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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

OMB No 1545-0052

2011

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

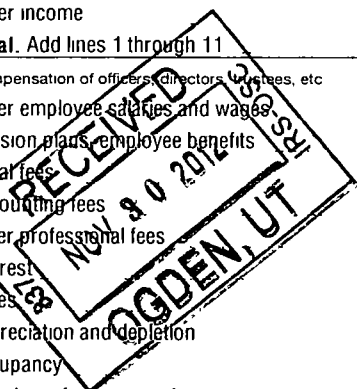
For calendar year 2011 or tax year beginning **APR 1, 2011**, and ending **MAR 31, 2012**

Name of foundation ROBERT GORE RIFKIND FOUNDATION		A Employer identification number 95-3397350
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 662147	Room/suite	B Telephone number 818-990-1125
City or town, state, and ZIP code LOS ANGELES, CA 90066-8547		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
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) \$ 7,998,937.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			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	259,090.	259,090.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<160,095.>			
b	Gross sales price for all assets on line 6a	3,835,279.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	98,995.	259,090.		
13	Compensation of officers, directors, trustees, etc.	50,000.	0.		12,500.
14	Other employee salaries and wages	3,428.	0.		0.
15	Pension plans, employee benefits				
16a	Legal fees	7,301.	0.		0.
b	Accounting fees	6,445.	0.		0.
c	Other professional fees	66,405.	66,405.		0.
17	Interest				
18	Taxes	2,086.	0.		0.
19	Depreciation and depletion				
20	Occupancy	8,750.	0.		4,375.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	18,752.	0.		10,932.
24	Total operating and administrative expenses. Add lines 13 through 23	163,167.	66,405.		27,807.
25	Contributions, gifts, grants paid	396,683.			396,683.
26	Total expenses and disbursements. Add lines 24 and 25	559,850.	66,405.		424,490.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<460,855.>			
b	Net investment income (if negative, enter -0-)		192,685.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Operating and Administrative Expenses



g/g

m

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,978,684.	217,018.	217,018.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations Stmt 8	502,633.	516,966.	612,728.
	b	Investments - corporate stock Stmt 9	3,648,177.	5,523,812.	6,314,998.
	c	Investments - corporate bonds Stmt 10	35,113.	445,956.	461,488.
Liabilities	11	Investments - land, buildings and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶ Statement 11)	99,064.	99,064.	392,705.
	16	Total assets (to be completed by all filers)	7,263,671.	6,802,816.	7,998,937.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ▶ ☐			
		and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
Net Assets or Fund Balances		Foundations that do not follow SFAS 117, check here ▶ ☒			
		and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	985,990.	985,990.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	6,277,681.	5,816,826.	
	30	Total net assets or fund balances	7,263,671.	6,802,816.	
	31	Total liabilities and net assets/fund balances	7,263,671.	6,802,816.	

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	7,263,671.
2	Enter amount from Part I, line 27a	2	<460,855.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,802,816.
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	6,802,816.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,599,562.		3,759,877.	<160,315.>
b 235,717.		235,497.	220.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<160,315.>
b			220.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<160,095.>
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	345,201.	7,462,918.	.046255
2009	409,182.	6,791,378.	.060250
2008	404,231.	6,970,206.	.057994
2007	436,509.	7,861,470.	.055525
2006	349,136.	8,133,380.	.042926

2 Total of line 1, column (d)	2	.262950
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	.052590
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,593,034.
5 Multiply line 4 by line 3	5	399,318.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,927.
7 Add lines 5 and 6	7	401,245.
8 Enter qualifying distributions from Part XII, line 4 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.	8	424,490.

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)		1	1,927.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		3	1,927.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,927.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	6,000.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	6,000.
c Tax paid with application for extension of time to file (Form 8868)		8	45.
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	4,028.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		11	0.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		Statement 14	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		4,017. Refunded	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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?	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	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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>		X	
14	The books are in care of ► <u>JONATHAN S. DAVIDSON, C.P.A.</u> Telephone no. ► <u>818-990-1125</u> Located at ► <u>5501 KEOKUK AVENUE, WOODLAND HILLS, CA</u> ZIP+4 ► <u>91367</u>			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	15	N/A	
		16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT GORE RIFKIND	DIRECTOR			
P.O. BOX 662147				
LOS ANGELES, CA 90066-8547	15.00	50,000.	0.	0.
JONATHAN DAVIDSON	DIRECTOR			
P.O. BOX 662147				
LOS ANGELES, CA 90066-8547	2.00	0.	0.	0.
MAX RIFKIND-BARRON	DIRECTOR			
P.O. BOX 662147				
LOS ANGELES, CA 90066-8547	2.00	0.	0.	0.

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

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

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

▶ 0

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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	7,708,664.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,708,664.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,708,664.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,630.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,593,034.
6	Minimum investment return. Enter 5% of line 5	6	379,652.

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	379,652.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,927.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,927.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	377,725.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	377,725.
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	377,725.

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	424,490.
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	424,490.
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	1,927.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	422,563.

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.

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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				377,725.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	31,379.			
c From 2008	59,277.			
d From 2009	77,791.			
e From 2010				
f Total of lines 3a through e	168,447.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 424,490.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				377,725.
e Remaining amount distributed out of corpus	46,765.			
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	215,212.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	215,212.			
10 Analysis of line 9:				
a Excess from 2007	31,379.			
b Excess from 2008	59,277.			
c Excess from 2009	77,791.			
d Excess from 2010				
e Excess from 2011	46,765.			

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(p)(3) or ☐ 4942(p)(5)

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.

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).)

MAX RIFKIND-BARRON

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 15

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	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
Name and address (home or business)				
a Paid during the year				
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
ANGELES CLINIC 2001 SANTA MONICA BLVD SANTA MONICA, CA 90404	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION FURTHER GOALS OF THE FOUNDATION	5,000.
ANTHROLOGY FILM ARCHIVES 32 2ND AVE NEW YORK, NY 10013	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	1,500.
CENTER FOR EARLY EDUCATION 563 NORTH ALFRED STREET WEST HOLLYWOOD, CA 90048	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
Total	See continuation sheet(s)			3a 396,683.
b Approved for future payment				
None				
Total				3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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	259,090.		
5 Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property							
6 Net rental income or (loss) from personal property							
7 Other investment income							
8 Gain or (loss) from sales of assets other than inventory				18	<160,095.>		
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
12 Subtotal. Add columns (b), (d), and (e)			0.		98,995.	0.	
13 Total. Add line 12, columns (b), (d), and (e)						98,995.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COLUMBIA COLLEGE 622 W. 113TH STREET MC 4530 NEW YORK, NY 10025	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
COLUMBIA COLLEGE ALUMNI ASSOCIATION 622 W. 113TH STREET MC 4530 NEW YORK, NY 10025	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
FILM FORUM 209 W. HOUSTON ST. NEW YORK, NY 10014	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
HARVARD WESTLAKE SCHOOL 700 NORTH FARING ROAD LOS ANGELES, CA 90077	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
LINCOLN CENTER FILM SOCIETY 165 W/ 65TH STREET NEW YORK, NY 10023	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
MUSEUM OF MODERN ART 11 W. 53RD STREET NEW YORK, NY 10019	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
NATIONAL PUBLIC RADIO 635 MASSACHUSETTS AVE WASHINGTON, DC 20001	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	1,500.
NEUE GALLERIE 1048 5TH AVE NEW YORK, NY 10028	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
TEMPLE ISRAEL OF HOLLYWOOD 7300 HOLLYWOOD BLVD HOLLYWOOD, CA 90046	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
VILLA AURORA 520 PASEO MIRAMAR PACIFIC PALISADES, CA 90272	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
Total from continuation sheets				370,183.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ONE WORLD YOUTH PROJECT 1367 CONNECTICUT AVE NW WASHINGTON, DC 20036	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,000.
ROUGH DIAMOND RANCH INC P.O. BOX 81593 BAKERSFIELD, CA 93380	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,000.
SANTA MONICA SYMPHONY ORCHESTRA 8609 WASHINGTON BLVD CULVER CITY, CA 90232	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,500.
ST PETER & ST. PAUL COPTIC CHURCH 9135 BANYON ST ALTA LOMA, CA 91737	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	1,000.
THE POSSE FOUNDATION 515 S. FIGUEROA ST #300 LOS ANGELES, CA 90071	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
UNITED FAMILIES INCORPORATED 1561 S. 4TH STREET EL CENTRO, CA 92243	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	1,500.
VENICE ARTS IN NEIGHBORHOODS 610 CALIFORNIA AVE VENICE, CA 90291	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,500.
AEIO YOUTH 7142 LA TIJERA BLVD LOS ANGELES, CA 90045	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,500.
CALIFORNIA DANCE INSTITUTE P.O. BOX 3027 VENICE, CA 90294	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,000.
CALIFORNIA PHILHARMONIC 400 S. BALDWIN AVE ARCADIA, CA 91007	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
CHURCH OF ST. MARK 940 COEUR D ALENE VENICE, CA 90291	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	1,000.
DUSTIN J WELLS FOUNDATION 120 SECOND AVE NORTH NASHVILLE, TN 37201	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
GREATER LOS ANGELES AGENCY ON DEAFNESS 2222 LAVERNA AVE LOS ANGELES, CA 90041	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 9911 W. PICO BLVD LOS ANGELES, CA 90035	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
JUMPSTART 308 CONGRESS ST. 6TH FLOOR BOSTON, MA 02210	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
KCRW PUBLIC RADIO 1900 PICO BLVD SANTA MONICA, CA 90405	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,000.
AUDUBON BALLONA EDUCATIONAL PROGRAM 7740 MANCHESTER AVE., #210 PLAYA DEL REY, CA 90293	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,000.
BUILDERS OF BUREAU OF JEWISH EDUCATION 6505 WILSHIRE BLVD, #300 LOS ANGELES, CA 90048	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
BULGARIAN AMERICAN CULTURAL CENTER 14361 OLYMPIC DR FARMERS, TX 75234	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	3,000.
CALIFORNIA TRADITIONAL MUSIC SOCIETY 4924 BALBOA BLVD #637 ENCINO, CA 91316	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LOS ANGELES JEWISH SYMPHONY 17455 LA CUESTA LANE ENCINO, CA 91316	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	6,000.
CHABAD ON CAMPUS 770 EASTERN PARKWAY BROOKLYN, NY 11213	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
CHURCH OF THE BLESSED SACRAMENT 6657 SUNSET BLVD HOLLYWOOD, CA 90028	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	3,000.
GALLERY 825 LOS ANGELES ART ASSOCIATION 825 N. LA CIENEGA BLVD LOS ANGELES, CA 90069	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	1,000.
GRAMMY MUSEUM FOUNDATION 800 W. OLYMPIC BLVD, A245 LOS ANGELES, CA 90015	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	1,000.
HOLLYWOOD BOWL FOUNDATION 151 SOUTH GRAND AVE LOS ANGELES, CA 90012	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	7,980.
JAY N. SCHAPIRA MD MEDICAL RESEARCH FOUNDATION 8635 WEST THIRD STREET, #750W LOS ANGELES, CA 90048	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
KOLBE HOUSE 2434 S. CALIFORNIA AVE CHICAGO, IL 60608	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	3,000.
LOS ANGELES ART ASSOCIATION 825 N. LA CIENEGA BLVD LOS ANGELES, CA 90069	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,000.
LOS ANGELES COUNTY ART MUSEUM 5905 WISHIRE BLVD LOS ANGELES, CA 90036	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	120,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
MISCELLANEOUS CONTRIBUTIONS \$500 AND UNDER	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	1,640.
MUSEUM ASSOCIATES - LACMA 5905 WISHIRE BLVD LOS ANGELES, CA 90036	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	20,933.
SANTA MARIANA DE PAREDES CHURCH 7922 S. PASSONS BLVD PICO RIVERA, CA 90660	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
SCHOLAR IN RESIDENCE PROGRAM P.O. BOX 662147 LOS ANGELES, CA 90066-8547	NONE	N/A	FURTHER GOALS OF THE FOUNDATION	1,630.
TEMPLE ISAIAH 10345 WEST PICO BLVD LOS ANGELES, CA 90064	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,000.
THEATER WEST 3333 CAHUENGA BLVD WEST HOLLYWOOD, CA 90068	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,500.
UCLA FOUNDATION 10920 WILSHIRE BLVD, #1400 LOS ANGELES, CA 90024	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	20,000.
WEST COAST JEWISH THEATER P.O. BOX 1723 STUDIO CITY, CA 91614	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
Total from continuation sheets				

Form 990-PF	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
MERRILL LYNCH	259,090.	0.	259,090.
Total to Fm 990-PF, Part I, ln 4	259,090.	0.	259,090.

Form 990-PF	Legal Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
LEGAL FEES	7,301.	0.		0.	
To Fm 990-PF, Pg 1, ln 16a	7,301.	0.		0.	

Form 990-PF	Accounting Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ACCOUNTING AND BOOKKEEPING	6,445.	0.		0.	
To Form 990-PF, Pg 1, ln 16b	6,445.	0.		0.	

Form 990-PF	Other Professional Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
INVESTMENT FEES - ML	66,405.	66,405.			0.
To Form 990-PF, Pg 1, ln 16c	66,405.	66,405.			0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FEDERAL TAXES	2,001.	0.		0.	
STATE TAXES	85.	0.		0.	
To Form 990-PF, Pg 1, ln 18	2,086.	0.		0.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
INSURANCE - ART	3,112.	0.		3,112.	
OUTSIDE SERVICES	15,640.	0.		7,820.	
To Form 990-PF, Pg 1, ln 23	18,752.	0.		10,932.	

Footnotes				Statement	7
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PART IX-A
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

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

Form 990-PF	U.S. and State/City Government Obligations		Statement	8
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
GOVERNMENT SECURITIES	X		516,966.	612,728.
Total U.S. Government Obligations			516,966.	612,728.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			516,966.	612,728.

Form 990-PF	Corporate Stock		Statement	9
Description			Book Value	Fair Market Value
CORPORATE STOCK			5,523,812.	6,314,998.
Total to Form 990-PF, Part II, line 10b			5,523,812.	6,314,998.

Form 990-PF	Corporate Bonds		Statement	10
Description			Book Value	Fair Market Value
CORPORATE BONDS			445,956.	461,488.
Total to Form 990-PF, Part II, line 10c			445,956.	461,488.

Form 990-PF	Other Assets		Statement	11
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value	
ARTWORK, PAINTINGS AND SCULPTURES	98,859.	98,859.	392,500.	
BOOKS AND CATALOGUES	205.	205.	205.	
To Form 990-PF, Part II, line 15	99,064.	99,064.	392,705.	

Form 990-PF	Grant Application Submission Information	Statement 15
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

MAX RIFKIND BARRON
P.O. BOX 662147
LOS ANGELES, CA 90066-8547

Telephone Number

818-990-1125

Form and Content of Applications

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

Any Submission Deadlines

APPLICATIONS ARE CONSIDERED AS THEY ARE SUBMITTED.

Restrictions and Limitations on Awards

NONE

Robert Gore Rifkind Foundation
Stock - Bond Sales
March 31, 2012

Description	Date Purchased	Date Sold	Sales Price	Purchase Price	Gain/Loss
First Energy Corp	2/26/2010	4/5/2011	203,697	213,187	-9,490 LT
Sector SPDR Utilities	6/11/2003	4/4/2011	16,010	11,165	4,845 LT
Sector SPDR Utilities	6/11/2003	4/4/2011	16,010	11,145	4,865 LT
American Tower Corp	9/21/2010	4/4/2011	236,357	229,633	6,724 ST
Illinois Works Inc	9/21/2010	4/4/2011	264,330	230,105	34,225 ST
PG&E Corp	5/14/2010	4/4/2011	219,036	216,985	2,051 ST
Rockwell Automation Inc	3/3/2011	5/3/2011	144,162	151,807	-7,645 ST
BRF Brasil Foods SA ADR	4/5/2011	6/13/2011	121,567	154,034	-32,467 ST
SIRONA Dental Systems	10/28/2010	6/6/2011	135,090	100,899	34,191 ST
Agrium Inc	3/3/2011	8/22/2011	122,765	151,634	-28,869 ST
CBS Corp New	4/5/2011	8/8/2011	130,423	154,235	-23,812 ST
Eastman Chemical Co	4/5/2011	8/4/2011	134,216	153,152	-18,936 ST
Equinix Inc	1/19/2011	8/2/2011	270,382	230,711	39,671 ST
Ishares MSCI South Korea	1/5/2011	8/10/2011	131,723	157,531	-25,808 ST
Goodyear Tire Rubber	4/5/2011	8/4/2011	146,259	155,275	-9,016 ST
Sector SPDR Financial	6/13/2011	8/10/2011	185,653	222,382	-36,729 ST
Wellpoint Inc	4/5/2011	8/2/2011	141,302	153,354	-12,052 ST
CSX Corp	4/5/2011	9/21/2011	111,559	153,181	-41,622 ST
Ishares Dow Jones Intrnl	4/5/2011	9/22/2011	178,491	230,699	-52,208 ST
Genuine Parts Co	12/7/2010	9/21/2011	232,252	233,425	-1,173 ST
Ishares MSCI Brazil Smal	11/4/2010	2/3/2012	208,036	233,861	-25,825 ST
Honeywell Intl Inc Del	6/30/2011	2/3/2012	6,055	5,986	69 ST
Honeywell Intl Inc Del	6/30/2011	2/3/2012	72,661	71,832	829 ST
Honeywell Intl Inc Del	6/30/2011	2/3/2012	148,835	147,136	1,699 ST
TRW Automotive Hldgs	1/24/2012	3/13/2012	258,408	222,020	36,388 ST
Total			<u>3,835,279</u>	<u>3,995,374</u>	<u>-160,095</u>

Robert Gore Rifkind Foundation
Stock - Bond Sales
March 31, 2012

Short Term	3,599,562	3,759,877	-160,315
Long Term	<u>235,717</u>	<u>235,497</u>	220
	<u>3,835,279</u>	<u>3,995,374</u>	<u>-160,095</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

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

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

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

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

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

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions ROBERT GORE RIFKIND FOUNDATION	Employer identification number (EIN) or ☒ 95-3397350
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 662147	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOS ANGELES, CA 90066-8547	

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

04

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

JONATHAN S. DAVIDSON, C.P.A.

- The books are in the care of ► **5501 KEOKUK AVENUE - WOODLAND HILLS, CA 91367**

Telephone No ► **818-990-1125**

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 **November 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year _____ or
- ☒ tax year beginning **APR 1, 2011**, and ending **MAR 31, 2012**

- 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	\$ 4,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 4,000.

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

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

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

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

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		Employer identification number (EIN) or
	ROBERT GORE RIFKIND FOUNDATION		☒ 95-3397350
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)
	P.O. BOX 662147		☐
City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
LOS ANGELES, CA 90066-8547			

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.

JONATHAN S. DAVIDSON, C.P.A.

- The books are in the care of ☒ 5501 KEOKUK AVENUE - WOODLAND HILLS, CA 91367
Telephone No ☒ 818-990-1125 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 February 15, 2013
- 5 For calendar year _____, or other tax year beginning APR 1, 2011, and ending MAR 31, 2012
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension

ADDITIONAL TIME NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN

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

Signature and Verification 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 ☒ Davidson Title ☒ DIRECTOR Date ☒ 11-14-12

Form 8868 (Rev. 1-2012)