Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , **and ending**

Name of foundation
THE ROSALINDE AND ARTHUR GILBERT
FOUNDATION

A Employer identification number
56-2305694

Number and street (or P O box number if mail is not delivered to street address): 2730 WILSHIRE BOULEVARD
Room/suite: 301

B Telephone number
310-477-5252

City or town, state, and ZIP code
SANTA MONICA, CA 90403

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 201,559,723.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	2,443,160.	2,322,811.		STATEMENT 1
5a	Gross rents	10,848,047.	10,848,047.		STATEMENT 2
b	Net rental income or (loss) 7,925,693.				STATEMENT 3
6a	Net gain or (loss) from sale of assets not on line 10	1,290,814.			
b	Gross sales price for all assets on line 6a 22,486,430.				
7	Capital gain net income (from Part IV, line 2)		1,377,121.		
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	902,132.	483,290.		STATEMENT 4
12	**Total.** Add lines 1 through 11	15,484,153.	15,031,269.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	497,488.	232,544.		264,944.
14	Other employee salaries and wages	536,685.	402,514.		134,171.
15	Pension plans, employee benefits	15,275.	7,638.		7,637.
16a	Legal fees				
b	Accounting fees STMT 5	41,586.	7,070.		34,516.
c	Other professional fees STMT 6	1,122,726.	624,036.		498,690.
17	Interest	1,325,604.	1,262,980.		0.
18	Taxes STMT 7	906,686.	506,352.		27,244.
19	Depreciation and depletion	1,636,869.	1,636,869.		
20	Occupancy	58,275.	29,137.		29,138.
21	Travel, conferences, and meetings	85,474.	0.		85,474.
22	Printing and publications				
23	Other expenses STMT 8	1,421,588.	1,384,759.		93,968.
24	**Total operating and administrative expenses.** Add lines 13 through 23	7,648,256.	6,093,899.		1,175,782.
25	Contributions, gifts, grants paid	6,873,692.			6,873,692.
26	**Total expenses and disbursements.** Add lines 24 and 25	14,521,948.	6,093,899.		8,049,474.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	962,205.			
b	**Net investment income** (if negative, enter -0-)		8,937,370.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2011) 914

1

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		2,364,650.	4,573,237.	4,573,237.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶	321,358.			
		Less allowance for doubtful accounts ▶		106,595.	321,358.	321,358.
	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 STMT 10▶	2,984,357.			
		Less allowance for doubtful accounts ▶	0.	9,676,250.	2,984,357.	2,984,357.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		402,183.	323,162.	323,162.
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock STMT 11		79,740,633.	81,330,049.	80,504,454.
	c	Investments - corporate bonds STMT 12		250,000.	250,000.	249,870.
	11	Investments - land, buildings, and equipment: basis ▶	93,634,805.			
		Less accumulated depreciation STMT 9 ▶	11,502,835.	90,421,305.	82,131,970.	106,597,677.
	12	Investments - mortgage loans				
	13	Investments - other STMT 13		3,770,515.	6,139,804.	6,005,608.
	14	Land, buildings, and equipment: basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers)		186,732,131.	178,053,937.	201,559,723.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable STMT 14		42,186,862.	32,585,031.	STATEMENT 15
	22	Other liabilities (describe ▶ STATEMENT 16)		359,377.	320,809.	
	23	**Total liabilities** (add lines 17 through 22)		42,546,239.	32,905,840.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted		144,185,892.	145,148,097.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	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**		144,185,892.	145,148,097.	
	31	**Total liabilities and net assets/fund balances**		186,732,131.	178,053,937.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	144,185,892.
2	Enter amount from Part I, line 27a	2	962,205.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	145,148,097.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	145,148,097.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	22,572,737.		21,195,616.	1,377,121.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				1,377,121.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 1,377,121.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	8,084,925.	182,502,970.	.044300
2009	7,763,879.	193,948,015.	.040031
2008	9,605,878.	194,041,241.	.049504
2007	8,887,941.	194,048,009.	.045803
2006	6,966,405.	168,286,596.	.041396

2	Total of line 1, column (d)	2	.221034
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044207
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	192,912,958.
5	Multiply line 4 by line 3	5	8,528,103.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	89,374.
7	Add lines 5 and 6	7	8,617,477.
8	Enter qualifying distributions from Part XII, line 4	8	8,049,474.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	178,747.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	178,747.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	178,747.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	266,560.		
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	266,560.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	87,813.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	87,813.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ WWW.THEGILBERTFOUNDATION.ORG

14 The books are in care of ▶ MONINA UMALI Telephone no ▶310-477-5252

Located at ▶2730 WILSHIRE BOULEVARD, SANTA MONICA, CA ZIP+4 ▶90403

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARTIN H. BLANK, JR. 2730 WILSHIRE BOULEVARD, SUITE 301 SANTA MONICA, CA 90403	SECRETARY/TRUSTEE 40.00	270,400.	6,823.	0.
RICHARD S. ZIMAN 2730 WILSHIRE BOULEVARD, SUITE 301 SANTA MONICA, CA 90403	CEO/TRUSTEE 40.00	194,688.	7,859.	0.
RODNEY FREEMAN 2730 WILSHIRE BOULEVARD, SUITE 301 SANTA MONICA, CA 90403	BOARD MEMBER 1.00	16,200.	0.	0.
MELISSA BORDY 2730 WILSHIRE BOULEVARD, SUITE 301 SANTA MONICA, CA 90403	BOARD MEMBER 1.00	16,200.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHELDON E. KATZER - 2730 WILSHIRE BLVD, #301, SANTA MONICA, CA 90403	ASSET MANAGER 40.00	200,000.	6,468.	0.
MONINA UMALI - 2730 WILSHIRE BLVD, #301, SANTA MONICA, CA 90403	ACCOUNTING MANAGER 40.00	101,795.	19,416.	0.
ROBERTA DIAMOND - 2730 WILSHIRE BLVD, #301, SANTA MONICA, CA 90403	ADMINISTRATOR 40.00	83,555.	19,416.	0.
SEAN M. OSTROVSKY - 2730 WILSHIRE BLVD, #301, SANTA MONICA, CA 90403	GRANT MANAGER 40.00	91,148.	8,193.	0.

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

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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
GEORGINA ASSET MANAGEMENT 270 18TH ST, SANTA MONICA, CA 90402	INVESTMENT SERVICES	400,046.
JANIS MINTON - 2444 WILSHIRE BLVD, #622, SANTA MONICA, CA 90403	CONSULTING	222,500.
MT ASSOCIATES, INC. - 2730 WILSHIRE BLVD #301, SANTA MONICA, CA 90403	CONSULTING	87,750.
SAMUELS & ASSOCIATES - 2730 WILSHIRE BLVD #301, SANTA MONICA, CA 90403	CONSULTING	75,000.
TESSA CARMEN DE ROY - 2730 WILSHIRE BLVD #301, SANTA MONICA, CA 90403	CONSULTING	74,167.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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	68,708,575.
b	Average of monthly cash balances	1b	4,120,469.
c	Fair market value of all other assets	1c	137,148,066.
d	**Total** (add lines 1a, b, and c)	1d	209,977,110.
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	14,126,391.
3	Subtract line 2 from line 1d	3	195,850,719.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,937,761.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	192,912,958.
6	**Minimum investment return** Enter 5% of line 5	6	9,645,648.

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	9,645,648.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 178,747.		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b 152,296.		
c	Add lines 2a and 2b	2c	331,043.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	9,314,605.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,314,605.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	9,314,605.

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	8,049,474.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,049,474.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,049,474.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				9,314,605.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			5,325,919.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 8,049,474.				
a Applied to 2010, but not more than line 2a			5,325,919.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				2,723,555.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				6,591,050.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 17

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VARIOUS SEE STATEMENT A		501(C)(3)		6,873,692.
Total			▶ 3a	6,873,692.
b *Approved for future payment*				
VARIOUS SEE STATEMENT B		501(C)(3)		2,282,212.
Total			▶ 3b	2,282,212.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,443,160.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	7,925,693.	
6 Net rental income or (loss) from personal property					
7 Other investment income	525990	497,365.	16	388,567.	
8 Gain or (loss) from sales of assets other than inventory			18	1,290,814.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MANAGEMENT FEE INCOME	561000	16,200.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		513,565.		12,048,234.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 12,561,799.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date: X 11/13/2012

Title: SECRETARY/TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRIZIA C. COPPING		NOV 12 2012		P00200096

Firm's name ▶ GREEN HASSON & JANKS LLP

Firm's EIN ▶ 95-1777440

Firm's address ▶ 10990 WILSHIRE BLVD., 16TH FLOOR
LOS ANGELES, CA 90024-3929

Phone no (310) 873-1600

Form 990-PF (2011)

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	LOSS ON FORECLOSED PROPERTY	D	09/01/07	11/11/11
b	PIMCO GNMA	P	VARIOUS	VARIOUS
c	PIMCO FDS MORTGAGE BACKED SECURITIES	P	VARIOUS	VARIOUS
d	PIMCO INVESTMENT GRADE CORP BONDS	P	VARIOUS	VARIOUS
e	VANGUARD TOTAL BOND INDEX FUND	P	VARIOUS	VARIOUS
f	OPPENHEIMER INTL BOND FUND	P	VARIOUS	VARIOUS
g	PIMCO EMERGING MARKETS BOND FUND	P	VARIOUS	VARIOUS
h	PIONEER HIGH YIELD	P	VARIOUS	VARIOUS
i	IVY MUNICIPAL HIGH INCOME FUND	P	VARIOUS	VARIOUS
j	DWS FLOATING RATE PLUS FUND	P	VARIOUS	VARIOUS
k	FAIRHOLME FUNDS	P	VARIOUS	VARIOUS
l	MAPLEWOOD ASSOCIATES II LP (IVY)	P	VARIOUS	VARIOUS
m	QUEST TRADING MGRS LTD NON LIQUID	P	VARIOUS	VARIOUS
n	TORREY DEVELOPMENT OFFSHORE FUND	P	VARIOUS	VARIOUS
o	COMPASS HOLDINGS LP	P	VARIOUS	VARIOUS

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		0.	423,086.	<423,086.>
b	2,493,600.		2,383,048.	110,552.
c	1,435,600.		1,361,837.	73,763.
d	1,160,200.		1,110,782.	49,418.
e	8,059,901.		7,537,538.	522,363.
f	1,117,400.		1,114,095.	3,305.
g	366,800.		282,703.	84,097.
h	432,200.		277,739.	154,461.
i	546,809.		557,838.	<11,029.>
j	143,400.		143,099.	301.
k	972,616.		1,000,000.	<27,384.>
l	69,928.		69,928.	0.
m	13,605.		17,453.	<3,848.>
n	23,788.		122,379.	<98,591.>
o	4,523.		362,712.	<358,189.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<423,086.>
b				110,552.
c				73,763.
d				49,418.
e				522,363.
f				3,305.
g				84,097.
h				154,461.
i				<11,029.>
j				301.
k				<27,384.>
l				0.
m				<3,848.>
n				<98,591.>
o				<358,189.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	OCM MEZZANINE FUND II	P	VARIOUS	VARIOUS
b	OPPENHEIMER ACTIVIST FUND LTD	P	VARIOUS	VARIOUS
c	OPPENHEIMER PRIVATE EQUITY	P	VARIOUS	VARIOUS
d	POLESTAR SEG EDISON FUND LTD	P	VARIOUS	VARIOUS
e	POLESTAR SEG FAIRFAX FUND LTD	P	VARIOUS	VARIOUS
f	FORUM	P	VARIOUS	VARIOUS
g	LAFAYETTE EUROPE DOLLAR B	P	VARIOUS	VARIOUS
h	SELECT SECTOR SPDR CONSUMER STAPLES	P	VARIOUS	VARIOUS
i	SELECT SECTOR SPDR HEALTHCARE	P	VARIOUS	VARIOUS
j	ARTISAN INTERNATIONAL FUND	P	VARIOUS	VARIOUS
k	ARTISAN INTERNATIONAL SMALL CAP	P	VARIOUS	VARIOUS
l	ARTISAN MID-CAP VALUE	P	VARIOUS	VARIOUS
m	ARTISAN SMALL CAP VALUE	P	VARIOUS	VARIOUS
n	INVESCO CONVERTIBLE SECURITIES FUND	P	VARIOUS	VARIOUS
o	NICHOLAS II INC.	P	VARIOUS	VARIOUS

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	391,000.		391,000.	0.
b	202,289.		202,289.	0.
c	23,266.		23,266.	0.
d	37,377.		37,377.	0.
e	22,366.		22,366.	0.
f	4,266.		4,266.	0.
g	90,326.		44,811.	45,515.
h	261,649.		244,776.	16,873.
i	271,588.		257,968.	13,620.
j	36,500.		32,767.	3,733.
k	67,500.		61,369.	6,131.
l	12,000.		11,661.	339.
m	1,743,300.		1,550,319.	192,981.
n	15,600.		16,413.	<813.>
o	15,900.		16,538.	<638.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				45,515.
h				16,873.
i				13,620.
j				3,733.
k				6,131.
l				339.
m				192,981.
n				<813.>
o				<638.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION
56-2305694

CONTINUATION FOR 990-PF, PART IV
PAGE 3 OF 3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	NICHOLAS LIMITED EDITION, INC	P	VARIOUS	VARIOUS
b	PROFESSIONALLY MANAGED PORTFOLIOS OSTERWEIS FUND	P	VARIOUS	VARIOUS
c	SSGA EMERGING MARKETS FUND	P	VARIOUS	VARIOUS
d	VANGUARD ENERGY FUND	P	VARIOUS	VARIOUS
e	VANGUARD GROWTH INDEX FUND	P	VARIOUS	VARIOUS
f	VANGUARD VALUE INDEX FUND	P	VARIOUS	VARIOUS
g	SPDR DJ WILSHIRE REIT	P	VARIOUS	VARIOUS
h	SPDR GOLD	P	VARIOUS	VARIOUS
i	K-1 CAPITAL GAINS	P	VARIOUS	VARIOUS
j	MUTUAL FUNDS CAPITAL DISTRIBUTIONS	P	VARIOUS	VARIOUS
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	58,500.		54,165.	4,335.
b	810,028.		739,500.	70,528.
c	83,800.		77,199.	6,601.
d	43,500.		38,268.	5,232.
e	320,000.		294,850.	25,150.
f	36,000.		34,627.	1,373.
g	12,393.		11,253.	1,140.
h	297,004.		264,331.	32,673.
i	86,307.			86,307.
j	789,908.			789,908.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				4,335.
b				70,528.
c				6,601.
d				5,232.
e				25,150.
f				1,373.
g				1,140.
h				32,673.
i				86,307.
j				789,908.
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	1,377,121.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS INVESTMENT FUNDS	2,443,160.	0.	2,443,160.
TOTAL TO FM 990-PF, PART I, LN 4	2,443,160.	0.	2,443,160.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
VARIOUS RENTAL PROPERTIES	1	10,848,047.
TOTAL TO FORM 990-PF, PART I, LINE 5A		10,848,047.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		1,636,869.	
PROPERTY TAXES		474,392.	
LANDLORD EXPENSES		307,869.	
UTILITIES		52,988.	
REPAIRS		81,429.	
SECURITY		81,885.	
OTHER RENTAL EXPENSES		54,987.	
AMORTIZATION		231,935.	
- SUBTOTAL -	1		2,922,354.
TOTAL RENTAL EXPENSES			2,922,354.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			7,925,693.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT IN REAL ESTATE PARTNERSHIP	373,169.	373,169.	
OTHER INVESTMENT INCOME	15,398.	15,203.	
PORTFOLIO INCOME FROM SCHEDULE K-1	0.	94,918.	
INTEREST INCOME	497,365.	0.	
MANAGEMENT FEE INCOME	16,200.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	902,132.	483,290.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	41,586.	7,070.		34,516.
TO FORM 990-PF, PG 1, LN 16B	41,586.	7,070.		34,516.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	515,259.	515,259.		0.
PROFESSIONAL FEES	607,467.	108,777.		498,690.
TO FORM 990-PF, PG 1, LN 16C	1,122,726.	624,036.		498,690.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PROVISION	377,806.	0.		0.
PAYROLL TAXES	54,488.	27,244.		27,244.
K-1 FOREIGN TAXES	0.	4,716.		0.
PROPERTY TAXES	474,392.	474,392.		0.
TO FORM 990-PF, PG 1, LN 18	906,686.	506,352.		27,244.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	40,351.	30,263.		10,088.
INSURANCE	480,771.	423,078.		57,693.
K-1 INVESTMENT EXPENSES	0.	57,139.		0.
DUES AND SUBSCRIPTIONS	34,147.	17,073.		17,074.
AUTOMOBILE	18,226.	9,113.		9,113.
MISCELLANEOUS	37,000.	37,000.		0.
LANDLORD EXPENSES	307,869.	307,869.		0.
UTILITIES	52,988.	52,988.		0.
REPAIRS	81,429.	81,429.		0.
SECURITY	81,885.	81,885.		0.
OTHER RENTAL EXPENSES	54,987.	54,987.		0.
AMORTIZATION	231,935.	231,935.		0.
TO FORM 990-PF, PG 1, LN 23	1,421,588.	1,384,759.		93,968.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS, LAND, AND LEASHOLD IMPROVEMENTS	93,634,805.	11,502,835.	82,131,970.	106,597,677.
TO 990-PF, PART II, LN 11	93,634,805.	11,502,835.	82,131,970.	106,597,677.

FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 10

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
EC GARDEN LAKES			INTEREST ONLY PAYMENTS	5.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
07/14/11	06/13/13	3,250,000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
DEED OF TRUST	INVESTMENT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
	2,984,357.	0.	2,984,357.
TOTAL TO FORM 990-PF, PART II, LINE 7	2,984,357.	0.	2,984,357.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN MUTUAL FUNDS	64,623,850.	65,165,145.
OTHER INVESTMENTS	16,670,203.	15,279,057.
FOREIGN CURRENCY	35,996.	60,252.
TOTAL TO FORM 990-PF, PART II, LINE 10B	81,330,049.	80,504,454.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE OF ISRAEL BONDS	250,000.	249,870.
TOTAL TO FORM 990-PF, PART II, LINE 10C	250,000.	249,870.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JOINT VENTURES- GILBERT BLANK	COST	2,259,635.	2,605,000.
JOINT VENTURES-7000 E. SLAUSON CO.	COST	1,559,561.	1,080,000.
JOINT VENTURE- EC GARDEN LAKES	COST	2,320,608.	2,320,608.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,139,804.	6,005,608.

FORM 990-PF MORTGAGES PAYABLE STATEMENT 14

DESCRIPTION	BALANCE DUE
WELLS FARGO	8,861,951.
CAPMARK BANK	6,325,344.
WELLS FARGO	2,100,000.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B	17,287,295.

FORM 990-PF OTHER NOTES AND LOANS PAYABLE STATEMENT 15

LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
BANK OF AMERICA		INVESTMENTS AND CASH ACCOUNTS

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
		0.	.75%	LINE OF CREDIT

RELATIONSHIP OF LENDER
UNRELATED

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	15,297,736.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B		15,297,736.

FORM 990-PF OTHER LIABILITIES STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
SECURITY DEPOSITS	279,924.	194,815.
DUE TO TENANT(S)	79,453.	125,994.
TOTAL TO FORM 990-PF, PART II, LINE 22	359,377.	320,809.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 17
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBBIE DIAMOND, ADMINISTRATOR
2730 WILSHIRE BLVD., SUITE 301
SANTA MONICA, CA 90403

TELEPHONE NUMBER

N/A

FORM AND CONTENT OF APPLICATIONS

TO REQUEST FUNDING, SUBMIT A BRIEF LETTER OF INQUIRY (1-2 PAGES) THAT INCLUDES THE FOLLOWING INFORMATION:
- A BRIEF DESCRIPTION OF THE ORGANIZATION'S MISSION, OBJECTIVES AND SERVICES.
- HIGHLIGHTS OF 1-2 PROGRAMS WITH A BRIEF DESCRIPTION OF THEIR GOALS AND DESIRED OUTCOMES.
- POPULATION AND GEOGRAPHIC REGION TO BE SERVED.
- THE AMOUNT REQUESTED FROM THE FOUNDATION.

ANY SUBMISSION DEADLINES

LETTERS OF INQUIRY ARE ACCEPTED THROUGHOUT THE YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION FUNDS 501(C)(3) ORGANIZATIONS WITHIN THE FOUNDATION'S AREAS OF FOCUS (COLLEGE ACCESS; EDUCATION AND ECONOMIC DEVELOPMENT IN ISRAEL; DIABETES AND OBESITY PREVENTION; ALZHEIMER'S DISEASE RESEARCH AND CAREGIVER SUPPORT; JEWISH LIFE; ARTS EDUCATION; SELECT PROGRAMS AT UNIVERSITY OF CALIFORNIA, LOS ANGELES AND UNIVERSITY OF CALIFORNIA, BERKELEY) PRIMARILY IN LOS ANGELES COUNTY AND ISRAEL. THE FOUNDATION DOES NOT FUND INDIVIDUALS, CAPITAL CAMPAIGNS OR LEGISLATION.

The Rosalinde and Arthur Gilbert Foundation
EIN 56-2305694
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Grants and Contributions Paid During the Year

Payment Date	Organization	Address	Purpose of Grant	Payment Amount	Status
02/11/11	Air Support Angels Foundation	555 Ramirez Street, Suite SP 475 Los Angeles, CA 90012	General Operating Support	10,000	Public Charity
04/14/11	American Cancer Society	1710 Webster Street Oakland, CA 94612-3448	General Operating Support	500	Public Charity
12/20/11	American Federation for Aging Research	55 West 39th Street, 16th Floor New York, NY 10018	New Investigator Awards in Alzheimer's Disease	172,920	Public Charity
11/30/11	American Federation for Aging Research	55 West 39th Street, 16th Floor New York, NY 10018	New Investigator Awards in Alzheimer's Disease	150,000	Public Charity
02/17/11	American Friends of Koret Israel Economic Development Funds	33 New Montgomery Street, Suite 1090 San Francisco, CA 94105	OPIC	50,000	Public Charity
10/06/11	American Friends of Koret Israel Economic Development Funds	33 New Montgomery Street, Suite 1090 San Francisco, CA 94105	OPIC	50,000	Public Charity
10/06/11	American Friends of the Association for the Advancement of Community Centers in Israel	135 Central Park West New York, NY 10023	Budding Scientists	80,000	Public Charity
12/07/11	American Friends of the Association for the Advancement of Community Centers in Israel	135 Central Park West New York, NY 10023	Budding Scientists	30,000	Public Charity
03/10/11	American Friends of the Association for the Advancement of Community Centers in Israel	135 Central Park West New York, NY 10023	Budding Scientists	40,000	Public Charity
10/06/11	American Friends of the Association for the Advancement of Community Centers in Israel	135 Central Park West New York, NY 10023	Bedouin Education for Employment	35,000	Public Charity
12/07/11	American Friends of the Association for the Advancement of Community Centers in Israel	135 Central Park West New York, NY 10023	Bedouin Education for Employment	35,000	Public Charity
03/10/11	American Friends of the Association for the Advancement of Community Centers in Israel	135 Central Park West New York, NY 10023	Bedouin Education for Employment program	35,000	Public Charity
01/10/11	American Friends of the Hebrew University	11500 W Olympic Boulevard, Suite 512 Los Angeles, CA 90064	Faculty Recruitment and Retention	125,000	Public Charity
08/16/11	American Friends of the Hebrew University	11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	Project Nurture	70,000	Public Charity
12/07/11	American Friends of the Hebrew University	11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	Project Nurture	70,000	Public Charity
03/10/11	American Friends of the Hebrew University	11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	Project Nurture	70,000	Public Charity
02/14/11	American Friends of the Hebrew University	11500 W Olympic Boulevard, Suite 512 Los Angeles, CA 90064	Research on retention - effective models	25,000	Public Charity
11/30/11	American Friends of the Hebrew University	11500 W Olympic Boulevard, Suite 512 Los Angeles, CA 90064	General Operating Support	10,000	Public Charity
11/30/11	American Friends of the Hebrew University	11500 W Olympic Boulevard, Suite 512 Los Angeles, CA 90064	General Operating Support	10,000	Public Charity
09/22/11	American Friends of the Hebrew University	11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	General Operating Support	6,000	Public Charity
03/28/11	American Friends of the Israel Museum	500 Fifth Avenue, Suite 2540 New York, NY 10110	General Operating Support	1,000	Public Charity
07/13/11	American Friends of the Israel Philharmonic Orchestra	122 E. 42nd Street, Suite 4507 New York, NY 10168	General Support	35,000	Public Charity
11/03/11	American Friends of the Reut Institute	9100 Wilshire Boulevard, Suite 400W Beverly Hills, CA 90212	General Support	12,500	Public Charity

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09/28/11	American Israel Education Foundation Inc	251 H Street, NW Washington D C 20001	General AIEF Activities	100,000	Public Charity
03/10/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Discharged Soldiers	50,000	Public Charity
10/06/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Discharged Soldiers	50,000	Public Charity
12/07/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Discharged Soldiers	50,000	Public Charity
10/06/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Career Advancement - TEVET	37,500	Public Charity
02/04/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Career Advancement - TEVET	37,500	Public Charity
12/27/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Hunger Relief Program for Non-Nazi Victims of the FSU	25,000	Public Charity
03/10/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Accessibility to Higher Education	22,500	Public Charity
12/07/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Ethiopian Israeli Students pilot program	15,000	Public Charity
10/06/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Ethiopian Israeli Students pilot program	15,000	Public Charity
03/10/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Parent Child Center in Or Akiva	12,500	Public Charity
03/10/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Ethiopian-Israeli students pilot program	12,500	Public Charity
12/09/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Inter-Agency Task Force	5,000	Public Charity
04/01/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	The Jewish Charity Hospital	1,500	Public Charity
04/01/11	American Jewish Joint Distribution Committee	711 Third Avenue New York, NY 10017-4041	Sela Home for the Mentally Impaired	1,500	Public Charity
12/09/11	American Jewish University	15600 Mulholland Drive Bel Air, CA 90077	Rodney Freeman discretionary	3,500	Public Charity
12/07/11	American Jewish University	15600 Mulholland Drive Bel Air, CA 90077	Ziegler School	1,000	Public Charity
07/29/11	American Museum of Ceramic Art	150 E. Third Street Pomona, CA 91766	General Operating Support	2,500	Public Charity
04/01/11	American Society for Technion	5757 Wilshire Boulevard, Suite 535 Los Angeles, CA 90036	General Operating Support	20,000	Public Charity
09/01/11	American Society for Technion	5757 Wilshire Boulevard, Suite 535 Los Angeles, CA 90036	Second Chance Program	20,000	Public Charity
12/07/11	American Society for Technion	5757 Wilshire Boulevard, Suite 535 Los Angeles, CA 90036	Second Chance Program	20,000	Public Charity
03/10/11	American Society for Technion	5757 Wilshire Boulevard, Suite 535 Los Angeles, CA 90036	Second Chance program	17,500	Public Charity
10/17/11	American Society for Technion	5757 Wilshire Boulevard, Suite 535 Los Angeles, CA 90036	SciTech Program	14,000	Public Charity

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10/17/11	American Society for Technion	5757 Wilshire Boulevard, Suite 535 Los Angeles, CA 90036	SciTech Program	14,000	Public Charity
12/09/11	Anti-Defamation League of Bnai Brith	10495 Santa Monica Boulevard Los Angeles, CA 90025-5031	Education and Community Justice Initiative	45,000	Public Charity
10/06/11	Anti-Defamation League of Bnai Brith	10495 Santa Monica Boulevard Los Angeles, CA 90025-5031	Richard Ziman discretionary	10,000	Public Charity
12/22/11	Armand Hammer Museum of Art and Cultural Center Inc	10899 Wilshire Boulevard Los Angeles, CA 90024	General Operating Support	20,000	Public Charity
04/01/11	AVID Center	9246 Lightwave Avenue, Suite 200 San Diego, CA 92123	General Operating Support	100,000	Public Charity
12/20/11	Barlow Respiratory Hospital	2000 Stadium Way Los Angeles, CA 90026	General Operating Support	2,000	Public Charity
12/22/11	Beit T'Shuvah	8831 Venice Boulevard Los Angeles, CA 90034	General Operating Support	25,000	Public Charity
12/15/11	Bet Tzedek	3250 Wilshire Boulevard, 13th Floor Los Angeles, CA 90010-1509	Holocaust Survivors Justice Network	20,000	Public Charity
03/01/11	Boy Scouts of America Council	2333 Scout Way at Rosemont Los Angeles, CA 90026	General Operating Support	2,500	Public Charity
12/27/11	Bright Prospect	281 South Thomas Street, Suite 302 Pomona, CA 91766	General Operating Support	100,000	Public Charity
11/09/11	Bright Prospect	281 South Thomas Street, Suite 302 Pomona, CA 91766	Academy of Young Scholars Program	75,000	Public Charity
05/11/11	California Adolescent Nutrition & Fitness (CANFit)	2140 Shattuck Avenue, Suite 610 Berkeley, CA 94704	MO Project Healthy Youth Leaders Model	37,500	Public Charity
11/22/11	California Center for Public Health Advocacy	P O. Box 2309 Davis, CA 95617	Beverage policy campaign	37,500	Public Charity
10/24/11	California Center for Public Health Advocacy	P O Box 2309 Davis, CA 95617	Annual luncheon	300	Public Charity
06/02/11	California Dance Institute	P O Box 3027 Venice, CA 90294	General Operating Support	1,500	Public Charity
06/09/11	California Education Roundtable	560 J Street, Suite 290 Sacramento, CA 95814	General Operating Support	75,000	Public Charity
12/15/11	California Institute of the Arts	24700 McBean Parkway Valencia, CA 91355	CalArts Community Arts Partnership	20,000	Public Charity
01/19/11	California Institute of the Arts	24700 McBean Parkway Valencia, CA 91355	CalArts Community Arts Partnership	20,000	Public Charity
12/22/11	California State University Dominguez Hills Foundation	1000 E Victoria Street ERC C 518 Carson, CA 90747-0005	General Operating Support	125,000	Public Charity
03/24/11	California State University Foundation	401 Golden Shore 5th Floor Long Beach, CA 90802	COMPASS	100,000	Public Charity
01/18/11	Cardiovascular Research Foundation of Southern California	414 North Camden Drive, Suite 1100 Beverly Hills, CA 90210	General Operating Support	10,000	Public Charity
04/04/11	Center for Higher Education Policy Analysis	701 USC, Los Angeles, CA 90089-4037	Pathfinder	150,000	Public Charity
04/01/11	Center for Jewish Culture and Creativity	423 N Palm Drive, #102 Beverly Hills, CA 90210	General Operating Support	10,000	Public Charity

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12/20/11	Center for Jewish Culture and Creativity	423 N Palm Drive, #102 Beverly Hills, CA 90210	General Operating Support	5,000	Public Charity
12/20/11	Center Theatre Group	601 W Temple Street Los Angeles, CA 90012	Education and Community Partnerships	20,000	Public Charity
11/21/11	Child Study Center Foundation	445 Park Avenue New York, NY 10022	General Operating Support	1,000	Public Charity
04/25/11	Children's Hospital Los Angeles	4650 Sunset Boulevard Los Angeles, CA 90027	Richard Ziman discretionary	10,000	Public Charity
04/06/11	Children's Hospital Los Angeles	4650 Sunset Boulevard Los Angeles, CA 90027	General Operating Support	5,000	Public Charity
11/22/11	City of Hope	1500 E Duarte Road Duarte, CA 91010	Tumor-Targeting Stem Cell Project	150,000	Public Charity
09/23/11	City of Hope	1500 E Duarte Road Duarte, CA 91010	Janis Minton discretionary	5,000	Public Charity
12/09/11	City of Hope	1500 E Duarte Road Duarte, CA 91010	General Operating Support	5,000	Public Charity
03/12/11	Clairobscur Dance Company	908 Tremaine Avenue Los Angeles, CA 90019	General Operating Support	2,500	Public Charity
12/09/11	College Bound	17316 Edwards Road, Suite 180 Cerritos, CA 90703	Transition to College Program	85,000	Public Charity
12/22/11	Community Partners - College Match	1000 N Alameda Blvd , Suite 240 Los Angeles, CA 90012	General Operating Support	40,000	Public Charity
06/02/11	Congregation Micah	2001 Old Hickory Boulevard Brentwood, TN 37027	General Operating Support	2,500	Public Charity
10/24/11	Culver City Police Department	4040 Duquesne Avenue Culver City, CA 90232	General Operating Support	3,000	Public Charity
02/28/11	Culver City Police Department	4040 Duquesne Avenue Culver City, CA 90232	General Operating Support	3,000	Public Charity
11/21/11	Di Rosa Preserve	5200 Carneros Highway Napa, CA 94559	General Operating Support	5,000	Public Charity
12/14/11	Di Rosa Preserve	5200 Carneros Highway Napa, CA 94559	General Operating Support	4,000	Public Charity
06/02/11	Dottie's House Inc	2141 Route 88 East, Suite 4 Brick, NJ 08724	General Operating Support	1,000	Public Charity
12/14/11	Downtown Women's Center	442 South San Pedro Street Los Angeles, CA 90013	General Operating Support	4,000	Public Charity
08/30/11	Downtown Women's Center	442 South San Pedro Street Los Angeles, CA 90013	General Operating Support	3,000	Public Charity
02/24/11	Economic Empowerment for Women	37 Ben Gurion Boulevard P O Box 9148 Haifa 31091 Israel	Business of One's Own	35,000	Expenditure Responsibility
10/06/11	Economic Empowerment for Women	37 Ben Gurion Boulevard P O Box 9148 Haifa 31091 Israel	Business of One's Own	35,000	Expenditure Responsibility

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Payment Date	Organization	Address	Purpose of Grant	Payment Amount	Status
12/28/11	Emerson Arts and Education Foundation	1650 Selby Avenue Los Angeles, CA 90024	General Operating Support	5,000	Public Charity
06/02/11	Equal Justice America, Inc	13540 East Boundary Road Bldg 11, Ste 204 Midlothian, VA 23112	General Operating Support	2,500	Public Charity
11/21/11	Facing History and Ourselves National Foundation Inc	166 Hurd Road Brookline, MA 02445	General Operating Support	1,000	Public Charity
08/09/11	Fairburn Avenue School	1403 Fairburn Avenue Los Angeles, CA 90024	General Operating Support	5,000	Public Charity
10/26/11	Family Caregiver Alliance	785 Market Street, Suite 750 San Francisco, CA 94103	Alzheimer's Caregiving Legacy Award	60,000	Public Charity
04/19/11	Family Caregiver Alliance	785 Market Street, Suite 750 San Francisco, CA 94103	Alzheimer's Caregiving Legacy Award	27,500	Public Charity
12/20/11	Family Caregiver Alliance	785 Market Street, Suite 750 San Francisco, CA 94103	Alzheimer's Caregiving Legacy Award	21,440	Public Charity
10/27/11	Family Caregiver Alliance	785 Market Street, Suite 750 San Francisco, CA 94103	Alzheimer's Caregiving Legacy Award	20,000	Public Charity
12/28/11	Foundation for Anthropological Research and Environmental Studies	164 West 400 North Rupert, ID 83350	General Operating Support	5,000	Public Charity
12/14/11	Friends of Westwood Library	1246 Glendon Avenue Los Angeles, CA 90024	General Operating Support	5,000	Public Charity
12/07/11	Friends of Yemin Orde	12230 Wilkins Rockville, MD 20852	Promoting Excellence in Education	25,000	Public Charity
09/19/11	Friends of Yemin Orde	12230 Wilkins Rockville, MD 20852	Promoting Excellence in Education	25,000	Public Charity
03/10/11	Friends of Yemin Orde	12230 Wilkins Rockville, MD 20852	Promoting Excellence in Education	20,000	Public Charity
08/09/11	Hadassah College Jerusalem	37 Haneviim Street Jerusalem 91010 Israel	Gateway to Hope and Promising Prospects	82,500	Expenditure Responsibility
12/07/11	Hadassah College Jerusalem	37 Haneviim Street Jerusalem 91010 Israel	Gateway to Hope and Promising Prospects	82,500	Expenditure Responsibility
03/10/11	Hadassah College Jerusalem	37 Haneviim Street Jerusalem 91010 Israel	Gateway to Hope and Promising Prospects	75,000	Expenditure Responsibility
12/20/11	Heart of Los Angeles Youth, Inc (HOLA)	2701 Wilshire Boulevard Los Angeles, CA 90057	ROPE High School Education Program	32,000	Public Charity
12/20/11	Hillel	800 Eighth Street, N W , Washington, D C. 20001-3724	Hillel's Alternative Breaks-Making a Difference	60,000	Public Charity
01/18/11	HSA Council	333 S Grand Avenue, Suite 1500 Los Angeles, CA 90071	General Operating Support	5,000	Public Charity
12/09/11	Inner-City Arts	720 Kohler Street Los Angeles, CA 90021	General Operating Support	20,000	Public Charity
12/14/11	InnerCity Struggle	2811 Whittier Boulevard, Los Angeles, CA 90023	Part-time math tutor	25,000	Public Charity
07/13/11	Israel Emergency Alliance	3710 Robertson Boulevard, Suite 205 Culver City, CA 90232	ELNET	10,000	Public Charity

Payment Date	Organization	Address	Purpose of Grant	Payment Amount	Status
03/11/11	Israel Tennis Association	2 Shitrit Street Hadar Yosef Tel Aviv 69482 Israel	Advancement of Stage 2 Athletes	15,000	Expenditure Responsibility
02/11/11	JConnect	1801 Avenue of the Stars, Suite 322 Los Angeles, CA 90067	General Operating Support	2,500	Public Charity
09/23/11	Jewish Big Brothers Association of Los Angeles	6505 Wilshire Boulevard, Suite 600 Los Angeles, CA 90048	Camp Max Straus	10,000	Public Charity
09/01/11	Jewish Community and Recreational Center of the West Valley	22622 Vanowen Street West Hills, CA 91307	General Operating Support	10,000	Public Charity
12/09/11	Jewish Family Service of Los Angeles	6505 Wilshire Boulevard, Suite 500 Los Angeles, CA 90048	SOVA Community Food and Resource Program	50,000	Public Charity
09/28/11	Jewish Family Services	3580 Wilshire Boulevard, Suite 700 Los Angeles, CA 90010	General Operating Support	5,000	Public Charity
09/23/11	Jewish Free Loan Association	6505 Wilshire Boulevard, Suite 715 Los Angeles, CA 90048	General Operating Support	5,000	Public Charity
12/27/11	Jewish Funders Network	150 W 30th Street, Room 900 New York, NY 10001	Westbury Group Capacity	10,000	Public Charity
06/21/11	Jewish Funders Network	150 W 30th Street, Room 900 New York, NY 10001	General Operating Support	8,000	Public Charity
11/30/11	Jewish Graduate Student Initiative	1445 S Beverly Drive Los Angeles, CA 90035	Jewish Graduate Student Initiative	10,000	Public Charity
05/12/11	Jewish Graduate Student Initiative	1445 S Beverly Drive Los Angeles, CA 90035	Jewish Graduate Student Initiative	10,000	Public Charity
12/09/11	Jewish Home for the Aging	7150 Tampa Avenue Reseda, CA 91335	Alzheimer's and Dementia Family Caregivers Support Program	25,000	Public Charity
06/23/11	Jewish World Watch	17514 Ventura Boulevard, Suite 206, Encino, CA 91316	JWW Outreach and Advocacy Intern	20,000	Public Charity
12/28/11	Jews for Judaism	1801 Avenue of the Stars #535 Los Angeles, CA 90067	General Operating Support	2,500	Public Charity
11/08/11	Juvenile Diabetes Research Foundation	120 Wall Street, 19th Floor New York, NY 10005	Requested by Windy Gallagher	5,000	Public Charity
10/24/11	Karma Rescue	1158 26th Street, Suite 155, Santa Monica, CA 90403	General Operating Support	1,800	Public Charity
12/20/11	KCET	2900 W Alameda Burbank, CA 91505	General Operating Support	20,000	Public Charity
12/20/11	KCRW	1900 Pico Boulevard Santa Monica, CA 90405	Which Way, L A ?	20,000	Public Charity
03/07/11	Kol Ha-Isha - The Jerusalem Women's Center	P O Box 37157 Jerusalem 91371 Israel	Economic Empowerment for Women	30,000	Public Charity
03/11/11	LABC Institute	2029 Century Park East, Suite 1240 Los Angeles, CA 90067	General Support	15,000	Public Charity
07/18/11	Leukemia & Lymphoma Society Inc	1311 Mamaroneck Avenue White Plains, NY 10605-5221	General Operating Support	1,000	Public Charity
02/28/11	Leukemia & Lymphoma Society Inc	1311 Mamaroneck Avenue White Plains, NY 10605-5221	General Operating Support	500	Public Charity

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07/05/11	Los Angeles Ballet	11755 Exposition Boulevard Los Angeles, CA 90064	General Operating Support	1,000	Public Charity
12/28/11	Los Angeles County Arts Commission	374 Kenneth Hahn Hall of Administration Los Angeles, CA 90012	Arts for All Pooled Fund	50,000	Public Charity
07/01/11	Los Angeles County Education Foundation	9300 Imperial Highway, Room 106 Downey, CA 90242-2890	Preventing obesity through School District Leadership and Policy Change	35,000	Public Charity
12/09/11	Los Angeles County Museum of Art	5905 Wilshire Boulevard Los Angeles, CA 90036	After School at the Museum	19,700	Public Charity
09/23/11	Los Angeles Jewish Symphony	17455 La Cuesta Lane Encino, CA 91316	General Operating Support	2,500	Public Charity
03/25/11	Los Angeles Neighborhood Land Trust	315 W. 9th Street, #1002 Los Angeles, CA 90015	General Operating Support	36,000	Public Charity
10/17/11	Los Angeles Neighborhood Land Trust	315 W. 9th Street, #1002 Los Angeles, CA 90015	General Operating Support	36,000	Public Charity
12/15/11	Los Angeles Philharmonic Association	151 South Grand Avenue Los Angeles, CA 90012-3034	School Partners Program	20,000	Public Charity
12/15/11	Los Angeles Philharmonic Association	151 South Grand Avenue Los Angeles, CA 90012-3034	Summer Sounds	20,000	Public Charity
12/09/11	Madison Project	1900 Pico Boulevard Santa Monica, CA 90405	Arts Insights	20,000	Public Charity
08/16/11	MATI-Jerusalem Business Development Center	P O Box 52169 9 Ha'uman Street Jerusalem 91521 Israel	Blessing of Business	70,000	Expenditure Responsibility
12/07/11	MATI-Jerusalem Business Development Center	P O Box 52169 9 Ha'uman Street Jerusalem 91521 Israel	Blessing of Business	70,000	Expenditure Responsibility
03/10/11	MATI-Jerusalem Business Development Center	P.O. Box 52169 9 Ha'uman Street Jerusalem 91521 Israel	Blessing of Business	37,500	Expenditure Responsibility
02/04/11	MATI-Jerusalem Business Development Center	P O Box 52169 9 Ha'uman Street Jerusalem 91521 Israel	From Unemployed to Entrepreneur	37,500	Expenditure Responsibility
10/06/11	MATI-Jerusalem Business Development Center	P O Box 52169 9 Ha'uman Street Jerusalem 91521 Israel	From Unemployed to Entrepreneur	37,500	Expenditure Responsibility
03/10/11	MATI-Jerusalem Business Development Center	P O Box 52169 9 Ha'uman Street Jerusalem 91521 Israel	Open for Business	25,000	Expenditure Responsibility
10/04/11	Mississippi Museum of Art	380 S Lamar Street Jackson, MS 39201	General Operating Support	1,000	Public Charity

The Rosalinde and Arthur Gilbert Foundation
EIN 56-2305694
2011 Form 990
Grants and Contributions Paid During the Year

Payment Date	Organization	Address	Purpose of Grant	Payment Amount	Status
12/09/11	Moishe House	1330 Broadway, Suite 801 Oakland, CA 94612	General Operating Support	20,000	Public Charity
12/20/11	Museum of Contemporary Art Los Angeles	250 South Grand Avenue Los Angeles, CA 90012	Contemporary Art Start	20,000	Public Charity
12/27/11	Museum of Latin American Art	628 Alamitos Avenue Long Beach, CA 90802	General Operating Support	1,500	Public Charity
06/17/11	Napa Valley Ballet	P O Box 4256 Napa, CA 94558	General Operating Support	1,000	Public Charity
04/26/11	National Parks Conservation Association	1300 19th Street, NW Washington, DC 20036	General Operating Support	2,500	Public Charity
12/07/11	National Parks Conservation Association	1300 19th Street, NW Washington, DC 20036	General Operating Support	1,500	Public Charity
12/09/11	Nature Conservancy	4245 N Fairfax Drive, Suite 100 Arlington, VA 22203	General Operating Support	1,000	Public Charity
12/07/11	New Israel Fund	1101 14th Street, NW, 6th Floor Washington, DC 20001	General Operating Support	1,500	Public Charity
11/03/11	New Village Charter School Inc	155 N Occidental Boulevard Los Angeles, CA 90026	General Operating Support	2,500	Public Charity
07/29/11	New West Symphony Association	2100 E. Thousand Oaks Blvd , Suite D Thousand Oaks, CA 91362	General Operating Support	10,000	Public Charity
12/07/11	NISPED - Negev Institute for Strategies of Peace and Development	Golden Tulip 4 Hennetta Szold Street Beer Sheva 84894 Israel	Economic Empowerment and Employment Opportunities	50,000	Expenditure Responsibility
08/30/11	NISPED - Negev Institute for Strategies of Peace and Development	Golden Tulip 4 Hennetta Szold Street Beer Sheva 84894 Israel	Economic Empowerment and Employment Opportunities	50,000	Expenditure Responsibility
03/10/11	NISPED - Negev Institute for Strategies of Peace and Development	Golden Tulip 4 Henrietta Szold Street Beer Sheva 84894 Israel	Economic Empowerment and Employment for Negev Arabs and Bedouins	37,500	Expenditure Responsibility
07/08/11	Occidental College	1600 Campus Road Los Angeles, CA 90041	Center for Food and Justice	25,000	Public Charity
12/14/11	One Voice	1228 15th Street, Suite C Santa Monica, CA 90404	General Operating Support	50,000	Public Charity
11/30/11	Otis College of Art and Design	9045 Lincoln Blvd Los Angeles, CA 90045	General Operating Support	5,000	Public Charity
12/15/11	P S Arts	11965 Venice Boulevard, Suite 201 Los Angeles, CA 90066	General Operating Support	20,000	Public Charity
12/20/11	Performing Arts Center of Los Angeles County	135 North Grand Avenue Los Angeles, CA 90012	Artist Teacher Partnership Program	20,000	Public Charity
12/09/11	Project Grad Los Angeles	10625 Erwin Street North Hollywood, CA 91606	Advanced Summer Institute Residency Program	50,000	Public Charity
02/28/11	Public Counsel	601 S. Ardmore Avenue Los Angeles, CA 90005	General Operating Support	5,000	Public Charity

The Rosalinde and Arthur Gilbert Foundation
EIN 56-2305694
2011 Form 990
Grants and Contributions Paid During the Year

Payment Date	Organization	Address	Purpose of Grant	Payment Amount	Status
02/11/11	Public Counsel	601 S Ardmore Avenue Los Angeles, CA 90005	General Operating Support	1,000	Public Charity
02/28/11	Pukuu Cultural Community Services	601 S Brand Blvd , Suite 102, San Fernando, CA 91340-0000	General Operating Support	25,000	Public Charity
10/24/11	Pukuu Cultural Community Services	601 S Brand Blvd , Suite 102, San Fernando, CA 91340-0000	General Operating Support	1,500	Public Charity
09/23/11	Rishon Le Zion	24 Rothschild Street Rishon Le Zion Israel	Museum of Rishon Le Zion	50,000	Public Charity
08/19/11	Rockefeller Philanthropy Advisors, Inc	6 West 48th Street, 10th Floor New York, NY 10036	California Citizens Commission for Post-secondary Education	100,000	Public Charity
06/02/11	Santa Monica Auxiliary Children's Hospital of Los Angeles	4650 Sunset Boulevard, M/S 4 Los Angeles, CA 90027	In Memory of Mardel Blum	500	Public Charity
12/09/11	Skirball Cultural Center	2701 North Sepulveda Boulevard Los Angeles, CA 90049-6833	General Operating Support	25,000	Public Charity
12/09/11	South Central Scholars	29000 S Western Ave , Ste 401 Rancho Palos Verdes, CA 90275	General Operating Support	25,000	Public Charity
03/24/11	Southern California College Access Network	1000 N Alameda Street, Suite 240, Los Angeles, CA 90012	General Operating Support	40,000	Public Charity
10/17/11	Southern California Committee for the Olympic Games	350 South Bixel Street, Suite 250 Los Angeles, CA 90017	General Operating Support	1,500	Public Charity
02/11/11	St Annes Foundation	155 N Occidental Boulevard Los Angeles, CA 90026	General Operating Support	1,000	Public Charity
11/08/11	Stephen S Wise Temple	15500 Stephen S Wise Drive Los Angeles, CA 90077	Tiferet program	15,000	Public Charity
01/18/11	Stephen S Wise Temple	15500 Stephen S Wise Drive Los Angeles, CA 90077	Richard Ziman discretionary- Tiferet program	12,500	Public Charity
03/28/11	Stop Cancer	2566 Overland Avenue, Suite 790 Los Angeles, CA 90064	General Operating Support	25,000	Public Charity
12/20/11	Success Through the Arts Foundation	PO Box 481009 Los Angeles, CA 90048	Kids Helping Kids	20,000	Public Charity
11/21/11	Syracuse University	Skytop Offices, Syracuse, NY 13244-0001	Say Yes Program	3,000	Public Charity
03/10/11	Tel Aviv Educational and Cultural Corporation	29 Idelson Street Tel Aviv Israel	Breakfast program	15,000	Public Charity
05/02/11	Temple Beth Am	1039 S La Cienega Boulevard Los Angeles, CA 90035	General Operating Support	2,500	Public Charity
10/24/11	The Achievable Foundation	5901 Green Valley Circle, Suite 320 Culver City, CA 90230	General Operating Support	5,000	Public Charity
12/27/11	The Brandeis-Bardin Institute	1101 Peppertree Lane Brandeis, CA 93064	General Operating Support	1,000	Public Charity
08/19/11	The Central Europe Center	3500 Piedmont Road NW, Suite 600, Atlanta, GA 30305	Centropa	25,000	Public Charity
07/01/11	The City Project	1055 Wilshire Boulevard, Suite 1660 Los Angeles, CA 90017-2499	General Operating Support	50,000	Public Charity

The Rosalinde and Arthur Gilbert Foundation
EIN 56-2305694
2011 Form 990
Grants and Contributions Paid During the Year

Payment Date	Organization	Address	Purpose of Grant	Payment Amount	Status
12/07/11	The Colburn School	200 S Grand Avenue Los Angeles, CA 90012	General Operating Support	1,000	Public Charity
12/07/11	The Friendship Circle of Los Angeles	9581 W Pico Boulevard, #102, Los Angeles, CA 90035	General Operating Support	500	Public Charity
12/15/11	The Gabriella Axelrad Education Foundation	15760 Ventura Boulevard, 18th Floor Encino, CA 91436	everybody dance!	20,000	Public Charity
02/28/11	The Harmony Project	817 Vine Street, Suite 212, Los Angeles, CA 90038	General Operating Support	2,000	Public Charity
12/20/11	The Heart Project	1140 N. Citrus Avenue Los Angeles, CA 90038	General Operating Support	20,000	Public Charity
03/29/11	The Institute for College Access and Success Inc	405 14th Street, 11th Floor, Oakland, CA 94612	General Operating Support	125,000	Public Charity
12/09/11	The Jewish Federation	6505 Wilshire Boulevard Los Angeles, CA 90048	General Operating Support	3,000	Public Charity
09/28/11	The Jewish Federation	6505 Wilshire Boulevard Los Angeles, CA 90048	General Operating Support	2,000	Public Charity
08/18/11	The Midnight Mission	601 South San Pedro Street Los Angeles, CA 90014	General Operating Support	1,500	Public Charity
12/15/11	The Posse Foundation	900 Wilshire Boulevard, Suite 500 Los Angeles, CA 90017	General Operating	40,000	Public Charity
07/18/11	The Regents of the University of California, Berkeley	336 Sproul Hall Berkeley, CA 94704-5940	The Bancroft Library's Manuscript Collection Quick-Kills Processing Project	35,000	Public Charity
11/21/11	The Regents of the University of California, Berkeley	336 Sproul Hall Berkeley, CA 94704-5940	Brain Tumor Program at UCLA	10,000	Public Charity
11/21/11	The Regents of the University of California, Berkeley	336 Sproul Hall Berkeley, CA 94704-5940	UCLA Pediatric Bone and Soft Tissue Sarcoma Program -	8,000	Public Charity
12/20/11	The Regents of the University of California, Berkeley	336 Sproul Hall Berkeley, CA 94704-5940	Institute of Business and Economic Research	1,000	Public Charity
09/12/11	The Washington Institute for Near East Policy	1828 L Street, NW, Suite 1050 Washington D C 20036	General Operating Support	10,000	Public Charity
03/17/11	The Washington Institute for Near East Policy	1828 L Street, NW, Suite 1050 Washington D C 20036	General Operating Support	10,000	Public Charity
10/24/11	The West Coast Care Foundation Inc	3669 S Barrington Avenue, Los Angeles, CA 90066	General Operating Support	2,500	Public Charity
12/09/11	The West Coast Care Foundation Inc	3669 S Barrington Avenue, Los Angeles, CA 90066	General Operating Support	1,200	Public Charity
09/26/11	UCLA Foundation	110 Westwood Plaza, Room F-405 Los Angeles, CA 90095-1481	Chair in Israel Studies	225,000	Public Charity
09/26/11	UCLA Foundation	110 Westwood Plaza, Room F-405 Los Angeles, CA 90095-1481	UCLA School of Law	166,666	Public Charity
09/26/11	UCLA Foundation	110 Westwood Plaza, Room F-405 Los Angeles, CA 90095-1481	School of Medicine	166,666	Public Charity
12/20/11	UCLA Foundation	110 Westwood Plaza, Room F-405 Los Angeles, CA 90095-1481	Chair in Israel Studies	100,000	Public Charity
05/02/11	UCLA Foundation	110 Westwood Plaza, Room F-405 Los Angeles, CA 90095-1481	Anderson School	5,000	Public Charity

Payment Date	Organization	Address	Purpose of Grant	Payment Amount	Status
03/28/11	UCLA Foundation	110 Westwood Plaza, Room F-405 Los Angeles, CA 90095-1481	Critical Race Studies Symposium	2,500	Public Charity
07/08/11	United States Olympic Committee	1 Olympic Plaza Colorado Springs, CO 80909-5766	General Operating Support	6,000	Public Charity
12/27/11	USC Neighborhood Academic Initiative	3375 S Hoover Street, F-206 Los Angeles, CA 90089-7795	USC Neighborhood Academic Initiative Saturday Academy	102,000	Public Charity
12/21/11	US-Israel Binational Science Foundation	317 Madison Avenue, New York, NY 10017	Multiplier Research Grants Program at UCLA and UC Berkeley	75,000	Public Charity
08/03/11	US-Israel Binational Science Foundation	317 Madison Avenue, New York, NY 10017	Multiplier Research Grants Program at UCLA and UC Berkeley	75,000	Public Charity
12/22/11	Vista Del Mar Child and Family Services	3200 Motor Avenue Los Angeles, CA 90034	Nes Gadol B'nei Mitzvah Program	20,000	Public Charity
06/17/11	Wallis Annenberg Center for the Performing Arts	470 N Canon Drive Beverly Hills, CA 90210	General Operating Support	5,000	Public Charity
12/28/11	Wallis Annenberg Center for the Performing Arts	470 N. Canon Drive Beverly Hills, CA 90210	General Operating Support	2,000	Public Charity
05/12/11	We Care About Kids	2400 Whitman Place Los Angeles, CA 90068-2464	General Operating Support	5,000	Public Charity
12/28/11	West Los Angeles Police Activities	1663 Butler Avenue Los Angeles, CA 90025	General Operating Support	1,000	Public Charity
09/23/11	Western Center on Law and Poverty	3701 Wilshire Blvd , Suite 208 Los Angeles, CA 90010	General Operating Support	1,000	Public Charity
08/30/11	Westside German Shepherd Rescue of Los Angeles	c/o Robin Jampol 1845 Pontius Avenue Los Angeles, CA 90025	General Operating Support	1,000	Public Charity
10/03/11	Westside Jewish Community Center	5870 West Olympic Boulevard Los Angeles, CA 90036	Gilbert Table Tennis Center	25,000	Public Charity
03/07/11	Westside Jewish Community Center	5870 West Olympic Boulevard Los Angeles, CA 90036	Los Angeles Jewish Film Festival	2,500	Public Charity
07/12/11	Women's Courtyard	220 Yefet Street Yafo Israel	Construction	10,000	Expenditure Responsibility
02/14/11	Yedid	1275 First Avenue #128 New York, NY 10065	Homelessness Prevention Program	50,000	Public Charity
10/06/11	Yedid	1275 First Avenue #128 New York, NY 10065	Homelessness Prevention Program	50,000	Public Charity
10/06/11	Yedid	1275 First Avenue #128 New York, NY 10065	General Operating Support	12,500	Public Charity
12/07/11	Yedid	1275 First Avenue #128 New York, NY 10065	General Operating Support	12,500	Public Charity
12/07/11	Yeholot Association Founded by the Rashi Foundation	Mikve Israel Youth Village Mikve Israel, Holon 58910 Israel	TAFNIT	41,250	Expenditure Responsibility
08/25/11	Yeholot Association Founded by the Rashi Foundation	Mikve Israel Youth Village Mikve Israel, Holon 58910 Israel	TAFNIT	41,250	Expenditure Responsibility

Payment Date	Organization	Address	Purpose of Grant	Payment Amount	Status
03/10/11	Yeholot Association Founded by the Rashi Foundation	Mikve Israel Youth Village Mikve Israel, Holon 58910 Israel	Tafnit-Last Hurdle	37,500	Expenditure Responsibility
10/17/11	Yiddishkayt Los Angeles	3780 Wilshire Boulevard, #1020 Los Angeles, CA 90010	General Operating Support	2,000	Public Charity
12/09/11	Zimmer Children's Museum	6505 Wilshire Boulevard, Suite 100 Los Angeles, CA 90048	youThink	20,000	Public Charity
05/02/11	Zimmer Children's Museum	6505 Wilshire Boulevard, Suite 100 Los Angeles, CA 90048	General Operating Support	5,000	Public Charity
12/09/11	Zimmer Children's Museum	6505 Wilshire Boulevard, Suite 100 Los Angeles, CA 90048	General Operating Support	3,500	Public Charity
			Total Grants	**6,873,692**	

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION
EIN 56-2305694
December 31, 2011
Grants Approved for Future Payment

Minutes Date	Organization	Program	Total Grant	Future Payments			
				2012	2013	2014	2015
09/22/05	UCLA Foundation	Israel Studies	1 090,000	175,000			
01/24/11	American Friends of Hebrew University	Faculty Recruit/Retention	375,000	125,000	125,000		
01/24/11	US-Israel Binational Science Fnd		300,000	50,000	50 000	50,000	
03/01/11	California State University Foundation	COMPASS	200,000	100,000			
03/01/11	TICAS (The institute for college access success)		250,000	125,000			
07/07/11	United States Olympic Committee		12,000	6,000			
07/07/11	Regents of UC Berkeley	Bancroft Library	250,280	82,800	82,800	49,680	
11/29/11	CSU Expository Reading and Writing Course	matching grant	200,000	50,000	50,000	50,000	50,000
11/29/12	California State University Dominguez Hills		250,000	125,000			
11/30/11	JDC	Education completion	150,000	150,000			
11/30/11	Technion	Sci-tech	45,000	45,000			
11/30/11	Economic Empowerment for Women		70,000	70,000			
11/30/11	JDC	Career advancement	75,000	75,000			
11/30/11	Kol Ha-Isha		60,000	60,000			
11/30/11	Mati	Unemployed to entrepreneur	75,000	75,000			
11/30/11	Milken Institute	Koret Milken Fellows Program	60,000	60,000			
11/30/11	Israel Tennis Association		30,000	30,000			
12/05/11	Rand Corporation	Israel Public Policy Fund	50,000	50,000			
12/05/11	UCLA School of Public Affairs	Parklets	75,538	75,538			
12/05/11	Hebrew Union College	Jewish Institute of Religion	10,000	10,000			
12/05/11	Institute of Southern Jewish Life		50,000	50,000			
12/05/11	Los Angeles Ballet		20,000	20,000			
12/05/11	New Village Charter		2,000	2,000			
12/05/11	American Friends of Hebrew University		10,000	10,000			
12/05/11	American Friends of Hebrew University		10,000	10,000			
12/05/11	Wallis Annenberg Center for Performing Arts		3,000	3,000			
12/05/11	Los Angeles Business Council		15,000	15,000			
12/05/11	Pukuu Cultural Community Services		18,000	18,000			
12/05/11	West Coast Care		25,000	25,000			
12/05/11	Los Angeles Jewish Home for the Aging		10,000	10,000			
12/05/11	New Village Charter		500	500			
12/05/11	Beauty Bus Foundation		1,000	1,000			
12/05/11	Tribe Media Corp	LA Jewish Film Festival	2,500	2,500			
12/05/11	California Education Roundtable	Inter segmental Coordinating	31 500	31,500			
12/05/11	Hillel Foundation of OC		5,000	5 000			
12/05/11	March of the Living		2,500	2 500			
12/05/11	El Segundo Regents	LA Jr Kings	1,500	1,500			
12/05/11	Alliance for Children's Rights		2,500	2,500			
12/05/11	Crohn's & Colitis Foundation		2,000	2,000			
12/05/11	El Segundo Regents	LA Jr Kings	500	500			
12/05/11	Shaarei Emunah	Russian American Jewish Ex	1,000	1,000			
12/05/11	American Federation for Aging Research	New Investigator Awards	322,920	150,000			
	Israel Tennis Association	payment in 2011		(15,000)			
	TIDES reimbursement			(40,000)			
				1,847,838	307,800	149,680	50,000
	Number of months used for NPV calculation - 2012 grants not discounted (current) 5% rate used, assumed payment mid-year			0	18	30	42
				1,847,838	286,326	133,049	42,553
	Total grants payable at 12/31/11			2,309,766			

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	Economic Empowerment for Women P.O. Box 9148 Haifa 31091, Israel
(ii) Amount of Grant:	$70,000
(iii) Purpose of grants:	To support Business of One's Own program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	Hadassah College Jerusalem P.O. Box 1114 Jerusalem 92010, Israel
(ii) Amount of Grant:	$165,000
(iii) Purpose of grants:	To support Gateway to Hope and Promising Prospects
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	Hadassah College Jerusalem P.O. Box 1114 Jerusalem 92010, Israel
(ii) Amount of Grant:	$150,000 – Payment in 2011 = $75,000
(iii) Purpose of grants:	To support Gateway to Hope and Promising Prospects
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	Israel Tennis Association 2 Shitrit Street Hadar Yosef 69482 Tel Aviv, Israel
(ii) Amount of Grant:	$30,000 – this is the second payment of $15,000 towards the $30,000 grant
(iii) Purpose of grants:	To support the Advancement of Stage 2 Athletes
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	MATI – Jerusalem Business Development Center P.O. Box 52169 9 Ha'uman Street Jerusalem 91521, Israel
(ii) Amount of Grant:	$140,000 – made in two payments of $70,000 each
(iii) Purpose of grants:	To support the Blessing of Business program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	MATI – Jerusalem Business Development Center P.O. Box 52169 9 Ha'uman Street Jerusalem 91521, Israel
(ii) Amount of Grant:	$75,000 – 2 payments of $37,500 each
(iii) Purpose of grants:	To support the From Unemployed to Entrepreneur program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	MATI – Jerusalem Business Development Center P.O. Box 52169 9 Ha'uman Street Jerusalem 91521, Israel
(ii) Amount of Grant:	$37,500 – Second payment of a $75,000 grant
(iii) Purpose of grants:	To support the Blessing of Business program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	MATI – Jerusalem Business Development Center P.O. Box 52169 9 Ha'uman Street Jerusalem 91521, Israel
(ii) Amount of Grant:	$25,000 - Second payment of a $50,000 grant
(iii) Purpose of grants:	To support the Open for Business program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:

NISPED – Negev Institute for Strategies of Peach and Development
Golden Tulip
4 Henrietta Szold Street
Beer Sheva 84984, Israel

(ii) Amount of Grant: $100,000 – made in two payments of $50,000 each

(iii) Purpose of grants: To support Economic and Empowerment and Employment Opportunities

(iv) & (vi) Reports: The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.

(v) Diversions: To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.

(vii) Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	NISPED – Negev Institute for Strategies of Peach and Development Golden Tulip 4 Henrietta Szold Street Beer Sheva 84984, Israel
(ii) Amount of Grant:	$75,000 – second payment towards a $75,000 grant
(iii) Purpose of grants:	To support Economic and Empowerment and Employment Opportunities
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	Women's Courtyard 220 Yafet Jaffa 68061 Israel
(ii) Amount of Grant:	$10,000
(iii) Purpose of grants:	To be used for construction
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	Yeholot Association Founded by the Rashi Foundation Mikve Israel Youth Village Mikve 58910 Israel
(ii) Amount of Grant:	$82,500 – made in two payments of $41,250 each
(iii) Purpose of grants:	To support the TAFNIT – Last Hurdle program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2011

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE ROSALINDE AND ARTHUR GILBERT FOUNDATION provides the following information:

(i) Grantee:	Yeholot Association Founded by the Rashi Foundation Mikve Israel Youth Village Mikve 58910 Israel
(ii) Amount of Grant:	$37,500 – second payment towards a $75,000 grant
(iii) Purpose of grants:	To support the TAFNIT – Last Hurdle program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Employer identification number (EIN) or
☒ 56-2305694

Number, street, and room or suite no. If a P.O. box, see instructions.
2730 WILSHIRE BOULEVARD, NO. 301

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
SANTA MONICA, CA 90403

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

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

- The books are in the care of ▶ MONINA UMALI - 2730 WILSHIRE BOULEVARD, NO. 301 - SANTA MONICA, CA 90403

Telephone No. ▶ 310-477-5252 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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 197,207.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 266,560.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

efiled 5/10/12

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

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 File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions
THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Employer identification number (EIN) or
☒ 56-2305694

Number, street, and room or suite no. If a P.O. box, see instructions.
2730 WILSHIRE BOULEVARD, NO. 301

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
SANTA MONICA, CA 90403

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

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

- The books are in the care of ▶ MONINA UMALI - 2730 WILSHIRE BOULEVARD, NO. 301 - SANTA MONICA, CA 90403

Telephone No. ▶ 310-477-5252 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
TAXPAYER NEEDS ADDITIONAL TIME TO ACCUMULATE ALL OF THE INFORMATION NECESSARY TO 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	$ 197,207.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 266,560.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification 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 ▶ Title ▶ CPA Date ▶ 8/8/2012

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