV | 1,891,558. | 1,891,558. |
| POMONA CAPITAL V                       | FMV | 1,341,594. | 1,341,594. |
| REGIMENT CAPITAL LTD.                  | FMV | 4,459,508. | 4,459,508. |
| RESOURCE CAPITAL FUND V                | FMV | 881,520.   | 881,520.   |
| SANKATY CREDIT OPPORTUNITIES IV, LP    | FMV | 1,547,004. | 1,547,004. |
| SCOUT CAPITAL FUND, LTD.               | FMV | 2,610,321. | 2,610,321. |
| SHEPHERD INVESTMENTS INT'L LTD.        | FMV | 397,882.   | 397,882.   |
| TACONIC OFFSHORE FUND 1.5              | FMV | 4,644,223. | 4,644,223. |
| THOMAS WEISEL LP                       | FMV | 176,275.   | 176,275.   |
| VALINOR CAPITAL PARTNERS               | FMV | 1,013,696. | 1,013,696. |
| VINTAGE VENTURE PARTNERS IV, L.P.      | FMV | 325,153.   | 325,153.   |
| YORK SELECT UNIT TRUST                 | FMV | 1,029,163. | 1,029,163. |
| HELLMAN & FRIEDMAN VII                 | FMV | 577,145.   | 577,145.   |
| OAKTREE OPPORTUNITIES FUND VIIIB       | FMV | 197,463.   | 197,463.   |
| PERMIT CAPITAL MORTGAGE FUND, L.P. (G) | FMV | 907,831.   | 907,831.   |
| LEGACY VENTURE VI (QP), LLC            | FMV | 123,480.   | 123,480.   |
| PERMIT CAPITAL MORTGAGE FUND, L.P. (I) | FMV | 921,744.   | 921,744.   |

## THE SHIMON BEN JOSEPH FOUNDATION

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|                                        |     |              |              |
|----------------------------------------|-----|--------------|--------------|
| GLENVIEW CAPITAL PARTNERS (CAYMAN)     | FMV | 1,717,883.   | 1,717,883.   |
| THELEME FUND LTD.                      | FMV | 3,650,841.   | 3,650,841.   |
| ELLIOTT INTERNATIONAL LTD. (\$1.5M)    | FMV | 1,543,088.   | 1,543,088.   |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |     | 147,562,005. | 147,562,005. |

|             |              |              |
|-------------|--------------|--------------|
| FORM 990-PF | OTHER ASSETS | STATEMENT 11 |
|-------------|--------------|--------------|

| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| DEPOSITS AND OTHER A/R           | 382,000.                      | 8,413.                    | 8,413.               |
| INVESTMENT IN REAL ESTATE        | 455,682,695.                  | 517,654,074.              | 517,654,074.         |
| DEFINED BENEFIT PLAN             | 193,646.                      | 245,374.                  | 245,374.             |
| TO FORM 990-PF, PART II, LINE 15 | 456,258,341.                  | 517,907,861.              | 517,907,861.         |

|             |                   |              |
|-------------|-------------------|--------------|
| FORM 990-PF | OTHER LIABILITIES | STATEMENT 12 |
|-------------|-------------------|--------------|

| DESCRIPTION                            | BOY AMOUNT | EOY AMOUNT |
|----------------------------------------|------------|------------|
| DEFERRED TAX                           | 4,915,911. | 7,919,791. |
| OTHER LONG TERM LIABILITY              | 150,000.   | 200,000.   |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 5,065,911. | 8,119,791. |

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 13  
                                          TRUSTEES AND FOUNDATION MANAGERS

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| NAME AND ADDRESS                                                                  | TITLE AND<br>AVRG HRS/WK           | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN<br>CONTRIB | EXPENSE<br>ACCOUNT |
|-----------------------------------------------------------------------------------|------------------------------------|-------------------|---------------------------------|--------------------|
| ALVIN T. LEVITT*<br>343 SANSOME STREET, SUITE 1200<br>SAN FRANCISCO, CA 94104     | PRESIDENT/DIRECTOR<br>15.00        | 26,000.           | 0.                              | 0.                 |
| JACK SLOMOVIC**<br>343 SANSOME STREET, SUITE 1200<br>SAN FRANCISCO, CA 94104      | VICE PRESIDENT/DIRECTOR<br>2.50    | 13,000.           | 0.                              | 0.                 |
| PHYLLIS L. COOK<br>343 SANSOME STREET, SUITE 1200<br>SAN FRANCISCO, CA 94104      | SECRETARY-TREASURER/DIRECT<br>3.00 | 26,000.           | 0.                              | 0.                 |
| SUSAN FOLKMAN<br>343 SANSOME STREET, SUITE 1200<br>SAN FRANCISCO, CA 94104        | DIRECTOR<br>3.00                   | 26,000.           | 0.                              | 0.                 |
| JEROME SOMERS<br>343 SANSOME STREET, SUITE 1200<br>SAN FRANCISCO, CA 94104        | DIRECTOR<br>3.00                   | 26,000.           | 0.                              | 0.                 |
| DVORA JOSEPH<br>343 SANSOME STREET, SUITE 1200<br>SAN FRANCISCO, CA 94104         | DIRECTOR<br>3.00                   | 26,000.           | 0.                              | 0.                 |
| MARY P. SEABURY<br>343 SANSOME STREET, SUITE 1200<br>SAN FRANCISCO, CA 94104      | CFO<br>28.00                       | 169,950.          | 17,392.                         | 1,264.             |
| CHARLES M. EDELSBERG<br>343 SANSOME STREET, SUITE 1200<br>SAN FRANCISCO, CA 94104 | EXECUTIVE DIRECTOR<br>40.00        | 475,331.          | 89,886.                         | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                                      |                                    | 788,281.          | 107278.                         | 1,264.             |

**The Shimon Ben Joseph Foundation**  
**EIN: 33-1114104**  
**2011 Form 990-PF**

**Statement Required under IRC Reg. Sec. 53-4942(a)-3(b)(7)**

The following information is provided as required by IRC. Reg. Sec. 53-4942(a)-3(b)(7)(ii) relating to a set-aside of \$5,500,000 in 2008 under the cash distribution test. All amounts set-aside were paid by December 31, 2010.

Distributable amounts determined under section 4942(d)

Year ending

|                   |              |
|-------------------|--------------|
| December 31, 2006 | \$ 4,456,108 |
| December 31, 2007 | 30,628,736   |
| December 31, 2008 | 42,067,992   |
| December 31, 2009 | 37,315,015   |
| December 31, 2010 | 38,362,589   |
| December 31, 2011 | 37,792,906   |

Aggregate amount of actual payments made in cash

Year ending

|                   |                   |
|-------------------|-------------------|
| December 31, 2006 | \$ 5,172,654      |
| December 31, 2007 | 10,689,537        |
| December 31, 2008 | 26,167,625        |
| December 31, 2009 | 49,059,407        |
| December 31, 2010 | 48,181,096        |
| December 31, 2011 | <u>45,435,688</u> |

Total cash payments      \$ 184,706,007

# Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                            | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
|                                                                                                                                                                                   |            |                           |                         |                 |                     |                        | Prior to 2011;<br>Paid in 2011 | In 2011;<br>Paid in 2011 | Check |
| Adventure Rabbi Trips<br>5353 Manhattan Circle, Suite 103<br>Boulder CO 80303<br>To work with the FIC Fellows<br>\$7,000 00<br>2011                                               |            | \$0 00                    | \$7,000 00              | \$0 00          | \$7,000 00          | \$0 00                 | \$ -                           | \$ 7,000 00              | 0     |
| American Friends of the Israel Museum<br>500 Fifth Avenue<br>Suite 2540<br>New York, NY 10110<br>Jewish Heritage Curriculum for Birthright<br>Students<br>\$250,000 00<br>2011    |            | \$0 00                    | \$250,000 00            | \$0 00          | \$125,000 00        | \$125,000 00           | \$ -                           | \$ 125,000 00            | 0     |
| American Institutes for Research<br>1000 Thomas Jefferson Street NW<br>Washington, DC 20007-3835<br>Evaluation of the JIF Education Initiative<br>\$1,681,000 00<br>2010          | 501c(3)    | \$1,672 863 00            | \$0 00                  | \$0 00          | \$294 063 00        | \$1 378 800 00         | \$294,063 00                   | \$ -                     | 0     |
| American Jewish World Service, Inc.<br>45 West 36th Street<br>New York NY 10018-7904<br>The 3-Star Tzedakah Box<br>\$250 000 00<br>2010                                           | 501c(3)    | \$100 000 00              | \$0 00                  | \$0 00          | \$0 00              | \$100,000 00           | \$ 0 00                        | \$ -                     | 0     |
| American Jewish World Service, Inc.<br>45 West 36th Street<br>New York NY 10018-7904<br>General Support<br>\$15 000 00<br>2011                                                    | 501c(3)    | \$0 00                    | \$15,000 00             | \$0 00          | \$15,000 00         | \$0 00                 | \$ -                           | \$ 15,000 00             | 0     |
| B'nai B'rith Youth Organization Inc.<br>2020 K St., 7th Floor NW<br>Washington DC 20006<br>Professional Development Institute<br>Cohorts 2 and 3<br>\$4,809,553 00<br>2008        | 501c(3)    | \$2 990 548 00            | \$0 00                  | \$0 00          | \$1,669,392 00      | \$1 321,156 00         | \$1,669,392 00                 | \$ -                     | 0     |
| B'nai B'rith Youth Organization Inc.<br>2020 K St., 7th Floor NW<br>Washington DC 20006<br>Educator Immersion Project Directors of<br>Jewish Enrichment<br>\$1 963 135 00<br>2011 | 501c(3)    | \$0 00                    | \$1,963 135 00          | \$0 00          | \$68,750 00         | \$1 894,385 00         | \$ -                           | \$ 68 750 00             | 0     |
| Bar Ilan University in Israel                                                                                                                                                     | 501c(3)    | \$ 491 309 00             | \$0 00                  | \$300,000 00    | \$791 309 00        | \$0 00                 | \$491,309 00                   | \$300,000 00             | 0     |

# Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/31/2011<br>Recipient and/or Purpose                                                                                                                                                                                                                                 | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|
|                                                                                                                                                                                                                                                                        |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011 | In 2011,<br>Paid in 2011 |
| 160 E. 36th Street<br>New York, NY 10022<br><i>Jim Joseph Foundation Fellows Program</i><br>\$2,068,659 00<br>2009                                                                                                                                                     |            |                           |                         |                 |                     |                        |                                |                          |
| Bet TShuvah<br>8831 Venice Blvd<br>Los Angeles, CA 90034<br><i>In Memory of Rachel Joseph</i><br>\$100,000 00<br>2011                                                                                                                                                  | 501c(3)    | \$0 00                    | \$100,000 00            | \$0 00          | \$100,000 00        | \$0 00                 | \$ -                           | \$ 100,000 00            |
| Birthright Israel Foundation<br>33 East 33rd Street, 7th Floor<br>New York, NY 10016<br><i>Birthright Israel trip participant support</i><br>for 2008-2012<br>\$9,500,000 00<br>2008                                                                                   | 501c(3)    | \$5,000,000 00            | \$0 00                  | \$0 00          | \$2,500,000 00      | \$2,500,000 00         | \$ -                           | \$ -                     |
| Birthright Israel Foundation<br>33 East 33rd Street 7th Floor<br>New York, NY 10016<br><i>To Reduce Waiting List for Bay Area</i><br><i>Students</i><br>\$20,000 00<br>2011                                                                                            | 501c(3)    | \$0 00                    | \$20,000 00             | \$0 00          | \$20,000 00         | \$0 00                 | \$ -                           | \$ 20,000 00             |
| Birthright Israel Next, Inc.<br>33 East 33rd Street 7th Floor<br>New York, NY 10016<br><i>Jewish Community for the New Generation</i><br>\$12,500,000 00<br>2008                                                                                                       | 501c(3)    | \$7,068,593 00            | \$0 00                  | \$0 00          | \$1,355,500 00      | \$5,713,093 00         | \$1,355,500 00                 | \$ -                     |
| The Board of Trustees of the Leland<br>Stanford Junior University<br>485 Lasuen Mall<br>Stanford, CA 94305-3096<br><i>Establish and provide financial support for</i><br><i>The Concentration in Education and</i><br><i>Jewish Studies</i><br>\$12,000,000 00<br>2010 | 501c(3)    | \$7,941,000 00            | \$0 00                  | \$0 00          | \$2,197,000 00      | \$5,744,000 00         | \$2,197,000 00                 | \$ -                     |

# Schedule of Appropriations and Payments

## Fiscal Year 2011

| Recipient and/or Purpose                                                                                                                                                                 | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |       |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
|                                                                                                                                                                                          |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check |
| The Board of Trustees of the Leland<br>Stanford Junior University<br>485 Lasuen Mall<br>Stanford, CA 94305-3096<br><i>Consortium for Applied Studies in Jewish<br/>Education</i><br>2011 | 501c(3)    | \$0 00                    | \$200 000 00            | \$0 00          | \$100 000 00        | \$100 000 00           | \$ -                           | \$ 100 000 00            | 0     |
| Boston Jewish Music Festival, Inc.<br>123 Gould Street<br>Needham MA 02494<br><i>Co-Sponsor Hadassah Nahash Youth Concert</i><br>2011                                                    | 501c(3)    | \$0 00                    | \$5 000 00              | \$0 00          | \$5 000 00          | \$0 00                 | \$ -                           | \$ 5 000 00              | 0     |
| Brandeis Hillel Day School<br>655 Brotherhood Way<br>San Francisco, CA 94132<br><i>Scholarships</i><br>2011                                                                              | 501c(3)    | \$0 00                    | \$10 000 00             | \$0 00          | \$10 000 00         | \$0 00                 | \$ -                           | \$ 10 000 00             | 0     |
| Brandeis University<br>415 South Street<br>Waltham, MA 02454<br><i>Summer Institute for Israel Studies<br/>2009-2010</i><br>2008                                                         | 501c(3)    | \$25 000 00               | \$0 00                  | -\$25 000 00    | \$0 00              | \$0 00                 | \$ 0 00                        | \$ -                     | 0     |
| Brandeis University<br>415 South Street<br>Waltham, MA 02454<br><i>The Mandel-DeLeet Project 2010-2013</i><br>2010                                                                       | 501c(3)    | \$2 206 239 00            | \$0 00                  | \$0 00          | \$678 993 00        | \$1 527 246 00         | \$678 993 00                   | \$ -                     | 0     |
| Brandeis University<br>415 South Street<br>Waltham, MA 02454<br><i>Hadassah Brandeis Institute Internship<br/>Program</i><br>2010                                                        | 501c(3)    | \$0 00                    | \$0 00                  | -\$401 33       | -\$401 33           | \$0 00                 | -\$ 401 33                     | \$ -                     | 0     |
| Brandeis University<br>415 South Street<br>Waltham, MA 02454<br><i>IData 2011</i><br>2010                                                                                                | 501c(3)    | \$750 000 00              | \$0 00                  | \$0 00          | \$719 647 00        | \$30 353 00            | \$719 647 00                   | \$ -                     | 0     |
| Brandeis University<br>415 South Street<br>Waltham, MA 02454<br><i>IData 2011</i><br>2010                                                                                                | 501c(3)    | \$0 00                    | \$20 000 00             | \$0 00          | \$20 000 00         | \$0 00                 | \$ -                           | \$ 20 000 00             | 0     |

## Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/31/2011<br>Recipient and/or Purpose                                                                                                                                                                                                                                                | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
|                                                                                                                                                                                                                                                                                       |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check |
| 415 South Street<br>Waltham, MA 02454<br><i>Hackensack Brandeis Institute Internship<br/>Program</i><br>\$20,000.00<br>2011                                                                                                                                                           |            |                           |                         |                 |                     |                        |                                |                          |       |
| Brandeis University<br>415 South Street<br>Waltham, MA 02454<br><i>Summer Institute for Israel Studies 2011</i><br>2011                                                                                                                                                               | 501c(3)    | \$0.00                    | \$250,000.00            | \$0.00          | \$250,000.00        | \$0.00                 | \$ -                           | \$ 250,000.00            | 0     |
| Bureau of Jewish Education of Greater<br>Los Angeles<br>6505 Wilshire Boulevard, Suite 300<br>Los Angeles, CA 90048<br><i>Scholarships</i><br>\$10,000.00<br>2011                                                                                                                     | 501c(3)    | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                           | \$ 10,000.00             | 0     |
| Bureau of Jewish Education of San<br>Francisco, Marin County and the<br>Peninsula<br>639 14th Avenue<br>San Francisco, CA 94118<br><i>Bay Area Jewish day school Israel<br/>education project</i><br>\$2,227,079.00<br>2008                                                           | 501c(3)    | \$174,353.00              | \$0.00                  | -\$174,353.00   | \$0.00              | \$0.00                 | \$ 0.00                        | \$ -                     | 0     |
| Bureau of Jewish Education of San<br>Francisco, Marin County and the<br>Peninsula<br>639 14th Avenue<br>San Francisco, CA 94118<br><i>Implementation of BASIS the education<br/>and engagement project in the San<br/>Francisco Bay Area Jewish schools</i><br>\$3,200,590.00<br>2009 | 501c(3)    | \$310,817.00              | \$0.00                  | -\$155,627.00   | \$155,190.00        | \$0.00                 | \$155,190.00                   | \$ -                     | 0     |

# Schedule of Appropriations and Payments

## Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                                                                                 | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded Grants Recorded |                          |       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|---------------------------------|--------------------------|-------|
|                                                                                                                                                                                                                                        |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011  | in 2011,<br>Paid in 2011 | Check |
| Bureau of Jewish Education of San Francisco, Marin County and the Peninsula<br>639 14th Avenue<br>San Francisco CA 94118<br>BASIS implementation 2011-2012<br>\$1 500,000 00<br>2011                                                   | 501c(3)    | \$0 00                    | \$ 861 000 00           | \$0 00          | \$577 000 00        | \$284,000 00           | \$ -                            | \$ 577,000 00            | 0     |
| Bureau of Jewish Education of San Francisco, Marin County and the Peninsula<br>639 14th Avenue<br>San Francisco, CA 94118<br>For capacity building/marketing of the BJE's educational mission vision and values<br>\$36 000 00<br>2011 | 501c(3)    | \$0 00                    | \$36 000 00             | \$0 00          | \$36 000 00         | \$0 00                 | \$ -                            | \$ 36,000 00             | 0     |
| Eli & Besse Cohen Hillel Academy<br>6 Community Road<br>Marblehead MA 01945<br>Strengthen Development Effort<br>\$25 000 00<br>2011                                                                                                    | 501c(3)    | \$0 00                    | \$25,000 00             | \$0 00          | \$25,000 00         | \$0 00                 | \$ -                            | \$ 25,000 00             | 0     |
| Colgate University Treasurers Office<br>12 Oak Drive<br>Hamilton, NY 13346<br>To enrich social justice programming at Jewish center in honor of Professor Jerry Radmuth<br>\$25 000 00<br>2011                                         | 501c(3)    | \$0 00                    | \$25,000 00             | \$0 00          | \$25,000 00         | \$0 00                 | \$ -                            | \$ 25,000 00             | 0     |
| Combined Jewish Philanthropies of Greater Boston, Inc.<br>126 High Street<br>Boston, MA 02110<br>Jewish Education Challenge Grant<br>\$900 000 00<br>2010                                                                              | 501c(3)    | \$600 000 00              | \$0 00                  | \$0 00          | \$600,000 00        | \$ 0 00                | \$600,000 00                    | \$ -                     | 0     |

## Schedule of Appropriations and Payments

## Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                                                                                                                                                                                        | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded Grants Recorded |                          |       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|---------------------------------|--------------------------|-------|
|                                                                                                                                                                                                                                                                                                                                               |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011  | In 2011,<br>Paid In 2011 | Check |
| Combined Jewish Philanthropies of Greater Boston, Inc.<br>126 High Street<br>Boston, MA 02110<br><i>Demonstration Project to Create an Effective Model for Serving Students with Special Learning Needs in Jewish Day Schools A Professional Development Approach to Whole School Change &amp; Regional Support</i><br>\$1,700,000.00<br>2011 | 501c(3)    | \$0.00                    | \$1,700,000.00          | \$0.00          | \$0.00              | \$1,700,000.00         | \$ -                            | \$ -                     | 0     |
| Congregation Beth Jacob<br>1550 Alameda de las Pulgas<br>Redwood City, CA 94061<br>\$8,500 for Machzor Lev Shalem and \$1,500 for Learning with a Destination<br>\$10,000.00<br>2011                                                                                                                                                          |            | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                            | \$ 10,000.00             | 0     |
| Contemporary Jewish Museum<br>736 Mission Street<br>San Francisco, CA 94103<br><i>Innovation Fund</i><br>\$1,250,000.00<br>2008                                                                                                                                                                                                               | 501c(3)    | \$750,000.00              | \$0.00                  | \$0.00          | \$50,000.00         | \$700,000.00           | \$ 50,000.00                    | \$ -                     | 0     |
| Contemporary Jewish Museum<br>736 Mission Street<br>San Francisco, CA 94103<br><i>To encourage young adults to attend Stern exhibit</i><br>\$10,000.00<br>2011                                                                                                                                                                                | 501c(3)    | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                            | \$ 10,000.00             | 0     |
| Contemporary Jewish Museum<br>736 Mission Street<br>San Francisco, CA 94103<br><i>"California Dreaming: From the Gold Rush to the Present" Educational Exhibit</i><br>\$25,000.00<br>2011                                                                                                                                                     | 501c(3)    | \$0.00                    | \$25,000.00             | \$0.00          | \$25,000.00         | \$0.00                 | \$ -                            | \$ 25,000.00             | 0     |
| Contemporary Jewish Museum<br>736 Mission Street<br>San Francisco, CA 94103<br><i>Family night during the Houdini Exhibit</i><br>\$10,000.00<br>2011                                                                                                                                                                                          | 501c(3)    | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                            | \$ 10,000.00             | 0     |

# Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                                                            | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
|                                                                                                                                                                                                                   |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check |
| Emek Hebrew Day School<br>15365 Magnolia Blvd<br>Sherman Oaks, CA 91403<br><i>General support</i><br>\$5,000 00<br>2011                                                                                           | 501c(3)    | \$0 00                    | \$5 000 00              | \$0 00          | \$5 000 00          | \$0 00                 | \$ -                           | \$ 5,000 00              | 0     |
| Etz Jacob Hebrew Academy<br>7951 Beverly Blvd<br>Los Angeles, CA 90048<br><i>Scholarships</i><br>\$5,000 00<br>2011                                                                                               | 501c(3)    | \$0 00                    | \$5 000 00              | \$0 00          | \$5,000 00          | \$0 00                 | \$ -                           | \$ 5,000 00              | 0     |
| Facing History and Ourselves National<br>Foundation, Inc.<br>16 Hurd Road<br>Brookline, MA 02445-6919<br><i>Model schools project in Jewish day<br/>schools in Boston and Los Angeles</i><br>\$998,362 00<br>2008 | 501c(3)    | \$294 076 00              | \$0 00                  | \$0 00          | \$294 076 00        | \$0 00                 | \$294,076 00                   | \$ -                     | 0     |
| FJC<br>520 8th Avenue<br>20th Floor<br>New York, NY 10018<br><i>Jewish New Media Innovation Fund</i><br>\$250 000 00<br>2010                                                                                      | 501c(3)    | \$250 000 00              | \$0 00                  | \$0 00          | \$250,000 00        | \$0 00                 | \$250,000 00                   | \$ -                     | 0     |
| Foundation for Jewish Camp, Inc.<br>15 West 36th Street 13th Floor<br>New York, New York 10018<br><i>JWFC Campership</i><br>\$11 117 850 00<br>2007                                                               | 501c(3)    | \$3,501,856 00            | \$0 00                  | \$0 00          | \$1 961 559 00      | \$1 540 297 00         | \$1 961,559 00                 | \$ -                     | 0     |
| Foundation for Jewish Camp, Inc.<br>15 West 36th Street, 13th Floor<br>New York, New York 10018<br><i>New Specialty Camps Incubator</i><br>\$10 655,120 00<br>2007                                                | 501c(3)    | \$4 007 214 00            | \$0 00                  | \$0 00          | \$697 371 00        | \$3 309 843 00         | \$697 371 00                   | \$ -                     | 0     |
| Foundation for Jewish Camp, Inc.<br>15 West 36th Street 13th Floor<br>New York, New York 10018<br><i>High Value - Low Cost Jewish Summer<br/>Camp Feasibility Study</i><br>\$164 375 00<br>2011                   | 501c(3)    | \$0 00                    | \$164,375 00            | \$0 00          | \$113 500 00        | \$50,875 00            | \$ -                           | \$ 113,500 00            | 0     |
| Foundation for Jewish Camp, Inc.                                                                                                                                                                                  | 501c(3)    | \$0 00                    | \$1 648 000 00          | \$0 00          | \$121 125 00        | \$1 526,875 00         | \$ -                           | \$ 121,125 00            | 0     |

# Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                                                                                               | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded Grants Recorded |                          |       |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|---------------------------------|--------------------------|-------|
|                                                                                                                                                                                                                                                      |            |                           |                         |                 |                     |                        | Prior to 2011;<br>Paid in 2011  | In 2011,<br>Paid in 2011 | Check |
| 15 West 36th Street, 13th Floor<br>New York, New York 10018<br><i>Senior Experiential Jewish Educators<br/>Camp-School Partnerships</i><br>\$1,648,000.00<br>2011                                                                                    |            | \$125,000.00              | \$0.00                  | \$0.00          | \$125,000.00        | \$0.00                 | \$125,000.00                    | \$ -                     | 0     |
| <b>Foundation for Jewish Culture</b><br>330 Seventh Avenue, 21st Floor<br>New York, NY 10001<br><i>Jewish Studies Expansion Project</i><br>\$250,000.00<br>2009                                                                                      | 501c(3)    | \$125,000.00              | \$0.00                  | \$0.00          | \$125,000.00        | \$0.00                 | \$125,000.00                    | \$ -                     | 0     |
| <b>Foundation for Jewish Culture</b><br>330 Seventh Avenue, 21st Floor<br>New York, NY 10001<br><i>General operating support on the occasion<br/>of the 2011 Jewish Cultural Achievement<br/>Awards</i><br>\$1,800.00<br>2011                        | 501c(3)    | \$0.00                    | \$1,800.00              | \$0.00          | \$1,800.00          | \$0.00                 | \$ -                            | \$ 1,800.00              | 0     |
| <b>Gateways Access to Jewish Education, Inc.</b><br>333 Nahanton Street 4th floor<br>Newton MA 02459<br><i>Special needs education in memory of Mort<br/>Ruderman</i><br>\$10,000.00<br>2011                                                         | 501c(3)    | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                            | \$ 10,000.00             | 0     |
| <b>Grantmakers for Effective Organizations</b><br>1725 DeSales Street NW, Suite 404<br>Washington DC 20036<br><i>General support of the Fall 2011 funders'<br/>convening "Growing Social Impact in a<br/>Networked World"</i><br>\$25,000.00<br>2011 | 501c(3)    | \$0.00                    | \$25,000.00             | \$0.00          | \$25,000.00         | \$0.00                 | \$ -                            | \$ 25,000.00             | 0     |

# Schedule of Appropriations and Payments

12/30/2011

## Fiscal Year 2011

Grants Recorded

| Recipient and/or Purpose                                                                                                                                                                                                                                                             | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Prior to 2011;<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
| <b>Hillel Hebrew Academy</b><br>9120 West Olympic Blvd<br>Beverly Hills, CA 90212<br><i>Hebrew Immersion Program</i><br>\$10,000.00<br>2011                                                                                                                                          | 501c(3)    | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                           | \$ 10,000.00             | 0     |
| <b>Hebrew Union College - Jewish Institute of Religion</b><br>3101 Clifton Avenue<br>Cincinnati, OH 45220<br><i>IIF Education Initiative</i><br>\$14,992,235.00<br>2009                                                                                                              | 501c(3)    | \$12,222,424.00           | \$0.00                  | \$0.00          | \$1,106,781.00      | \$11,115,643.00        | \$1,106,781.00                 | \$ -                     | 0     |
| <b>Hebrew Union College - Jewish Institute of Religion</b><br>3101 Clifton Avenue<br>Cincinnati, OH 45220<br><i>DeLeT Renewal</i><br>\$2,640,340.00<br>2010                                                                                                                          | 501c(3)    | \$2,219,765.00            | \$0.00                  | \$0.00          | \$784,392.00        | \$1,435,373.00         | \$784,392.00                   | \$ -                     | 0     |
| <b>Hebrew Union College - Jewish Institute of Religion</b><br>3101 Clifton Avenue<br>Cincinnati, OH 45220<br><i>Scholarship Fund</i><br>\$20,000.00<br>2011                                                                                                                          | 501c(3)    | \$0.00                    | \$20,000.00             | \$0.00          | \$20,000.00         | \$0.00                 | \$ -                           | \$ 20,000.00             | 0     |
| <b>Hebrew High School of New England, Inc</b><br>300 Bloomfield Avenue<br>West Hartford, CT 06117<br><i>Support of School</i><br>\$20,000.00<br>2011                                                                                                                                 | 501c(3)    | \$0.00                    | \$20,000.00             | \$0.00          | \$20,000.00         | \$0.00                 | \$ -                           | \$ 20,000.00             | 0     |
| <b>Hillel, The Foundation for Jewish Campus Life</b><br>Charles and Lynn Schusterman<br>International Center<br>Arthur and Rochelle Belfer Building<br>800 Eighth Street NW<br>Washington, DC 20001-3724<br><i>Senior Jewish Education/CLL Initiative</i><br>\$10,692,432.00<br>2008 | 501c(3)    | \$3,918,325.00            | \$0.00                  | \$0.00          | \$1,886,808.00      | \$2,031,517.00         | \$1,886,808.00                 | \$ -                     | 0     |

# Schedule of Appropriations and Payments

Fiscal Year 2011

| Schedule of Appropriations and Payments           |            |                        |                      |              |                  |                     |                                             |                                       |       | Fiscal Year 2011 |  |  |
|---------------------------------------------------|------------|------------------------|----------------------|--------------|------------------|---------------------|---------------------------------------------|---------------------------------------|-------|------------------|--|--|
| Recipient and/or Purpose                          | Tax Status | Beginning Balance 2011 | Newly Allocated 2011 | Amended 2011 | Amount Paid 2011 | Ending Balance 2011 | Grants Recorded Prior to 2011, Paid in 2011 | Grants Recorded In 2011, Paid in 2011 | Check |                  |  |  |
| Hillel: The Foundation for Jewish Campus Life     | 501c(3)    | \$15 064 00            | \$0 00               | -\$15 064 00 | \$0 00           | \$0 00              | \$ -                                        | -                                     | 0     |                  |  |  |
| Charles and Lynn Schusterman International Center |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Arthur and Rochelle Belfer Building               |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| 800 Eighth Street NW                              |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Washington DC 20001-3724                          |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Third Space Conference                            |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| \$138,294 00                                      |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| 2009                                              |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Hillel: The Foundation for Jewish Campus Life     | 501c(3)    | \$0 00                 | \$100,000 00         | \$0 00       | \$100,000 00     | \$0 00              | \$ -                                        | \$ 100 000 00                         | 0     |                  |  |  |
| Charles and Lynn Schusterman International Center |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Arthur and Rochelle Belfer Building               |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| 800 Eighth Street NW                              |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Washington DC 20001-3724                          |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Israel on Campus Coalition 2011                   |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Mobilization for Israel on Campus                 |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| \$100,000 00                                      |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| 2011                                              |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Hillel: The Foundation for Jewish Campus Life     | 501c(3)    | \$0 00                 | \$250,000 00         | \$0 00       | \$100,000 00     | \$150 000 00        | \$ -                                        | \$ 100,000 00                         | 0     |                  |  |  |
| Charles and Lynn Schusterman International Center |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Arthur and Rochelle Belfer Building               |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| 800 Eighth Street NW                              |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Washington, DC 20001-3724                         |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Center for Israel Engagement Campus               |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Israel Teach-Ins                                  |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| \$250 000 00                                      |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| 2011                                              |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Israel Education Resource Center Inc.             | 501c(3)    | \$50,000 00            | \$0 00               | \$0 00       | \$50,000 00      | \$0 00              | \$ 50,000 00                                | \$ -                                  | 0     |                  |  |  |
| 85 Revere Drive                                   |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Suite 1                                           |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Northbrook, IL 60062                              |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Talmon Yisrael Pilot Educational Project          |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| \$250 000 00                                      |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| 2010                                              |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Israel Education Resource Center Inc.             | 501c(3)    | \$1 000 000 00         | \$0 00               | \$0 00       | \$600,000 00     | \$400 000 00        | \$600,000 00                                | \$ -                                  | 0     |                  |  |  |
| 85 Revere Drive                                   |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Suite 1                                           |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Northbrook, IL 60062                              |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| iCenter (2011-2012)                               |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| \$1 000,000 00                                    |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| 2010                                              |            |                        |                      |              |                  |                     |                                             |                                       |       |                  |  |  |
| Israel Education Resource Center Inc              | 501c(3)    | \$0 00                 | \$3 500 00           | \$0 00       | \$3 500 00       | \$0 00              | \$ -                                        | \$ 3,500 00                           | 0     |                  |  |  |

# Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                        | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
|                                                                                                                                                                               |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check |
| 85 Revere Drive<br>Suite 1<br>Northbrook, IL 60062<br><i>lack Slomovic Memorial Video by Toldot<br/>Yisrael</i><br>\$3 500 00<br>2011                                         |            | \$0 00                    | \$5,000 00              | \$0 00          | \$5 000 00          | \$0 00                 | \$ -                           | \$ 5,000 00              | 0     |
| Los Angeles Hebrew High School<br>5900 Sepulveda Blvd., Suite 560<br>Van Nuys, CA 91411-2511<br><i>General Operating Support</i><br>\$5,000 00<br>2011                        | 501c(3)    | \$0 00                    | \$5,000 00              | \$0 00          | \$5 000 00          | \$0 00                 | \$ -                           | \$ 5,000 00              | 0     |
| Jewish Causes of Choice Inc<br>75 2nd Avenue, Suite 200<br>Needham, MA 02494<br><i>Teaching Bar Mitzvah Youth Group</i><br>\$5,000 00<br>2011                                 | 501c(3)    | \$0 00                    | \$5,000 00              | \$0 00          | \$5 000 00          | \$0 00                 | \$ -                           | \$ 5,000 00              | 0     |
| Jewish Community Center in Manhattan<br>334 Amsterdam Avenue<br>New York, NY 10023<br><i>In support of the Jewish Education<br/>Re-Design Project</i><br>\$25 000 00<br>2011  | 501c(3)    | \$0 00                    | \$25,000 00             | \$0 00          | \$25 000 00         | \$0 00                 | \$ -                           | \$ 25,000 00             | 0     |
| The Jewish Community Center of the<br>North Shore, Inc.<br>4 Community Road<br>Marblehead, MA 01945<br><i>North Shore Teen Initiative</i><br>\$981,043 00<br>2008             | 501c(3)    | \$38,330 00               | \$0 00                  | \$0 00          | \$20,000 00         | \$18,330 00            | \$ 20,000 00                   | \$ -                     | 0     |
| The Jewish Community Center of the<br>North Shore, Inc.<br>4 Community Road<br>Marblehead, MA 01945<br><i>North Shore Teen Initiative (2012-2013)</i><br>\$600 000 00<br>2010 | 501c(3)    | \$600,000 00              | \$0 00                  | \$0 00          | \$186,954 00        | \$413,046 00           | \$186,954 00                   | \$ -                     | 0     |

# Schedule of Appropriations and Payments

12/30/2011

## Fiscal Year 2011

Grants Recorded

| Recipient and/or Purpose                                                                                                                                                          | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded Prior to 2011, In 2011; |              |       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|-----------------------------------------|--------------|-------|
|                                                                                                                                                                                   |            |                           |                         |                 |                     |                        | Paid in 2011                            | Paid in 2011 | Check |
| Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties                                                                                            | 501c(3)    | \$72,600 00               | \$0 00                  | \$0 00          | \$59,239 00         | \$13,361 00            | \$ 59,239 00                            | \$ -         | 0     |
| 121 Stuart Street<br>San Francisco, CA 94105<br>PJ Library<br>\$435,622 00<br>2008                                                                                                |            |                           |                         |                 |                     |                        |                                         |              |       |
| Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties                                                                                            | 501c(3)    | \$1,050,000 00            | \$0 00                  | \$0 00          | \$989,997 00        | \$ 60,003 00           | \$989,997 00                            | \$ -         | 0     |
| 121 Stuart Street<br>San Francisco, CA 94105<br>Jewish Education Challenge Grant<br>\$1,575,000 00<br>2010                                                                        |            |                           |                         |                 |                     |                        |                                         |              |       |
| Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties                                                                                            | 501c(3)    | \$645,512 00              | \$0 00                  | \$0 00          | \$235,600 00        | \$409,912 00           | \$235,600 00                            | \$ -         | 0     |
| 121 Stuart Street<br>San Francisco, CA 94105<br>Early Childhood Education Specialist<br>Program of the Jewish Early Childhood Education Initiative (ECCI)<br>\$645,512 00<br>2010 |            |                           |                         |                 |                     |                        |                                         |              |       |
| Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties                                                                                            | 501c(3)    | \$0 00                    | \$10,000 00             | \$0 00          | \$10,000 00         | \$0 00                 | \$ -                                    | \$ 10,000 00 | 0     |
| 121 Stuart Street<br>San Francisco, CA 94105<br>2011 Israel in the Garden<br>\$10,000 00<br>2011                                                                                  |            |                           |                         |                 |                     |                        |                                         |              |       |
| Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties                                                                                            | 501c(3)    | \$0 00                    | \$25,000 00             | \$0 00          | \$25,000 00         | \$0 00                 | \$ -                                    | \$ 25,000 00 | 0     |
| 121 Stuart Street<br>San Francisco, CA 94105<br>Young Leadership Division Summer trip to Israel<br>\$25,000 00<br>2011                                                            |            |                           |                         |                 |                     |                        |                                         |              |       |

# Schedule of Appropriations and Payments

## Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                                                                                                                                                      | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------------|
|                                                                                                                                                                                                                                                                                                             |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check       |
| Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties<br>121 Stewart Street<br>San Francisco CA 94105<br><i>P/J Library Renewal (2011-2014)</i><br>\$195,000 00<br>2011                                                                                                    | 501c(3)    | \$0 00                    | \$195 000 00            | \$0 00          | \$43,000 00         | \$152 000 00           | \$ -                           | \$ -                     | 43,000 00 0 |
| Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties<br>121 Stewart Street<br>San Francisco, CA 94105<br><i>To establish the Allie Edelsberg Philanthropic Fund to enrich Shabbat services and the camp experience at Jewish residential camps</i><br>\$55 440 00<br>2011 | 501c(3)    | \$0 00                    | \$55 440 00             | \$0 00          | \$55 440 00         | \$0 00                 | \$ -                           | \$ -                     | 55,440 00 0 |
| Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties<br>121 Stewart Street<br>San Francisco, CA 94105<br><i>To establish the Allie Edelsberg Philanthropic Fund to enrich Shabbat services and the camp experience at Jewish residential camps</i><br>\$55 440 00<br>2011 | 501c(3)    | \$0 00                    | \$10,000 00             | \$0 00          | \$10,000 00         | \$0 00                 | \$ -                           | \$ -                     | 10,000 00 0 |
| Jewish Federation of the Greater East Bay<br>300 Grand Avenue<br>Oakland, CA 94610-4826<br><i>P/J Library</i><br>\$335 854 00<br>2008                                                                                                                                                                       | 501c(3)    | \$130 880 00              | \$0 00                  | \$0 00          | \$100,000 00        | \$30 880 00            | \$100,000 00                   | \$ -                     | 0           |
| Jewish Federation of the Greater East Bay<br>300 Grand Avenue<br>Oakland, CA 94610-4826<br><i>P/J Library Renewal</i><br>\$56 000 00<br>2011                                                                                                                                                                | 501c(3)    | \$0 00                    | \$56,000 00             | \$0 00          | \$0 00              | \$56,000 00            | \$ -                           | \$ -                     | 0           |

# Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                                                  | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
|                                                                                                                                                                                                         |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011 | in 2011,<br>Paid In 2011 | Check |
| The Jewish Community High School of the Bay<br>1835 Ellis Street<br>San Francisco, CA 94115<br><i>General Support in Honor of the 10th Anniversary Gala</i><br>\$10,000.00<br>2011                      | 501c(3)    | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                           | \$ 10,000.00             | 0     |
| The Jewish Community High School of the Bay<br>1835 Ellis Street<br>San Francisco, CA 94115<br><i>Support of School</i><br>\$5,000.00<br>2011                                                           | 501c(3)    | \$0.00                    | \$5,000.00              | \$0.00          | \$5,000.00          | \$0.00                 | \$ -                           | \$ 5,000.00              | 0     |
| The Jewish Community High School of the Bay<br>1835 Ellis Street<br>San Francisco, CA 94115<br><i>Scholarships in honor of 10th Anniversary Gala</i><br>\$25,000.00<br>2011                             | 501c(3)    | \$0.00                    | \$25,000.00             | \$0.00          | \$25,000.00         | \$0.00                 | \$ -                           | \$ 25,000.00             | 0     |
| The Jewish Community High School of the Bay<br>1835 Ellis Street<br>San Francisco, CA 94115<br><i>Scholarships in honor of the 10th Anniversary Gala</i><br>\$25,000.00<br>2011                         | 501c(3)    | \$0.00                    | \$5,000.00              | \$0.00          | \$5,000.00          | \$0.00                 | \$ -                           | \$ 5,000.00              | 0     |
| Jewish Community Relations Council<br>121 Steuart Street Suite 301<br>San Francisco, CA 94105<br><i>Institute for Curriculum Services - National Teacher Training Initiative</i><br>\$60,740.00<br>2010 | 501c(3)    | \$60,740.00               | \$0.00                  | \$0.00          | \$60,740.00         | \$0.00                 | \$ 60,740.00                   | \$ -                     | 0     |
| Jewish Early Childhood Education Initiative Inc.<br>6 East 39th Street, 10th Floor<br>New York, NY 10016<br><i>General Support (2011-2012)</i><br>\$200,000.00<br>2010                                  | 501c(3)    | \$200,000.00              | \$0.00                  | -\$200,000.00   | \$0.00              | \$0.00                 | \$ 0.00                        | \$ -                     | 0     |

## Schedule of Appropriations and Payments

| 12/30/2011                                                                                                                                                                                                                                                      |            | Fiscal Year 2011       |                      |                |                  |                     | Grants Recorded             |                       |       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------------------|----------------------|----------------|------------------|---------------------|-----------------------------|-----------------------|-------|
| Recipient and/or Purpose                                                                                                                                                                                                                                        | Tax Status | Beginning Balance 2011 | Newly Allocated 2011 | Amended 2011   | Amount Paid 2011 | Ending Balance 2011 | Prior to 2011, Paid In 2011 | In 2011, Paid In 2011 | Check |
| Jewish Education Service of North America, Inc<br>318 West 39th Street 5th Floor<br>New York, NY 10018<br><i>General operating support on the occasion of JESNA's 30th Anniversary Celebration</i><br>\$2,500 00<br>2011                                        | 501c(3)    | \$0 00                 | \$2,500 00           | \$0 00         | \$2,500 00       | \$0 00              | \$ -                        | \$ 2,500 00           | 0     |
| Jewish Family and Childrens Services<br>The Miriam Schultz Grunfeld Professional Building<br>2150 Post Street<br>San Francisco, CA 94115<br><i>For Holocaust Center of Northern California's high school Holocaust education program</i><br>\$10,000 00<br>2011 | 501c(3)    | \$0 00                 | \$10,000 00          | \$0 00         | \$10,000 00      | \$0 00              | \$ -                        | \$ 10,000 00          | 0     |
| Jewish Federation Council of Greater Los Angeles<br>Goldsmith Center<br>6505 Wilshire Blvd<br>Los Angeles, CA 90048<br><i>High school affordability initiative</i><br>\$12,700 000 00<br>2008                                                                   | 501c(3)    | \$0 00                 | \$0 00               | \$1,990,286 00 | \$1,990,286 00   | \$0 00              | \$1,990,286 00              | \$ -                  | 0     |
| Jewish Federation Council of Greater Los Angeles<br>Goldsmith Center<br>6505 Wilshire Blvd<br>Los Angeles, CA 90048<br><i>Jewish Education Challenge Grant</i><br>\$1,125,000 00<br>2010                                                                        | 501c(3)    | \$750,000 00           | \$0 00               | \$0 00         | \$749,520 00     | \$ 480 00           | \$749,520 00                | \$ -                  | 0     |
| The Jewish Federation of Greater Washington<br>6101 Montrose Road<br>Rockville, MD 20852<br><i>Education Emergency Grant</i><br>\$2,500 000 00<br>2009                                                                                                          | 501c(3)    | \$361,787 00           | \$0 00               | \$0 00         | \$361,787 00     | \$0 00              | \$361,787 00                | \$ -                  | 0     |

# **Schedule of Appropriations and Payments** 12/30/2011

| Fiscal Year 2011                                                                                                                          |            |                   |                 | Grants Recorded Grants Recorded |              |                |       |
|-------------------------------------------------------------------------------------------------------------------------------------------|------------|-------------------|-----------------|---------------------------------|--------------|----------------|-------|
| Recipient and/or Purpose                                                                                                                  | Tax Status | Beginning Balance | Newly Allocated | Amended                         | Amount Paid  | Ending Balance | Check |
|                                                                                                                                           |            |                   |                 |                                 |              |                |       |
| The Jewish Federation of Greater Washington                                                                                               | 501c(3)    | \$ 750 000 00     | \$0 00          | \$0 00                          | \$750,000 00 | \$ 0 00        | 0     |
| 6101 Montrose Road<br>Rockville, MD 20852<br><i>Jewish Education Challenge Grant</i><br>\$1,125,000 00<br>2010                            |            |                   |                 |                                 |              |                |       |
| Jewish Federation of Silicon Valley                                                                                                       | 501c(3)    | \$64 461 00       | \$0 00          | \$0 00                          | \$47,000 00  | \$17 461 00    | 0     |
| 14855 Oka Road<br>Los Gatos, CA 95032<br><i>PI Library</i><br>\$150,000 00<br>2008                                                        |            |                   |                 |                                 |              |                |       |
| Jewish Federation of the North Shore, Inc.                                                                                                | 501c(3)    | \$150 000 00      | \$0 00          | \$0 00                          | \$150 000 00 | \$ 0 00        | 0     |
| 39 Norman Street, Suite 302<br>Salem MA 01970<br><i>Jewish Education Challenge Grant</i><br>\$225 000 00<br>2010                          |            |                   |                 |                                 |              |                |       |
| Jewish Federation of the North Shore, Inc                                                                                                 | 501c(3)    | \$0 00            | \$25,000 00     | \$0 00                          | \$25 000 00  | \$0 00         | 0     |
| 39 Norman Street, Suite 302<br>Salem MA 01970<br><i>Ikkarim and other young Jewish community education program</i><br>\$25 000 00<br>2011 |            |                   |                 |                                 |              |                |       |
| Jewish Funders Network                                                                                                                    | 501c(3)    | \$0 00            | \$15,000 00     | \$0 00                          | \$15,000 00  | \$0 00         | 0     |
| 150 West 30th Street, Suite 900<br>New York, NY 10001<br><i>Jewish Funders Network membership renewal</i><br>\$15 000 00<br>2011          |            |                   |                 |                                 |              |                |       |
| Jewish Milestones                                                                                                                         | 501c(3)    | \$5 400 00        | \$0 00          | \$0 00                          | \$5,400 00   | \$0 00         | 0     |
| 748 Gilman Street<br>Berkeley, CA 94710-1327<br><i>For educational resources</i><br>\$5 400 00<br>2010                                    |            |                   |                 |                                 |              |                |       |

# Schedule of Appropriations and Payments

## Fiscal Year 2011

| 12/31/2011<br>Recipient and/or Purpose                                                                                                                                  | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded Grants Recorded |                          |       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|---------------------------------|--------------------------|-------|
|                                                                                                                                                                         |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011  | In 2011,<br>Paid in 2011 | Check |
| Jewish Student Union<br>149 Westchester Avenue #32<br>Port Chester, NY 10573<br><i>Expansion and Capital Support</i><br>\$1,476,500.00<br>2010                          | 501c(3)    | \$1,227,750.00            | \$0.00                  | \$0.00          | \$541,500.00        | \$686,250.00           | \$541,500.00                    | \$ -                     | 0     |
| Jewish Student Union<br>149 Westchester Avenue #32<br>Port Chester, NY 10573<br><i>Education</i><br>\$5,000.00<br>2011                                                  | 501c(3)    | \$0.00                    | \$5,000.00              | \$0.00          | \$5,000.00          | \$0.00                 | \$ -                            | \$ 5,000.00              | 0     |
| Jewish Theological Seminary of America<br>3080 Broadway<br>New York, NY 10027<br><i>JITF Education Initiative</i><br>\$14,999,561.00<br>2009                            | 501c(3)    | \$12,428,492.00           | \$0.00                  | \$0.00          | \$2,432,507.00      | \$9,995,985.00         | \$2,432,507.00                  | \$ -                     | 0     |
| Madison Jewish Day School Inc<br>2702 Arbor Drive<br>Madison, WI 53711-1825<br><i>Curriculum materials and staff<br/>professional development</i><br>\$5,000.00<br>2011 | 501c(3)    | \$0.00                    | \$5,000.00              | \$0.00          | \$5,000.00          | \$0.00                 | \$ -                            | \$ 5,000.00              | 0     |
| Madison Jewish Day School Inc<br>2702 Arbor Drive<br>Madison, WI 53711-1825<br><i>General Support</i><br>\$10,000.00<br>2011                                            | 501c(3)    | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                            | \$ 10,000.00             | 0     |
| Maimonides Academy<br>310 N. Humley Drive<br>Los Angeles, CA 90048<br><i>Scholarships</i><br>\$10,000.00<br>2011                                                        | 501c(3)    | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                            | \$ 10,000.00             | 0     |
| Maimonides Academy<br>310 N. Humley Drive<br>Los Angeles, CA 90048<br><i>Scholarships</i><br>\$5,000.00<br>2011                                                         | 501c(3)    | \$0.00                    | \$5,000.00              | \$0.00          | \$5,000.00          | \$0.00                 | \$ -                            | \$ 5,000.00              | 0     |

## Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/31/2011<br>Recipient and/or Purpose                                                                                                                                                                          | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
|                                                                                                                                                                                                                 |            |                           |                         |                 |                     |                        | Prior to 2011;<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check |
| Mechon Hadar<br>190 Amsterdam<br>New York, NY 10023<br>Program Expansion<br>\$1,375,000.00<br>2009                                                                                                              | 501c(3)    | \$150,000.00              | \$0.00                  | \$0.00          | \$150,000.00        | \$0.00                 | \$150,000.00                   | -                        | 0     |
| Moishe Foundation<br>1330 Broadway, Suite 801<br>Oakland, CA 94612<br>Education Expansion Organizational<br>Capacity<br>\$1,250,000.00<br>2009                                                                  | 501c(3)    | \$436,600.00              | \$0.00                  | \$0.00          | \$281,545.00        | \$155,055.00           | \$281,545.00                   | -                        | 0     |
| Moishe Foundation<br>1330 Broadway, Suite 801<br>Oakland, CA 94612<br>1 2 Challenge Grant to leverage local<br>general support to start a new Moishe<br>House in either Miami or Atlanta<br>\$33,500.00<br>2010 | 501c(3)    | \$0.00                    | \$0.00                  | \$33,500.00     | \$33,500.00         | \$0.00                 | \$33,500.00                    | -                        | 0     |
| Moishe Foundation<br>1330 Broadway, Suite 801<br>Oakland, CA 94612<br>North American Resident Training<br>Conference<br>\$46,000.00<br>2011                                                                     | 501c(3)    | \$0.00                    | \$46,000.00             | \$0.00          | \$46,000.00         | \$0.00                 | \$                             | \$46,000.00              | 0     |
| Moishe Foundation<br>1330 Broadway, Suite 801<br>Oakland, CA 94612<br>Planning for Strategic Growth<br>\$100,000.00<br>2011                                                                                     | 501c(3)    | \$0.00                    | \$100,000.00            | \$0.00          | \$0.00              | \$100,000.00           | \$                             | \$                       | 0     |
| The Nesiya Institute<br>234 Fifth Avenue Suite 411<br>New York, NY 10001<br>Scholarship assistance for three students<br>attending<br>the 2011 summer program<br>\$18,000.00<br>2011                            | 501c(3)    | \$0.00                    | \$18,000.00             | \$0.00          | \$18,000.00         | \$0.00                 | \$                             | \$18,000.00              | 0     |

# Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                          | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded Grants Recorded |                          |       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|---------------------------------|--------------------------|-------|
|                                                                                                                                                                                 |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011  | In 2011,<br>Paid in 2011 | Check |
| Network for Research in Jewish Education, Inc.<br>318 W. 39th Street, 5th Floor<br>New York, NY 10018<br><i>General Support of 2011 NRJE Conference</i><br>\$2,500 00           | 501c(3)    | \$0 00                    | \$2,500 00              | \$0 00          | \$2,500 00          | \$0 00                 | \$ -                            | \$ 2,500 00              | 0     |
| New Community Jewish High School<br>7353 Valley Circle Blvd<br>West Hills CA 91304<br><i>General operating support</i><br>\$5,000 00                                            | 501c(3)    | \$0 00                    | \$5,000 00              | \$0 00          | \$5,000 00          | \$0 00                 | \$ -                            | \$ 5,000 00              | 0     |
| New Teacher Center<br>725 Front Street Suite 400<br>Santa Cruz, CA 95060<br><i>INTP Expansion into Baltimore and Washington DC</i><br>\$1,719,622 00                            | 501c(3)    | \$ 418,220 00             | \$0 00                  | (\$19,535 00)   | \$398,685 00        | \$ 0 00                | \$398,685 00                    | \$ -                     | 0     |
| New York University<br>70 Washington Square South, 1216<br>New York, NY 10012<br><i>Jim Joseph Foundation Graduate Student Fellowships</i><br>\$5,035,379 00                    | 501c(3)    | \$3,417,895 00            | \$0 00                  | \$0 00          | \$1,035,156 00      | \$2,382,739 00         | \$1,035,156 00                  | \$ -                     | 0     |
| New York University<br>70 Washington Square South, 1216<br>New York, NY 10012<br><i>Berman Jewish Policy Archive Jewish Survey Question Bank</i><br>\$95,000 00                 | 501c(3)    | \$0 00                    | \$95,000 00             | \$0 00          | \$10,000 00         | \$85,000 00            | \$ -                            | \$ 10,000 00             | 0     |
| Pardes Institute of Jewish Studies North America Inc<br>5 West 37th Street, Suite 802<br>New York, NY 10018<br><i>Pardes Educators Program Alumni Network</i><br>\$2,062,615 00 | 501c(3)    | \$575,196 00              | \$0 00                  | \$0 00          | \$456,506 00        | \$118,690 00           | \$456,506 00                    | \$ -                     | 0     |

# Schedule of Appropriations and Payments

## Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                                                                                                   | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
|                                                                                                                                                                                                                                                          |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check |
| Partnership for Excellence in Jewish Education Inc                                                                                                                                                                                                       | 501c(3)    | \$300 000 00              | \$0 00                  | \$0 00          | \$300 000 00        | \$0 00                 | \$300 000 00                   | \$ -                     | 0     |
| 88 Broad Street 6th Floor<br>Boston, MA 02110<br>2007-2011 General Support<br>\$1 500 000 00<br>2006                                                                                                                                                     |            |                           |                         |                 |                     |                        |                                |                          |       |
| Peninsula Jewish Community Center                                                                                                                                                                                                                        | 501c(3)    | \$0 00                    | \$4 500 00              | \$0 00          | \$4 500 00          | \$0 00                 | \$ -                           | \$ 4,500 00              | 0     |
| 800 Foster City Blvd<br>Foster City CA 94404<br>Teen Program<br>\$4 500 00<br>2011                                                                                                                                                                       |            |                           |                         |                 |                     |                        |                                |                          |       |
| Peninsula Temple Beth El                                                                                                                                                                                                                                 | 501c(3)    | \$0 00                    | \$45,000 00             | \$0 00          | \$45,000 00         | \$0 00                 | \$ -                           | \$ 45,000 00             | 0     |
| 1700 Alameda de las Pulgas<br>San Mateo, CA 94403<br>\$25,000 to support the educator position<br>and \$20,000 to the Peninsula Temple Beth<br>El Grether program<br>\$45 000 00<br>2011                                                                 |            |                           |                         |                 |                     |                        |                                |                          |       |
| Peninsula Temple Beth El                                                                                                                                                                                                                                 | 501c(3)    | \$0 00                    | \$25 000 00             | \$0 00          | \$25,000 00         | \$0 00                 | \$ -                           | \$ 25 000 00             | 0     |
| 1700 Alameda de las Pulgas<br>San Mateo, CA 94403<br>Seed Funding of Jewish Rabbi Educator -<br>Final Year<br>\$25 000 00<br>2011                                                                                                                        |            |                           |                         |                 |                     |                        |                                |                          |       |
| Peninsula Temple Beth El                                                                                                                                                                                                                                 | 501c(3)    | \$0 00                    | \$25 000 00             | \$0 00          | \$25,000 00         | \$0 00                 | \$ -                           | \$ 25 000 00             | 0     |
| 1700 Alameda de las Pulgas<br>San Mateo, CA 94403<br>To Support Educator Program<br>\$25 000 00<br>2011                                                                                                                                                  |            |                           |                         |                 |                     |                        |                                |                          |       |
| Portland State University Foundation                                                                                                                                                                                                                     | 501c(3)    | \$0 00                    | \$5 000 00              | \$0 00          | \$5 000 00          | \$0 00                 | \$ -                           | \$ 5,000 00              | 0     |
| 2125 SW Fourth Avenue Suite 510<br>Portland, OR 97201<br>For scholarship assistance as part of the<br>Lorry Lokey Israel Travel Fund to send<br>Jewish students in the Judaic Studies<br>program to Israel for travel and research<br>\$5 000 00<br>2011 |            |                           |                         |                 |                     |                        |                                |                          |       |

# Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                                                                                                            | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
|                                                                                                                                                                                                                                                                   |            |                           |                         |                 |                     |                        | Prior to 2011;<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check |
| Reboot, Inc.<br>245 Russell Street Unit 20<br>Hadley, MA 01035<br>Five Year Expansion<br>\$3,147,490 00<br>2008                                                                                                                                                   | 501c(3)    | \$1,858,735 00            | \$0 00                  | \$0 00          | \$748,971 00        | \$1,109,764 00         | \$748,971 00                   | -                        | 0     |
| Reboot, Inc.<br>245 Russell Street Unit 20<br>Hadley, MA 01035<br>For the Idolsalm Society for Musical<br>Preservation World's First Jewish Pop-Up<br>Record Store in San Francisco<br>\$10,000 00<br>2011                                                        | 501c(3)    | \$0 00                    | \$10,000 00             | \$0 00          | \$10,000 00         | \$0 00                 | \$ -                           | \$10,000 00              | 0     |
| Reboot, Inc.<br>245 Russell Street Unit 20<br>Hadley, MA 01035<br>Program Fund<br>\$50,000 00<br>2011                                                                                                                                                             | 501c(3)    | \$0 00                    | \$50,000 00             | \$0 00          | \$50,000 00         | \$0 00                 | \$ -                           | \$50,000 00              | 0     |
| Repair the World<br>555 8th Avenue, Suite 1703<br>New York, NY 10018<br>Platform for Jewish Service Learning<br>\$5,000,000 00<br>2008                                                                                                                            | 501c(3)    | \$3,000,000 00            | \$0 00                  | \$0 00          | \$1,000,000 00      | \$2,000,000 00         | \$1,000,000 00                 | -                        | 0     |
| Repair the World<br>555 8th Avenue Suite 1703<br>New York, NY 10018<br>To support Repair the World's<br>underwriting of the upcoming issue of<br>Journal of Jewish Communal Service<br>dedicated to the field of Jewish<br>service-learning<br>\$7,500 00<br>2011 | 501c(3)    | \$0 00                    | \$7,500 00              | \$0 00          | \$7,500 00          | \$0 00                 | \$ -                           | \$7,500 00               | 0     |
| Repair the World<br>555 8th Avenue Suite 1703<br>New York, NY 10018<br>Jewish Service-Learning in Israel<br>\$215,050 00<br>2011                                                                                                                                  | 501c(3)    | \$0 00                    | \$215,050 00            | \$0 00          | \$0 00              | \$215,050 00           | \$ -                           | -                        | 0     |

# Schedule of Appropriations and Payments

Fiscal Year 2011

| Recipient and/or Purpose<br>12/31/2011                                                                                                                                                                    | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded Grants Recorded |                          |       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|---------------------------------|--------------------------|-------|
|                                                                                                                                                                                                           |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011  | in 2011,<br>Paid in 2011 | Check |
| Repair the World<br>555 8th Avenue Suite 1703<br>New York, NY 10018<br>General Support<br>\$50,000.00<br>2011                                                                                             | 501c(3)    | \$0.00                    | \$50,000.00             | \$0.00          | \$50,000.00         | \$0.00                 | \$ -                            | \$ 50,000.00             | 0     |
| Ronald C. Wornick Jewish Day School<br>800 Foster City Blvd Building 830<br>Foster City, CA 94404<br>Scholarships<br>\$5,000.00<br>2011                                                                   | 501c(3)    | \$0.00                    | \$5,000.00              | \$0.00          | \$5,000.00          | \$0.00                 | \$ -                            | \$ 5,000.00              | 0     |
| Sesame Workshop<br>One Lincoln Plaza<br>New York, NY 10023<br>Shalom Sesame Educational Initiative<br>\$1,000,000.00<br>2009                                                                              | 501c(3)    | \$300,000.00              | \$0.00                  | \$0.00          | \$100,000.00        | \$200,000.00           | \$100,000.00                    | \$ -                     | 0     |
| Shalhevet High School<br>910 S. Fairfax<br>Los Angeles CA 90036-1419<br>Scholarships and operations<br>\$10,000.00<br>2011                                                                                | 501c(3)    | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                            | \$ 10,000.00             | 0     |
| Shalhevet High School<br>910 S. Fairfax<br>Los Angeles CA 90036-1419<br>Tuition<br>\$7,500.00<br>2011                                                                                                     | 501c(3)    | \$0.00                    | \$7,500.00              | \$0.00          | \$7,500.00          | \$0.00                 | \$ -                            | \$ 7,500.00              | 0     |
| The Shalom Hartman Institute of North America<br>One Pennsylvania Plaza Suite 1606<br>New York, NY 10119<br>Melanahim Training community high school teachers for North America<br>\$2,412,000.00<br>2007 | 501c(3)    | \$672,000.00              | \$0.00                  | \$0.00          | \$500,000.00        | \$172,000.00           | \$500,000.00                    | \$ -                     | 0     |
| Sixth & I Historic Synagogue<br>600 I Street, NW<br>Washington DC 20001<br>Jewish Welcome Workshop<br>\$20,000.00<br>2011                                                                                 |            | \$0.00                    | \$20,000.00             | \$0.00          | \$20,000.00         | \$0.00                 | \$ -                            | \$ 20,000.00             | 0     |

# Schedule of Appropriations and Payments

Fiscal Year 2011

| 12/30/2011<br>Recipient and/or Purpose                                                                                                                                                                                                           | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011 | Amount Paid<br>2011 | Ending Balance<br>2011 | Grants Recorded                |                          |       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------|---------------------|------------------------|--------------------------------|--------------------------|-------|
|                                                                                                                                                                                                                                                  |            |                           |                         |                 |                     |                        | Prior to 2011,<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check |
| Temple B'nai Abraham<br>200 East Lohrop Street<br>Beverly, MA 01915<br>Support for joint youth director with<br>Temple Beth Shalom<br>\$10,000.00<br>2011                                                                                        |            | \$0.00                    | \$10,000.00             | \$0.00          | \$10,000.00         | \$0.00                 | \$ -                           | \$ 10,000.00             | 0     |
| Temple Beth Eliehim<br>10 Bethel Road<br>Wellesley MA 02481<br>Development of integration of informal<br>education with core curriculum including<br>professional development<br>\$25,000.00<br>2011                                             | 501c(3)    | \$0.00                    | \$25,000.00             | \$0.00          | \$25,000.00         | \$0.00                 | \$ -                           | \$ 25,000.00             | 0     |
| Union for Reform Judaism<br>633 Third Avenue<br>New York, NY 10017-6778<br>To establish the Allie Edelberg<br>Endowment Fund for the purpose of<br>enriching Shabbat services and the camp<br>experience at Goldman Union Camp<br>\$0.00<br>2010 | 501c(3)    | \$0.00                    | \$0.00                  | -\$50,000.00    | -\$50,000.00        | \$0.00                 | -\$ 50,000.00                  | \$ -                     | 0     |
| Union for Reform Judaism<br>633 Third Avenue<br>New York, NY 10017-6778<br>Build support for Teen Engagement<br>\$25,000.00<br>2011                                                                                                              | 501c(3)    | \$0.00                    | \$25,000.00             | \$0.00          | \$25,000.00         | \$0.00                 | \$ -                           | \$ 25,000.00             | 0     |
| Upstart Bay Area<br>332 Pine Street Suite 600<br>San Francisco, CA 94104<br>Experiential Education Training for<br>Leaders of New Jewish Immigrants<br>\$250,000.00<br>2009                                                                      | 501c(3)    | \$25,000.00               | \$0.00                  | \$0.00          | \$25,000.00         | \$0.00                 | \$ 25,000.00                   | \$ -                     | 0     |
| Upstart Bay Area<br>332 Pine Street Suite 600<br>San Francisco, CA 94104<br>Support of Zeck magazine's Jewish<br>education edition<br>\$3,500.00<br>2011                                                                                         | 501c(3)    | \$0.00                    | \$3,500.00              | \$0.00          | \$3,500.00          | \$0.00                 | \$ -                           | \$ 3,500.00              | 0     |

**Schedule of Appropriations and Payments**  
12/30/2011

**Fiscal Year 2011**

| Recipient and/or Purpose                                                                                                                                                                | Tax Status | Beginning Balance<br>2011 | Newly Allocated<br>2011 | Amended<br>2011       | Amount Paid<br>2011    | Ending Balance<br>2011 | Grants Recorded                |                          |               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-----------------------|------------------------|------------------------|--------------------------------|--------------------------|---------------|
|                                                                                                                                                                                         |            |                           |                         |                       |                        |                        | Prior to 2011,<br>Paid in 2011 | In 2011,<br>Paid in 2011 | Check         |
| Yeshiva University<br>500 West 185th Street<br>New York, NY 10033<br>JIT Education Initiative<br>\$15,000,000.00                                                                        | 501c(3)    | \$11,739,300.00           | \$0.00                  | \$0.00                | \$2,961,401.00         | \$8,777,899.00         | \$2,961,401.00                 | \$ -                     | 0             |
| Yeshivat Chovevei Torah Rabbinical<br>School<br>3700 Henry Hudson Parkway, Second Floor<br>Riversdale, NY 10463<br>Organizational Capital Building<br>Challenge Grant<br>\$3,000,000.00 | 501c(3)    | \$0.00                    | \$500,000.00            | \$416,116.00          | \$566,216.00           | \$349,900.00           | \$ -                           | \$566,216.00             | 0             |
| <b>Grand Totals (139 Items)</b>                                                                                                                                                         |            | <b>\$99,113,344.00</b>    | <b>\$9,643,300.00</b>   | <b>\$2,099,921.67</b> | <b>\$38,638,304.67</b> | <b>\$72,198,261.00</b> | <b>\$35,087,973.67</b>         | <b>\$3,570,331.00</b>    | <b>\$0.00</b> |

Amounts approved for future payment during 2011 \$9,643,300.00

Grant amounts amended during 2011 \$2,099,921.67

Amounts set aside in 2011 and unpaid at 12/31/11 0

Less 2011 payments of above amounts -\$3,570,331.00

Approved for future payment (Part XV, Line 3b) \$8,172,890.67

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **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 ☒
- 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](http://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.

|                      |                                                                                         |                                                       |
|----------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------|
| <b>Type or print</b> | Name of exempt organization or other filer, see instructions.                           | Employer identification number (EIN) or               |
|                      | <b>THE SHIMON BEN JOSEPH FOUNDATION</b>                                                 | <input checked="" type="checkbox"/> <b>33-1114104</b> |
|                      | Number, street, and room or suite no. If a P.O. box, see instructions.                  | Social security number (SSN)                          |
|                      | <b>1590 DREW AVENUE, NO. 200</b>                                                        | <input type="checkbox"/>                              |
|                      | City, town or post office, state, and ZIP code For a foreign address, see instructions. |                                                       |
|                      | <b>DAVIS, CA 95618</b>                                                                  |                                                       |

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

**04**

| 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          |

**MARY SEABURY**

- The books are in the care of ► **1590 DREW AVENUE, SUITE 200 - DAVIS, CA 95618**  
Telephone No. ► **530-758-9210** 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 **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2011** or  
► ☐ tax year beginning , and ending .

- 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

|                                                                                                                                                                                             |           |    |                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|-----------------|
| <b>3a</b> 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                                    | <b>3a</b> | \$ | <b>123,487.</b> |
| <b>b</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 | <b>3b</b> | \$ | <b>123,487.</b> |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.             | <b>3c</b> | \$ | <b>0.</b>       |

**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.

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

Form **8868** (Rev. 1-2012)

• 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).

Enter filer's identifying number, see instructions

|                                                                                     |                                                                                          |                                                |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|------------------------------------------------|
| Type or print<br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions                             | Employer identification number (EIN) or        |
|                                                                                     | THE SHIMON BEN JOSEPH FOUNDATION                                                         | <input checked="" type="checkbox"/> 33-1114104 |
|                                                                                     | Number, street, and room or suite no. If a P.O. box, see instructions.                   | Social security number (SSN)                   |
|                                                                                     | 1590 DREW AVENUE, NO. 200                                                                | <input type="checkbox"/>                       |
|                                                                                     | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                                |
|                                                                                     | DAVIS, CA 95618                                                                          |                                                |

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

04

| Application Is For                       | Return Code | Application Is For | Return Code |
|------------------------------------------|-------------|--------------------|-------------|
| Form 990                                 | 01          |                    |             |
| 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          |

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

MARY SEABURY

• The books are in the care of ☒ 1590 DREW AVENUE, SUITE 200 - DAVIS, CA 95618

Telephone No. ☒ 530-758-9210

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 NOVEMBER 15, 2012.

5 For calendar year 2011, or other tax year beginning                     , and ending                     .

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 GATHER INFORMATION NECESSARY IN ORDER TO PREPARE AND FILE A COMPLETE AND ACCURATE 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 | \$ | 123,487. |
| 8b 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 | \$ | 123,487. |
| 8c <b>Balance due.</b> 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 must be completed for Part II only.**

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 ☒ Sharon Seabach Title ☒ CPA Date ☒ 8/7/12

Form 8868 (Rev. 1-2012)