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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

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 06-01-2011 , and ending 05-31-2012

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

Name of foundation
PHILIP AND MURIEL BERMAN FOUNDATION

A Employer identification number
23-6270983

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 48558

B Telephone number (see page 10 of the instructions)
(323) 932-0655

City or town, state, and ZIP code
LOS ANGELES, CA 90048

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 ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 41,046,721

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	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	762,255	768,809		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-175,420			
	b	Gross sales price for all assets on line 6a 8,282,773				
	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) (attach schedule)				
	11	Other income (attach schedule)	139,430	79,829		
	12	**Total.** Add lines 1 through 11	726,265	848,638		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	135,000	53,250		81,750
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	16,254	8,127		8,127
	c	Other professional fees (attach schedule)	104,864	72,289		32,575
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	30,456	13,485		6,971
	19	Depreciation (attach schedule) and depletion	669	0		
	20	Occupancy				
	21	Travel, conferences, and meetings	35,916	9,226		26,690
	22	Printing and publications				
	23	Other expenses (attach schedule)	77,916	47,748		77,187
	24	**Total operating and administrative expenses.** Add lines 13 through 23	401,075	204,125		233,300
	25	Contributions, gifts, grants paid	1,074,829			1,099,829
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,475,904	204,125		1,333,129
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-749,639			
	b	**Net investment income** (if negative, enter -0-)		644,513		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	6,898,139	5,817,143	5,817,143
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	16,750,776	15,704,437	16,042,477
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,978,906	9,821,441	12,450,433
	14	Land, buildings, and equipment basis ▶ 2,706 Less accumulated depreciation (attach schedule) ▶ 2,273	1,897	433	433
	15	Other assets (describe ▶)	3,605,471	6,736,235	6,736,235
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	35,235,189	38,079,689	41,046,721
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 (attach schedule)			
	22	Other liabilities (describe ▶)	1,658	5,010	
	23	**Total liabilities** (add lines 17 through 22)	1,658	5,010	
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	35,233,531	38,074,679	
	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** (see page 17 of the instructions)	35,233,531	38,074,679	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	35,235,189	38,079,689	

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	35,233,531
2	Enter amount from Part I, line 27a	2	-749,639
3	Other increases not included in line 2 (itemize) ▶	3	3,590,787
4	Add lines 1, 2, and 3	4	38,074,679
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	38,074,679

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)
1 a	MERRILL LYNCH SALE OF SECURITIES		2011-06-01	2012-05-31
b	WELLS FARGO SALE OF SECURITIES		2011-06-01	2012-05-31
c	JP MORGAN #4009 SALE OF SECURITIES		2011-06-01	2012-05-31
d	JP MORGAN #3001 SALE OF SECURITIES		2011-06-01	2012-05-31
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	2,280,357		2,335,202	-54,845
b	1,184,533		1,173,639	10,894
c	3,321,836		3,397,022	-75,186
d	1,449,147		1,545,786	-96,639
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				-54,845
b				10,894
c				-75,186
d				-96,639
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	-215,776
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	779,545	33,721,836	0 023117
2009	575,398	35,705,891	0 016115
2008	1,667,497	33,432,757	0 049876
2007	495,460	39,346,494	0 012592
2006	527,085	3,332,424	0 158169

2	**Total** of line 1, column (d).	2	0 259869
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	0 051974
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	33,887,608
5	Multiply line 4 by line 3.	5	1,761,275
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,445
7	Add lines 5 and 6.	7	1,767,720
8	Enter qualifying distributions from Part XII, line 4.	8	1,333,129

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

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	12,890
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	12,890
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	12,890
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	15,004		
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	15,004
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	2,114
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 2,114	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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		No
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA, PA			
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	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶PHILIP AND MURIEL BERMAN FOUNDATION Telephone no ▶(323) 932-0655

Located at ▶PO BOX 48558 LOS ANGELES CA ZIP+4 ▶90048

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 |

			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		No

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 page 20 of the instructions)?	1b		No
	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		No
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 ▶ 20____, 20____, 20____, 20____			
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 page 20 of the instructions).	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 ▶ 20____, 20____, 20____, 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☑ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**	Yes	
	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**		No
	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?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NANCY BERMAN BLOCH 200 S HUDSON AVE LOS ANGELES, CA 90004	PRESIDENT/ED 20 00	75,000	0	0
ALAN BLOCH 200 S HUDSON AVE LOS ANGELES, CA 90004	TREASURER 15 00	60,000	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	29,274,743
b	Average of monthly cash balances	1b	5,128,920
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	34,403,663
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	34,403,663
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	516,055
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,887,608
6	**Minimum investment return.** Enter 5% of line 5	6	1,694,380

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

1	Minimum investment return from Part X, line 6			1	1,694,380
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,890		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	362		
c	Add lines 2a and 2b			2c	13,252
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,681,128
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	1,681,128
6	Deduction from distributable amount (see page 25 of the instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,681,128

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,333,129
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	1,333,129
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,333,129

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,681,128
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			891,937	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 1,333,129				
a Applied to 2010, but not more than line 2a			891,937	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				441,192
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,239,936
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	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 page 27 of the instructions and Part VII-A, question 9)

1a 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 organization 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**
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,099,829
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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 (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	762,255	
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.			14	69,430	
8 Gain or (loss) from sales of assets other than inventory			18	-175,420	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a INSURANCE PROCEEDS			01	70,000	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		726,265	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 726,265

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

****** | 2013-03-21 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature RICHARD L RUVELSON	Date	Check if self-employed ☐	PTIN P00234075
Firm's name ▶ GREEN HASSON & JANKS LLP		Firm's EIN ▶ 95-1777440	
Firm's address ▶ 10990 WILSHIRE BLVD 16TH FLOOR LOS ANGELES, CA 900243929		Phone no (310)873-1600	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No

TY 2011 Accounting Fees Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	16,254	8,127		8,127

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE EQUIPMENT	2003-01-01	1,529	1,529	SL	5 000000000000	0	0		
COMPUTER	2010-04-01	2,171	942	SL	5 000000000000	434	0		
COMPUTER	2010-04-01	1,177	511	SL	5 000000000000	235	0		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Expenditure Responsibility Statement

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
AMERICAN FRIENDS OF ALYN HOSPITAL FOR CHILDREN ISRAEL	51 EAST 42ND STREET NEW YORK, NY 10017	2011-09-06	5,000	WHEELS OF LOVE CHARITY BIKE RIDE	5,000	NONE	09-26-11	2011-09-28	N/A

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
VARIOUS ART PIECES	2004-01	PURCHASED	2011-10		46,900			5,749	41,151	
DISPOSAL OF ASSETS		PURCHASED						0	-795	1,376

TY 2011 Investments Corporate Stock Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN PORTFOLIO INVESTMENT	11,471,730	11,505,243
MERRILL LYNCH PORTFOLIO INVESTMENT	554,459	541,652
WELLS FARGO PORTFOLIO INVESTMENT	3,678,248	3,995,582

TY 2011 Investments - Other Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SMC ALTERNATIVE STRATEGIES FUND	AT COST	1,920,394	2,215,836
SMC RESERVE FUND II OFFSHORE	AT COST	2,233,541	4,865,585
SMC CENTIGRADE FUND LIMITED	AT COST	285,076	72,493
DBL EQUITY FUND	AT COST	368,715	328,039
GLUSKIN SHEFF	AT COST	5,013,715	4,968,480

TY 2011 Land, Etc. Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	2,706	2,273	433	433

TY 2011 Other Assets Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FINE ARTS	3,605,471	6,736,235	6,736,235

TY 2011 Other Expenses Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ART PRESERVATION	50,438	0		50,438
OFFICE EXPENSE	1,432	573		860
TELEPHONE	783	157		626
INSURANCE	5,521	0		5,521
WEBSITE	236	0		236
MISCELLANEOUS	18,306	0		18,306
MEMBERSHIP DUES	1,200	0		1,200
K-1 INVESTMENT EXPENSES	0	47,018		0

TY 2011 Other Income Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER PORTFOLIO INCOME	69,430	69,430	69,430
OTHER INCOME FROM K-1		10,399	
INSURANCE PROCEEDS	70,000		70,000

TY 2011 Other Increases Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description	Amount
FMV ADJUSTMENT	3,590,787

TY 2011 Other Liabilities Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARDS PAYABLE	1,658	5,010

TY 2011 Other Professional Fees Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANTS	45,103	12,528		32,575
INVESMENT MANAGEMENT FEES	59,761	59,761		0

TY 2011 Taxes Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	10,000	0		0
TAXES AND LICENSES	185	0		185
PAYROLL TAX	11,195	4,409		6,786
FOREIGN TAXES	9,076	9,076		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Functional Currency and Exchange Rate QBU Statement

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

QBU Id	Country of Operation	Functional Currency
US DOLLARS		0.00000

Form 990PF Part XV Line 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				
ALLENTOWN AREA ECUMENICAL FOOD BANK534 WEST CHEW ST ALLENTOWN, PA 18102		501C(3)/PC/ 170(B)(1	GENERAL	10,000
AMERICAN FRIENDS OF ALYN HOSPITAL FOR CHILDREN ISRAEL 51 EAST 42ND STREET NEW YORK, NY 10017		501C(3)/PC/ 509(A)(3	WHEELS OF LOVE CHARITY BIKE RIDE	5,000
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY1 BATTERY PARK PLAZA 25TH FLOOR NEW YORK, NY 10004		501C(3)/PC/ 170(B)(1	SCHOLARSHIPS (THE BEL AIR AFFAIRE)	10,000
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY1 BATTERY PARK PLAZA 25TH FLOOR NEW YORK, NY 10004		501C(3)/PC/ 170(B)(1	SCHOLARSHIPS (SCOPUS)	10,000
AMERICAN FRIENDS OF THE HESCHEL CENTER INC2419 JF KENNEDY BLVD JERSEY CITY, NJ 07304		501C(3)/PC/ 170(B)(1	ENVIRONMENTAL FELLOWS PROGRAM	5,000
AMERICAN FRIENDS OF THE ISRAEL MUSEUM500 FIFTH AVE NEW YORK, NY 10110		501C(3)/PC/ 170(B)(1	ISRAEL MUSEUM ACQUISITION PROGRAM	5,000
AMERICAN FRIENDS OF THE YITZHAK RABIN CENTER866 SECOND AVE 10TH FLOOR NEW YORK, NY 10017		501C(3)/PC/ 170(B)(1	GENERAL OPERATING SUPPORT	5,000
ARTIS (ART ISRAEL - CONTEMPORARY ISRAELI ART FUND INC)368 BROADWAY NEW YORK, NY 10013		501C(3)/PC/ 170(B)(1	ARTIS GENERAL OPERATING SUPPORT	10,000
ARTIS (ART ISRAEL - CONTEMPORARY ISRAELI ART FUND INC)368 BROADWAY NEW YORK, NY 10013		501C(3)/PC/ 170(B)(1	UCLA HAMMER ART MUSEUM OMER FAST ARTWORK ACQUISITION	10,000
ARTIS (ART ISRAEL - CONTEMPORARY ISRAELI ART FUND INC)368 BROADWAY NEW YORK, NY 10013		501C(3)/PC/ 170(B)(1	UNIVERSITY OF CALIFORNIA AT IRVINE ART GALLERY YAEL BARTANA EXHIBIT	10,000
BERMAN MUSEUM OF ART - URSINUS COLLEGE601 E MAIN STREET COLLEGEVILLE, PA 19426		501C(3)/PC/ 170(B)(1	GIFT FOR FUTURE PERTINENT APPRAISAL COORDINATION	1,000
CAMERATA PACIFICAPO BOX 30116 SANTA BARBARA, CA 93130		501C(3)/PC/ 170(B)(1	RAMON C CORTINES HIGH SCHOOL FOR THE VISUAL AND PERF ARTS RESID PROGRAM	5,000
CENTER FOR INTERRELIGIOUS UNDERSTANDING INC492 C CEDAR LANE PMB 127 TEANECK, NJ 07666		501C(3)/PF	PASSTHROUGH GRANT TO UCLA C YOUNG RESEARCH LIBRARY AVNER MORIAH'S "ILLUMINATED GENESIS" ACQUISITION	13,000
COMMUNITY PARTNERS1000 N ALAMEDA ST NO 240 LOS ANGELES, CA 90012		501C(3)/PC/ 170(B)(1	NEW GROUND A MUSLIM-JEWISH PARTNERSHIP FOR CHANGE	20,000
CONGREGATION KENESETH ISRAEL2227 W CHEW ST ALLENTOWN, PA 181045592		501 C(3)/PC/ CHURCH	GENERAL OPERATING SUPPORT	5,000
COUNCIL OF AMERICAN JEWISH MUSEUMS INCPO BOX 12025 JACKSON, MS 392362025		501C(3)/PC/ 509(A)(2	ANNUAL-OPERATING SUPPORT	5,000
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON, VA 222023706		501C(3)/PC/ 170(B)(1	ARTS EVENTS-ANNUAL CONFERENCE (4/29-5/1/12) SUPPORT	5,000
CRAFT AND FOLK ART MUSEUM (CAFAM)5814 WILSHIRE BLVD LOS ANGELES, CA 90036		501C(3)/PC/ 509(A)(2	ARTIST EHREN TOOLE CERAMICS EXHIBIT	10,000
FOUNDATION FOR JEWISH CULTURE (FJC)520 8TH AVENUE NEW YORK, NY 100186507		501C(3)/PC/ 170(B)(1	JEWISH CULTURAL ACHIEVEMENT AWARDS	10,000
HADASSAH COLLEGE-JERUSALEM 50 W 58TH ST NEW YORK, NY 10019		501C(3)/PC/ 170(B)(1	ANNUAL-GOS/JERUSALEM CAMPUS	5,000
HAVURAH SHIR HADASH185 N MOUNTAIN AVE ASHLAND, OR 97520		501C(3)/PC/ 509(A)(3	PJ LIBRARY OF OREGON GENERAL OPERATING SUPPORT	3,000
HEBREW UNION COLLEGE LOS ANGELESJEWISH INSTITUTE OF RELIGION3101 CLIFTON AVE 3RD FLOOR CINCINNATI, OH 45220		501C(3)/PC/ CHURCH	RICHARD LEVY TEACHING FUND	10,000
HEBREW UNION COLLEGE LOS ANGELESJEWISH INSTITUTE OF RELIGION3101 CLIFTON AVE 3RD FLOOR CINCINNATI, OH 45220		501C(3)/PC/ CHURCH	CTR FOR MUSLIM-JEWISH ENGAGEMENT	2,500
HOLA (HEART OF LOS ANGELES YOUTH)2701 WILSHIRE BLVD SUITE 100 LOS ANGELES, CA 90057		501C(3)/PC/ 509(A)(2	PERFORMING AND VISUAL ARTS ACTIVITIES	20,000
(THE) HUNTINGTON LIBRARY AND ART GALLERY1151 OXFORD RD SAN MARINO, CA 911081218		501C(3)/PC/ 170(B)(1	FELLOWS LEVEL GENERAL OPERATING SUPPORT	10,000
(THE) HUNTINGTON LIBRARY AND ART GALLERY1151 OXFORD RD SAN MARINO, CA 911081218		501C(3)/PC/ 170(B)(1	L VANCE AND R SWALLOWS EXHIBIT	10,000
INSTITUTE OF CONTEMPORARY ARTICA UNIVERSITY OF PA3451 WALNUT STREET PHILADELPHIA, PA 191046284		501C(3)/PC/ 170(B)(1	BLOWING ON A HAIRY SHOULDER/GRIEF HUNTERS EXHIBIT	5,000
JEWISH FAMILY SERVICE OF LOS ANGELES6505 WILSHIRE BLVD LOS ANGELES, CA 90048		501C(3)/PC/ 170(B)(1	SOVA FOOD PANTRY	10,000
JEWISH FEDERATION OF THE LEHIGH VALLEY702 N 22ND STREET ALLENTOWN, PA 18104		501C(3)/PC/ 170(B)(1	GENERAL	5,000
(THE) JEWISH FEDERATIONS OF NORTH AMERICA25 BROADWAY 1700 NEW YORK, NY 100041010		501C(3)/PC/ 170(B)(1	CCA/CENT FOR CONTEMP ART SHARON LOCKHART EXHIBIT AND CATALOGUE	25,000

Form 990PF Part XV Line 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				
LOS ANGELES COUNTY ARTS COMMISSION1055 WILSHIRE BLVD SUITE 800 LOS ANGELES, CA 90017		501C(3)/PC/ 170(B)(1	L A CNTY REGIONAL BLUEPRINT/ARTS EDC -ARTS FOR ALL	5,000
LOS ANGELES COUNTY MUSEUM OF ARTAKA ANNA H BING LACMA TRUST 9700 W PICO BLVD LOS ANGELES, CA 90035		501C(3)/PC/ 170(B)(1	S LOCKHART/N ESHKOL EXHIBIT	10,000
LEHIGH UNIVERSITY - HILLEL27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015		501C(3)/PC/ 170(B)(1	GENERAL OPERATING SUPPORT	25,000
LEHIGH VALLEY HEALTH NETWORKHOSPITAL1249 S CEDAR CREST BLVD-FINANCE NO 3RD FL ALLENTOWN, PA 18103		501C(3)/509 (A)(3), T	HOSPITAL HEALING ARTS PROGRAM	25,000
PEF ISRAEL ENDOWMENT FUNDS INC317 MADISON AVE 607 NEW YORK, NY 10017		501C(3)/PC/ 170(B)(1	HADASSAH ACADEMIC COLLEGE, JERUSALEM GENERAL EDUCATION PURPOSES	50,000
MARLBOROUGH SCHOOL250 S ROSSMORE AVE LOS ANGELES, CA 90004		501C(3)/PC/ 170(B)(1	ARTIST RESIDENCIES' PROGRAM	10,000
PHILADELPHIA MUSEUM OF ART PO BOX 7646 PHILADELPHIA, PA 191017646		501C(3)/PC/ 170(B)(1	CHAIRMAN'S COUNCIL - GENERAL OPERATING SUPPORT	10,000
PHILADELPHIA MUSEUM OF ART PO BOX 7646 PHILADELPHIA, PA 191017646		501C(3)/PC/ 170(B)(1	MODERN & CONTEMPORARY ART - GENERAL OPERATING SUPPORT	10,000
POMONA COLLEGE MUSEUM OF ART550 N COLLEGE AVE CLAREMONT, CA 91711		501C(3)/PC/ 170(B)(1	JUDY CHICAGO EXHIBIT "BUTTERFLY FOR POMONA"	5,000
SANTA MONICA MUSEUM OF ART BERGAMOT STN G1 2525 MICHIGAN AVE SANTA MONICA, CA 90404		501C(3)/PC/ 170(B)(1	ELSA LONGHAUSER-THE POWER OF TEN FUND - GENERAL OPERATING SUPPORT	5,000
SOUTHSIDE COMMUNITY LAND TRUST109 SOMERSET ST PROVIDENCE, RI 02907		501C(3)/PC/ 170(B)(1	LAND FUND/CONSULTING FOR UEF FARMERS	10,000
STORM KING ART CENTERPO BOX 2080 OLD PLEASANT HILL ROAD MOUNTAINVILLE, NY 109530280		501C(3)/PC/ 170(B)(1	MARK DI SUVERO EXHIBITION ON GOVERNOR'S ISLAND	5,000
UCLA FOUNDATION405 HILGARD AVE LOS ANGELES, CA 90095		501C(3)/PC/ 170(B)(1	STANLEY DASHEW ENDOWMENT	5,000
UCSC FOUNDATION2155 DELAWARE AVE SANTA CRUZ, CA 95060		501C(3)/PC/ 170(B)(1	JEWISH STUDIES/BAUMGARTEN CHAIR FUND	10,000
USARTISTS INC5757 WILSHIRE BLVD 580 LOS ANGELES, CA 90036		501C(3)/PC/ 170(B)(1	ARTIST GRANT-AWARD 2011 USA FELLOW	25,000
WILSHIRE BLVD TEMPLE3663 WILSHIRE BLVD LOS ANGELES, CA 90010		501C(3)/PC/ CHURCH	RESTORATION AND REDEVELOPMENT FUND	50,000
WORLD UNION FOR PROGRESSIVE JUDAISM633 THIRD AVE 6TH FLOOR NEW YORK, NY 100176778		501C(3)/PC/ CHURCH	PUBLIC POLICY AND ADVOCACY AND SOCIAL JUSTICE	20,000
YIDDISHKAYT3780 WILSHIRE BLVD LOS ANGELES, CA 90010		501C(3)/PC/ 170(B)(1	THE HELIX PROJECT	2,500
YOUTH PRIDE INC RI171 CHESTNUT STREET PROVIDENCE RI 02903 PROVIDENCE, RI 02903		501C(3)/PC/ 170(B)(1	COMMUNICATIONS INFRASTRUCTURE	25,000
VANCOUVER FOUNDATION555 W HASTINGS ST BOX 12132 VANCOUVER V6B4N-6 CA		501C (3)/FORG/ 170(B)	SALT SPRING ISL COMM SERVICES/COMMUNITY GARDEN GARDEN COORDINATOR	30,240
TERRALINGUA217 BAKER ROAD SALT SPRING ISLAND V8K2N6 CA		501C (3)/FORG/ 170(B)	MARLBOROUGH SCHOOL CURRRICULUM PROJECT	10,000
VANCOUVER FOUNDATION555 W HASTINGS ST BOX 12132 VANCOUVER V6B4N6 CA		501C (3)/FORG/ 170(B)	SALT SPRING AGRICULTURAL ALLIANCE-CANADIAN ORGANIC GROWERS ABATTOIR PROJECT	7,567
ALLENTOWN ART MUSEUM OF THE LEHIGH VALLEY31 N FIFTH ST ALLENTOWN, PA 18101		501C(3)/PC/ 170(B)(1	SCULPTURE, PAINTINGS, PRINTS & TEXTILE (14 PIECES)	67,500
EAST STROUDSBURG UNIVERSITY 200 PROSPECT ST E STROUDSBURG, PA 18301		501C(3)/PC/ 170(B)(1	3 SCULPTURES	91,813
FRANKLING & MARSHALL COLLEGE415 HARRISBURG AVE LANCASTER, PA 17603		501C(3)/PC/ 170(B)(1	3 SCULPTURES	90,759
HADASSAH50 W 58TH ST NEW YORK, NY 10019		501C(3)/PC/ 170(B)(1	1 SCULPTURE	30,000
HAVERFORD COLLEGE370 LANCASTER AVE HAVERFORD, PA 19041		501C(3)/PC/ 170(B)(1	3 SCULPTURES	30,450
HUNTINGTON LIBRARY & ART GALLERY1151 OXFORD RD SAN MARIBO, CA 91108		501C(3)/PC/ 170(B)(1	1 SCULPTURE	11,000
LEHIGH UNIVERSITY ART GALLERIES420 E PACKER AVE BETHLEHEM, PA 18015		501C(3)/PC/ 170(B)(1	3 SCULPTURES	64,500
LONG BEACH MUSEUM OF ART 2300 E OCEAN BLVD LONG BEACH, CA 90803		501C(3)/PC/ 170(B)(1	1 PAINTING	28,000

Form 990PF Part XV Line 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*				
WHITTIER COLLEGE13406 PHILADELPHIA ST WHITTIER,CA 90608		501C(3)/PC/ 170(B)(1	3 SCULPTURES	46,000
LEHIGH VALLEY HEALTH NETWORKHOSPITAL1249 S CEDAR CREST BLVD-FINANCE NO 3RD FL ALLENTOWN,PA 18103		501C(3)/509 (A)(3), T	LOAN FORGIVENESS	25,000
Total . . . . ▶ **3a**				1,099,829