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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 6/01, **2011, and ending** 5/31, **2012**

BEN B AND JOYCE E EISENBERG FOUNDATION
12400 WILSHIRE BOULEVARD #1250
LOS ANGELES, CA 90025

A Employer identification number
99-0246427

B Telephone number (see the instructions)
310-820-1232

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

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 59,458,754.

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 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 (att sch)	151,509.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	197,001.	197,001.		
	4 Dividends and interest from securities	314,604.	314,604.		
	5a Gross rents	1,071,221.	1,071,221.		
	b Net rental income or (loss) 363,305.				
	6a Net gain/(loss) from sale of assets not on line 10	16,622.			
	b Gross sales price for all assets on line 6a 4,213,280.				
	7 Capital gain net income (from Part IV, line 2)		16,622.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) SEE STATEMENT 1	2,965,381.	2,965,381.			
12 Total. Add lines 1 through 11	4,716,338.	4,564,829.	0.		
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc.	417,959.	208,980.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 2	7,923.			
	b Accounting fees (attach sch) SEE ST 3	15,000.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	25,986.	15,344.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 5	760,128.	758,231.			
24 Total operating and administrative expenses. Add lines 13 through 23	1,226,996.	982,555.			
25 Contributions, gifts, grants paid PART XV	2,813,098.			2,813,098.	
26 Total expenses and disbursements. Add lines 24 and 25	4,040,094.	982,555.	0.	2,813,098.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	676,244.				
b Net investment income (if negative, enter -0-)		3,582,274.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing		500.	500.	500.
	2	Savings and temporary cash investments		1,068,177.	1,767,508.	1,767,508.
	3	Accounts receivable	236,711.			
		Less: allowance for doubtful accounts	183,320.	65,363.	53,391.	53,391.
	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 instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		42,095.	36,882.	36,882.
	10a	Investments – U.S. and state government obligations (attach schedule)		1,323,740.	1,349,361.	1,421,338.
	b	Investments – corporate stock (attach schedule)		1,868,959.	2,542,168.	4,292,225.
	c	Investments – corporate bonds (attach schedule)		514,380.	833,341.	852,377.
	11	Investments – land, buildings, and equipment basis	9,421,910.			
	Less: accumulated depreciation (attach schedule) SEE STMT 6	5,112,662.	4,343,330.	4,309,248.	10,000,000.	
12	Investments – mortgage loans					
13	Investments – other (attach schedule)		3,133,930.	2,632,380.	2,688,279.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 7)		12,241,624.	11,756,305.	38,346,254.	
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		24,602,098.	25,281,084.	59,458,754.	
LIABILITIES	17	Accounts payable and accrued expenses		8,250.	13,706.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 8)		100,759.	98,045.	
	23	Total liabilities (add lines 17 through 22)		109,009.	111,751.	
FUNDS ASSETS OR	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund		33,998,098.	33,998,098.	
	29	Retained earnings, accumulated income, endowment, or other funds		-9,505,009.	-8,828,765.	
	30	Total net assets or fund balances (see instructions)		24,493,089.	25,169,333.	
	31	Total liabilities and net assets/fund balances (see instructions)		24,602,098.	25,281,084.	

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	24,493,089.
2	Enter amount from Part I, line 27a	2	676,244.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	25,169,333.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	25,169,333

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PUBLICLY TRADED SECURITIES - SCHED ATTACH	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES - SCHED ATTACH	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 1,093,864.		1,214,182.	-120,318.
b 3,119,416.		2,982,476.	136,940.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-120,318.
b			136,940.
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	16,622.
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 instructions). If (loss), enter -0- in Part I, line 8]	3	-120,318.

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 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 (column (b) divided by column (c))
2010	2,796,281.	57,507,736.	0.048624
2009	2,822,297.	56,445,936.	0.050000
2008	2,848,368.	56,967,367.	0.050000
2007	2,446,817.	50,412,236.	0.048536
2006	2,326,440.	49,338,039.	0.047153

2 Total of line 1, column (d)	2	0.244313
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	0.048863
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	57,706,593.
5 Multiply line 4 by line 3	5	2,819,717.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,823.
7 Add lines 5 and 6	7	2,855,540.
8 Enter qualifying distributions from Part XII, line 4	8	2,813,098.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	71,645.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	71,645.
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	71,645.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	10,130.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	50,130.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1,618.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 9	9	23,775.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

<p>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) SEE STATEMENT 10</p>	11	X	
<p>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)</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A</p>	13	X	
<p>14 The books are in care of ▶ RICHARD A. BENDER Telephone no ▶ 310-820-1232 Located at ▶ SAME ADDRESS ZIP + 4 ▶</p>			
<p>15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A <input type="checkbox"/> N/A <input type="checkbox"/></p>			
<p>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 ▶</p>	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
<p>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>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 ▶ <input type="checkbox"/></p>	1b		X
<p>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?</p>	1c		X
<p>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)).</p> <p>a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__</p> <p>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.)</p> <p>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__</p>	2b		N/A
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011</i>)</p>	3b		N/A
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p>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?</p>	4b		X

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

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

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A Yes No

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

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

Yes No

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

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 (see 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
JOYCE EISENBERG-KEEFER 127 E. 9TH ST., SUITE 801 LOS ANGELES, CA 90015	PRES./DIR. 40.00	216,667.	56,292.	0.
RICHARD A BENDER 12400 WILSHIRE BLVD., # 1250 LOS ANGELES, CA 90025	SECRETARY/TR 10.00	145,000.	0.	0.
EDNA WEISS 12400 WILSHIRE BLVD., #1250 LOS ANGELES, CA 90025	DIRECTOR 0	0.	0.	0.
JOYCE GREEN 12400 WILSHIRE BLVD., #1250 LOS ANGELES, CA 90025	DIRECTOR 0	0.	0.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ELLER COMMERCIAL PROPERTY MANAGEMENT 127 EAST 9TH STREET LOS ANGELES, CA 90015	PROPERTY MANAGEMENT	57,500.
RZ PAINTING AND WALLCOVERING C/O ROBERT ZAKAS P O BOX 1062 MONROVIA, CA 91017	PAINTING CONTRACTOR	153,503.
STRUCTURAL MATERIALS COMPANY 1201 EAST MCFADDEN AVENUE SANTA ANA, CA 92705	BUILDING SUPPLIES	104,519.

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 NONE	
2 -----	
3 -----	
4 -----	

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

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

BAA

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	8,873,959.
b	Average of monthly cash balances	1b	1,274,889.
c	Fair market value of all other assets (see instructions)	1c	48,436,526.
d	Total (add lines 1a, b, and c)	1d	58,585,374.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) SEE STATEMENT 11	1e	1,375,635.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	58,585,374.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	878,781.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,706,593.
6	Minimum investment return. Enter 5% of line 5	6	2,885,330.

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	2,885,330.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	71,645.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	71,645.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,813,685.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,813,685.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,813,685.

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	2,813,098.
b	Program-related investments — total from Part IX-B	1b	
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	2,813,098.
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 instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,813,098.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,813,685.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			2,717,181.	
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 ▶ \$ 2,813,098.				
a Applied to 2010, but not more than line 2a			2,717,181.	
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				95,917.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				2,717,768.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see 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 instructions and Part VII-A, question 9) N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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
<p>a Paid during the year SEE SCHEDULE</p>			<p>PROGRAMS AND FACILITIES</p>	<p>2,813,098.</p>
<p>Total ▶ 3a</p>				<p>2,813,098.</p>
<p>b Approved for future payment SEE SCHEDULE</p>			<p>PROGRAMS AND FACILITIES</p>	<p>1,050,000.</p>
<p>Total ▶ 3b</p>				<p>1,050,000.</p>

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

BEN B AND JOYCE E EISENBERG FOUNDATION

Employer identification number

99-0246427

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BEN B EISENBERG CRT ESTELLE MACK ----- 12400 WILSHIRE BLVD, STE 1250 ----- LOS ANGELES, CA 90025 -----	\$ ----- 76,068.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ESTELLE MACK TRUST 9/19/1986 ----- 12400 WILSHIRE BLVD, STE 1250 ----- LOS ANGELES, CA 90025 -----	\$ ----- 75,441.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GOVERNMENT OBLIGATIONS UBS TRUST A/C TP-58138 55 25000 GNMA PL 004511M 4.00 DUE 8/20/39 : \$24,620.20 25000 GNMA PL 412224X 7.00 DUE 4/15/26 : \$ 401.75 20000 FHLMC 5.500 DUE 11/1/31 : \$ 2,936.22 25000 GNMA PL 431836X7.00 DUE 1/15/27 : \$ 527.61	\$ 28,486.	2/10/12
2	MUTUAL FUNDS UBS A/C FM TP 37153 55: 10,000 MFS MULTIMARKET INC TR SBI: \$70,000	\$ 70,000.	2/10/12
		\$	
		\$	
		\$	
		\$	

Name of organization **BEN B AND JOYCE E EISENBERG FOUNDATION** Employer identification number **99-0246427**

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once See instructions) ▶ \$ _____ N/A
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIPS	\$ 435,026.		
NEW MART TITLE HOLDING CO	2,530,355.		
TOTAL	<u>\$ 2,965,381.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL RE CORP. MATTERS	\$ 7,923.			
TOTAL	<u>\$ 7,923.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING FEES	\$ 15,000.			
TOTAL	<u>\$ 15,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES ON DIVIDENDS	\$ 4,701.	\$ 4,701.		
PAYROLL TAXES	21,285.	10,643.		
TOTAL	<u>\$ 25,986.</u>	<u>\$ 15,344.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	\$ 48,399.	\$ 48,399.		
OFFICE EXPENSE	909.	455.		
OTHER	17.	17.		
RENTAL EXPENSES	707,916.	707,916.		
TELEPHONE	2,887.	1,444.		
TOTAL	\$ 760,128.	\$ 758,231.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 4,190,000.	\$ 3,959,709.	\$ 230,291.	\$ 500,000.
IMPROVEMENTS	1,456,910.	1,152,953.	303,957.	0.
LAND	3,775,000.		3,775,000.	9,500,000.
TOTAL	\$ 9,421,910.	\$ 5,112,662.	\$ 4,309,248.	\$ 10,000,000.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
EISENBERG-CORNELL PARTNERSHIP	\$ 65,552.	\$ 195,206.
EISENBERG-WALD PARTNERSHIP	2,348,859.	5,307,334.
INVESTMENT IN EISENBERG NEW MART BLDG.	8,640,893.	32,142,713.
MISCELLANEOUS	1,001.	1,001.
NEW MART RECEIVABLE	700,000.	700,000.
TOTAL	\$ 11,756,305.	\$ 38,346,254.

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

TENANT SECURITY DEPOSITS	\$ 98,044.
ROUNDING	1.
TOTAL	\$ 98,045.

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

**STATEMENT 9
FORM 990-PF, PART VI, LINE 9
TAX DUE**

TAX DUE	\$ 23,133.
LATE PAYMENT PENALTY	538.
LATE INTEREST	104.
TOTAL	\$ <u>23,775.</u>

**STATEMENT 10
FORM 990-PF, PART VII-A, LINE 11
CONTROLLED ENTITY TRANSFERS**

TRANSFERS FROM CONTROLLED ENTITY

CONTROLLED ENTITY NAME: EISENBERG PROPERTIES - NEW MART BLD
 ADDRESS: 12400 WILSHIRE BLVD, SUITE 1250
 ADDRESS: LOS ANGELES, CA 90025
 FEDERAL EIN: 95-4793324
 DESCRIPTION OF TRANSFER: DISTRIBUTION OF EXCESS FUNDS FROM TITLE
 HOLDING 501(C) (2) CORP

AMOUNT OF TRANSFER: \$ 2,200,000.

TOTAL \$ 2,200,000.

**STATEMENT 11
FORM 990-PF, PART X, LINE 1E
REDUCTIONS CLAIMED FOR BLOCKAGE OR OTHER FACTORS**

DESCRIPTION OF ASSET OR ASSET GROUP: 50% PARTNERSHIP INTEREST IN EISENBERG -
 WALD PARTNERSHIP. THIS PARTNERSHIP OWNS
 AND LEASES COMMERCIAL REAL ESTATE.

PERCENTAGE OF SECURITIES OUTSTANDING: 50%

FMV OF ASSET PRIOR TO DISCOUNT: \$ 6,634,168.

AMOUNT OF DISCOUNT CLAIMED: \$ 1,326,834.

EXPLANATION OF WHY THE CLAIMED DISCOUNT
 IS APPROPRIATE IN THE VALUATION: REPRESENTS DISCOUNT FOR FRACTIONAL
 INTEREST IN A PARTNERSHIP AND LACK OF
 MARKETABILITY.

DESCRIPTION OF ASSET OR ASSET GROUP: 45% INTEREST IN EISENBERG-CORNELL-ROSE
 PARTNERSHIP. THIS PARTNERSHIP OWNS AND
 LEASES COMMERCIAL REAL ESTATE.

PERCENTAGE OF SECURITIES OUTSTANDING: 45%

FMV OF ASSET PRIOR TO DISCOUNT: \$ 244,007.

AMOUNT OF DISCOUNT CLAIMED: \$ 48,801.

EXPLANATION OF WHY THE CLAIMED DISCOUNT
 IS APPROPRIATE IN THE VALUATION: REPRESENTS DISCOUNT FOR FRACTIONAL
 INTEREST IN A PARTNERSHIP, LACK OF
 MARKETABILITY, AND LACK OF CONTROL.

STATEMENT 12
 FORM 990-PF, PART XVII, LINE 2B
 ORGANIZATION AFFILIATED WITH TAX EXEMPT ORGANIZATION(S)

(A) NAME OF ORGANIZATION	(B) TYPE OF ORGANIZATION	(C) DESCRIPTION OF RELATIONSHIP
BEN EISENBERG PROP.- NEW MART BUILDING, INC.	501 (C) (2)	HOLDING TITLE TO PROPERTY, COLLECTING INCOME THEREFROM, AND TURNING OVER THE ENTIRE AMOUNT THEREOF, LESS EXPENSES, TO THE REPORTING ORGANIZATION. DURING THE TAX YEAR, RENTAL INCOME WAS \$5,543,770, AND RENTAL EXPENSES, EXCLUSIVE OF LOSS ON ABANDONEMENT AND DEPRECIATION OF THE PROPERTY WERE \$2,306,033. IN ADDITION, \$1,042,466 OF IMPROVEMENTS WERE ADDED TO THE PROPERTY. \$2,200,000 WAS REMITTED TO BEN B AND JOYCE E EISENBERG FOUNDATION DURING THIS YEAR, INCLUDING \$700,000 RECEIVABLE AT THE END OF THE FISCAL YEAR.

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

PART XV, LINE 2A: RICHARD A BENDER
12400 WILSHIRE BLVD., SUITE 1250
LOS ANGELES, CA 90025
(310) 820-1232

PART XV, LINE 2B: LETTER OUTLINING SPECIFIC PURPOSE OF REQUEST,
BUDGET AND OPERATING STATEMENT, INFO ABOUT THE
REQUESTING ORGANIZATION, AND IRS DETERMINATION
LETTER

PART XV, LINE 2D: GENERALLY RESTRICTED TO HEALTH AND WELFARE WITH
EMPHASIS ON THE ELDERLY, CHILDREN, MEDICAL
RESEARCH, AND ISRAEL

BEN B AND JOYCE E EISENBERG FOUNDATION

(99-0246427)

FEDERAL FORM 990PF, PART I, LINE 5b

NET RENTAL INCOME

RENTAL INCOME TAX YEAR 6/1/11 TO 5/31/12 1,071,221.20

RENTAL EXPENSES:

ADVERTISING	468
INSURANCE	34,592.00
LEGAL FEES	7,085
MISCELLANEOUS	1,721
PEST CONTROL	3,299
REPAIR & MAINTENANCE	314,320
PROPERTY AND OTHER TAXES	130,505
TELEPHONE	2,887.50
UTILITIES	8,895.59
BAD DEBTS, UNCOLLECTIBLE RENTS	83,149.00
DEPRECIATION	50,082.00
FIRE & ALARM	5,060.00
OFFICE EXPENSE	2,723
OUTSIDE SERVICES	60,000
PROTECTION SERVICES	0
TRASH REMOVAL	3,129

TOTAL RENTAL EXPENSES 707,916

NET RENTAL INCOME 363,305

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FEDERAL FORM 990PF, PART I, LINE 23, STATEMENT 4
AND
CALIFORNIA FORM 199, PART II, LINE 17, STATEMENT 4
RENTAL EXPENSES
TAX YEAR 6/1/11 TO 5/31/12

BAD DEBTS, UNCOLLECTIBLE RENTS	83,149
BUILDING PROMOTIONS	468
DEPRECIATION	50,082
INSURANCE	5,060
LEGAL FEES	34,592
FIRE & ALARM	7,085
MISCELLANEOUS	1,721
OFFICE EXPENSE	2,723
PROPERTY MANAGEMENT	60,000
PEST CONTROL	3,299
PROPERTY AND OTHER TAXES	130,505
PROTECTION SERVICES	-
REPAIR & MAINTENANCE	314,320
TELEPHONE	2,888
TRASH REMOVAL	3,129
UTILITIES	8,896
TOTAL RENTAL EXPENSES	<u>707,916</u>

FEDERAL FORM 990PF, PART I, LINE 23, STATEMENT 4
AND
CALIFORNIA FORM 199, PART II, LINE 17, STATEMENT 4
RENTAL EXPENSES

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)
 FORM 990PF, PART I, LINE 6, STATEMENT 1
 CALIFORNIA FORM 199, PART II, LINE 6
 TAX YEAR 6/1/11 TO 5/31/12

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
65 ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	1/17/2012	1/20/2012	3,617 44	3,657 27	-39 83
25000 US TREAS NTS DTD 02/28/11 2 125	3/11/2011	1/25/2012	26,473 55	25,087 97	1,385 58
35 MFC FLEXSHARES TR MORNINGSTAR GLOBAL	10/25/2011	1/26/2012	1,255 78	1,209 58	46 20
189 19 MFB NORTHN MID CAP INDEX FD	1/11/2012	1/26/2012	2,344 00	2,275 95	68 05
852 05 MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	1/11/2012	1/26/2012	6,876 00	6,450 02	425 98
1514 03 MFB NORTHN FUNDS EMERGING MKTS EQTY	1/11/2012	1/26/2012	17,154 00	16,079 00	1,075 00
270 33 MFB NORTHN FDS SMALL CAP INDEX FD	1/11/2012	1/26/2012	2,360 00	2,284 29	75 71
39 AMAZON COM INC	11/8/2011	2/6/2012	7,185 44	8,484 53	-1,299 09
14 AMAZON COM INC	11/8/2011	2/7/2012	2,566 46	3,045 73	-479 27
45 CHINA MOBILE HONG KONG LTD SPONSORED ADR	2/1/2012	2/14/2012	2,298 42	2,255 55	42 87
30 POTASH CORP OF SASKATCHEWAN INC	2/1/2012	2/14/2012	1,318 27	1,403 50	-85 23
25 ADR SOCIEDAD QUIMICA Y MINERA DE CHILE SA SPONSOR	2/1/2012	2/14/2012	1,455 06	1,453 22	1 84
25000 TARGET CORP 2 9% DUE 1/15/22	1/9/2012	2/14/2012	25,074 50	24,840 75	233 75
100 VODAFONE GROUP PLC SPONSORED ADR	2/1/2012	2/14/2012	2,724 23	2,709 40	14 83
165 ADR KAO CORP SPONSORED ADR	2/1/2012	2/15/2012	4,215 22	4,502 20	-286 98
65 ADR REED ELSEVIER P L C	2/1/2012	2/16/2012	2,244 41	2,134 30	110 11
25000 US TREAS NTS DTD 00363 2 125 DUE 08/15/21	10/18/2011	2/22/2012	25,443 26	24,996 19	447 07
87 ADR MTN GROUP LTD SPONSORED ADR	2/1/2012	2/28/2012	1,542 75	1,539 26	3 49
493 ADR MTN GROUP LTD SPONSORED ADR	1/17/2012	2/29/2012	8,852 59	8,321 84	530 75
25000 UNITED STATES TREAS NTS DTD 375% DUE 10/31/12	1/18/2012	3/8/2012	25,036 05	25,049 89	-13 84
375 ADR SUN HUNG KAI PROP LTD	2/1/2012	3/23/2012	5,163 40	4,941 25	222 15
25000 UNITED STATES TREAS NTS DTD 00359 2 25%	8/17/2011	3/29/2012	26,300 68	26,191 51	109 17
262 EXPERIAN PLC	2/1/2012	4/2/2012	4,085 12	3,557 56	527 56
25000 BANK OF AMER CORP 5 00 DUE 5/13/21	5/10/2011	4/3/2012	25,098 50	24,891 25	207 25
655 ADR KDDI CORP ADR	2/1/2012	4/10/2012	10,363 83	10,444 30	-80 47
175 POTASH CORP OF SASKATCHEWAN INC	1/17/2012	4/30/2012	7,392 27	7,978 25	-585 98
375 ADR NTT DOCOMO INC ADR	2/1/2012	5/8/2012	6,158 19	6,749 14	-590 95
25000 UNITED STATES TREAS NTS 2 DUE 11/15/21	12/15/2011	5/9/2012	25,481 35	25,189 56	291 79
435 ADR GAFISA S A SPONSORED ADR REPSTG 2 COM SHS	2/1/2012	5/15/2012	1,480 62	2,222 00	-741 38
60000 UNITED STATES TREAS NTS 2 DUE 11/15/21	12/21/2011	5/31/2012	62,671 64	60,435 78	2,235 86
MAF FUNDS SHORT TERM CAPITAL LOSS - FROM FORM K-1			0 00	65,670 00	-65,670 00
SUBTOTAL OF SHORT TERM GAIN /LOSS			1,093,864	1,214,182	(120,318)

LONG TERM

480 LOWES COMPANIES INC	5/12/2010	6/24/2011	11,133 35	13,612 74	-2,479 39
360 MEDCO HEALTH SOLUTIONS INC	5/12/2010	6/24/2011	19,325 59	11,556 66	7,768 93
355 WALT DISNEY CO	5/12/2010	7/15/2011	13,953 64	12,450 61	1,503 03
575 EMERSON ELECTRIC CO	5/12/2010	8/10/2011	24,666 11	25,835 26	-1,169 15
20000 UNITED STATES TREAS NTS 5% DUE 08/15/11	12/31/2003	8/15/2011	20,000 00	21,406 25	-1,406 25
128 PEPSICO INC	5/12/2010	8/29/2011	8,178 08	6,523 38	1,654 70
112 PEPSICO INC	1/8/2001	8/30/2011	7,182 21	5,150 60	2,031 61
185 THE TRAVELERS COMPANIES	1/19/2009	9/22/2011	8,719 12	9,897 83	-1,178 71
240 SUNCOR ENERGY INC NEW	5/12/2010	9/28/2011	6,567 66	7,858 48	-1,290 82
280 SUNCOR ENERGY INC NEW	5/14/2009	9/29/2011	7,374 92	8,255 63	-880 71
25000 UNITED STATES TREAS NTS DTD 00293 75%	5/28/2010	10/18/2011	25,099 53	24,961 02	138 51
211 CUMMINS ENGINE INC	5/12/2010	10/21/2011	19,665 07	10,076 42	9,588 65
1115 MFC ISHARES TR BARCLAYS TIPS BD FD PROTECTED SECS	9/17/2009	10/25/2011	128,499 94	114,021 82	14,478 12
3151 49 MFB NORTHN FDS MULTI-MANAGER EMERGING MKT	9/17/2009	10/25/2011	61,517 00	61,387 09	129 91
5364 48 PIMCO COMMODITY REALRETURN STRATEGY FUND	6/19/2009	10/25/2011	42,433 00	38,785 19	3,647 81
675 GENERAL ELECTRIC CO	5/12/2010	11/8/2011	11,039 21	18,085 37	-7,046 16
165 UNITEDHEALTH GROUP INC	2/4/2010	11/8/2011	7,502 20	5,400 43	2,101 77
36084 4 MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPOI	5/10/2010	12/12/2011	365,535 00	368,091 90	-2,556 90
INTERNATIONAL FUND - ALTRINSIC GLOBAL ADVISORS	2/1/2006	12/13/2012	50,000 00	58,267 53	-8,267 53
INTERNATIONAL FUND - AXIOM INTERNATIONAL INVESTORS	2/1/2006	12/13/2012	25,000 00	25,926 14	-926 14
INTERNATIONAL FUND - ALTRINSIC GLOBAL ADVISORS	2/1/2006	1/13/2012	262,330 18	242,649 01	19,681 17
INTERNATIONAL FUND - AXIOM INTERNATIONAL INVESTORS	2/1/2006	1/13/2012	256,618 52	247,953 60	8,664 92
327 49 INTERNATIONAL FUND - ALTRINSIC GLOBAL ADVISORS	2/1/2006	1/31/2012	24,218 31	33,614 38	-9,396 07
INTERNATIONAL FUND - AXIOM INTERNATIONAL INVESTORS	2/1/2006	1/31/2012	23,171 75	29,262 04	-6,090 29
25000 UNITED STATES TREAS NTS T-NT 1 875% DUE 06/15/12	6/10/2009	1/6/2012	25,196 21	24,930 75	265 46
25000 UNITED STATES TREAS NTS DTD 00293 75%	5/28/2010	1/6/2012	25,071 21	24,961 02	110 19
25000 PRIN LIFE INC FUNDINGS TRS SECD TRANCHE # TR 00470 5	12/7/2007	1/10/2012	25,992 00	24,980 50	1,011 50
5 ALTERA CORP COM	5/12/2010	1/11/2012	187 60	124 40	63 20
3 AMAZON COM INC	5/12/2010	1/11/2012	537 20	391 62	145 58
15 AMERICAN EXPRESS CO	4/26/2010	1/11/2012	733 78	712 02	21 76
2 APPLE COMPUTER INC	5/12/2010	1/11/2012	843 86	525 72	318 14
9 CHEVRONTXACO CORP COM	5/12/2010	1/11/2012	969 19	721 89	247 30
5 CITRIX SYS INC	7/22/2010	1/11/2012	325 30	232 64	92 66
10 COSTCO WHSL CORP NEW	1/28/2008	1/11/2012	800 38	661 66	138 72
25 DANAHER CORP	5/12/2010	1/11/2012	1,258 07	853 49	404 58
10 WALT DISNEY CO	1/31/2007	1/11/2012	387 19	346 57	40 62

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)
 FORM 990PF, PART I, LINE 6, STATEMENT 1
 CALIFORNIA FORM 199, PART II, LINE 6
 TAX YEAR 8/1/11 TO 5/31/12

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
10 DOMINION RES INC VA NEW	9/14/2010	1/11/2012	511 29	440 86	70 43
15 E I DU PONT DE NEMOURS	4/26/2010	1/11/2012	710 13	609 99	100 14
35 EMC CORP COM	7/15/2010	1/11/2012	773 51	716 50	57 01
10 EXXON MOBILE CORP	5/12/2010	1/11/2012	851 09	652 20	198 89
35 GENERAL ELECTRIC CO	5/5/2010	1/11/2012	660 58	640 38	20 20
2 GOOGLE INC CL A	5/12/2010	1/11/2012	1,254 76	1,013 86	240 90
15 HEINZ H J CO COMMON STOCK	8/20/2010	1/11/2012	790 93	704 27	86 66
3 INTL BUSINESS MACHINES	5/12/2010	1/11/2012	547 07	390 36	156 71
20 J P MPRHAN CHASE & CO	2/7/2008	1/11/2012	732 05	908 17	-176 12
15 JOHNSON CONTROLS INC	9/10/2009	1/11/2012	518 58	399 36	119 22
5 MCKESSON HBOC INC	5/12/2010	1/11/2012	393 61	340 90	52.71
15 NATIONAL-OILWELL INC	5/12/2010	1/11/2012	1,105 99	612 90	493 09
18 NOBLE ENERGY INC COM	5/12/2010	1/11/2012	1,758 21	1,243 62	514 59
24175 62 MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD	12/11/2009	1/11/2012	243,690 25	245,624 31	-1,934 06
9875 74 MFB NORTHN FDS MULTI-MANAGER GLOBAL REALE	12/21/2009	1/11/2012	154,555 12	166,140 83	-11,585 71
12834 18 MFB NORTHN FDS MULTI-MANAGER EMERGING MKT	8/3/2009	1/11/2012	216,127 61	235,507 27	-19,379 66
12092 94 MFB NORTHN MULTIMGR SMALL CAP FD	5/6/2010	1/11/2012	109,199 13	97,959 91	11,239 22
10760 06 MFB NORTHN MULTIMGR MID CAP FD	5/6/2010	1/11/2012	121,696 19	100,152 70	21,543 49
15 ADR NOVARTIS AG SPONSORED ADR ISIN#US66987V1098	2/4/2010	1/11/2012	846 72	813 39	33 33
15 OMNICOM GROUP	12/21/2010	1/11/2012	678 79	700 50	-23 71
30 ORACLE CORPORATION	10/4/2010	1/11/2012	807 73	816 99	-9 26
25 PRINCIPAL FINANCIAL GROUP	5/12/2010	1/11/2012	651 98	761 75	-109 77
10 PROCTOR & GAMBLE CO	5/12/2010	1/11/2012	657 69	627 90	29 79
30 SPECTRA ENERGY CORP COM	8/13/2008	1/11/2012	914 68	779 37	135 31
10 THE TRAVELERS COMPANIES	11/9/2009	1/11/2012	598 49	535 02	63 47
25 US BANCORP	4/28/2008	1/11/2012	707 65	874 05	-166 40
15 UNITEDHEALTH GROUP INC	2/4/2010	1/11/2012	795 41	490 95	304 46
15 WAL MART STORES INC	9/8/2008	1/11/2012	891 88	927 52	-35 64
30 WELLS FARGO & CO NEW	5/12/2010	1/11/2012	886 63	1,008 60	-121 97
15 WHOLE FOODS MKT INC	6/2/2010	1/11/2012	1,084 63	599 02	485 61
25 COVIDIEN PLC USD0 20	9/30/2008	1/11/2012	1,152 73	1,331 90	-179 17
81 INTL BUSINESS MACHINES	5/12/2010	1/13/2012	14,457 36	10,367 04	4,090 32
99 SALESFORCE COM INC COM STK	7/15/2010	1/13/2012	10,278 92	9,420 12	858 80
101 SLAESFORCE COM INC COM STK	6/11/2010	1/17/2012	10,555 52	9,591 91	963 61
194 MCKESSON HBOC INC	5/12/2010	1/23/2012	14,911 34	12,037 40	2,873 94
365 ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	5/12/2010	1/23/2012	20,217 07	19,608 63	608 44
133 MCKESSON HBOC INC	12/8/2009	1/24/2012	10,154 60	8,131 81	2,022 79
53 MCKESSON HBOC INC	12/8/2009	1/25/2012	4,074 00	3,240 49	833 51
60 AMAZON COM INC	5/12/2010	1/26/2012	11,479 26	5,224 41	6,254 85
31 AMAZON COM INC	4/16/2009	2/6/2012	5,711 50	2,362 42	3,349 08
290 E I DU PONT DE NEMOURS	5/12/2010	2/6/2012	14,979 81	11,534 59	3,445 22
25000 US TREAS NTS NT 2 DUE 01/31/16 REG	1/31/2011	2/6/2012	26,467 69	25,073 33	1,394 36
25000 UNITED STATES TREAS NTS NT 1% DUE 04/30/12 REG	5/28/2010	2/9/2012	25,050 70	25,093 83	-43 13
38000 UNITED STATES TREAS NTS DTD 00178 3 375%	2/29/2008	2/15/2012	38,943 94	39,020 98	-77 04
25000 UNITED STATES TREAS NTS	8/25/2010	2/17/2012	25,032 14	24,937 58	94 56
10000 UNITED STATES TREAS NTS US TREASURY NOTE/BOND 3 125%	4/28/2008	2/22/2012	10,342 94	9,977 34	365 60
25000 FL PWR & LT CO 5 55%	10/3/2007	2/23/2012	30,374 00	25,084 75	5,289 25
161 SPECTRA ENERGY CORP COM	8/13/2008	3/1/2012	5,067 90	4,182 60	885 30
133 SPECTRA ENERGY CORP COM	8/13/2008	3/2/2012	4,175 95	3,455 19	720 76
85 SPECTRA ENERGY CORP COM	8/13/2008	3/5/2012	2,651 06	2,208 21	442 85
116 SPECTRA ENERGY CORP COM	8/13/2008	3/6/2012	3,594 47	3,013 55	580 92
208 THE TRAVELERS COMPANIES	11/9/2009	3/12/2012	12,000 07	11,128 38	871 69
25000 UNITED STATES TREAS NTS DTD 00178 3 375%	12/11/2007	3/12/2012	25,571 21	24,994 14	577 07
62 THE TRAVELERS COMPANIES	5/12/2010	3/13/2012	3,570 88	3,108 56	462 32
25000 UNITED STATES TREAS NTS DTD 00231 3 125%	8/4/2009	3/15/2012	27,398 34	24,102 86	3,295 48
5000 TELSTRA CORP LTD 6 375% DUE 04/01/12	2/20/2004	4/2/2012	5,000 00	5,644 70	-644 70
30000 UNITED STATES TREAS NTS 4 75 DUE 08/15/17	8/30/2007	4/5/2012	35,656 52	30,553 12	5,103 40
26 W W GRAINGER INC	9/13/2010	4/26/2012	5,395 95	2,985 91	2,410 04
58 UNITEDHEALTH GROUP INC	12/15/2009	4/26/2012	3,352 27	1,810 92	1,541 35
82 WHOLE FOODS MKT INC	2/2/2011	4/26/2012	6,800 25	4,257 51	2,542 74
11 W W GRAINGER INC	9/13/2010	4/27/2012	2,315 83	1,263 27	1,052 56
23 UNITEDHEALTH GROUP INC	12/15/2009	4/27/2012	1,330 98	718 12	612 86
33 WHOLE FOODS MKT INC	2/2/2011	4/27/2012	2,751 41	1,713 39	1,038 02
27 WHOLE FOODS MKT INC	6/2/2010	4/27/2012	2,251 15	1,078 23	1,172 92
226 ALTERA CORP COM	5/12/2010	5/7/2012	7,579 87	4,027 92	3,551 95
105 CITRIX SYS INC	4/11/2011	5/7/2012	8,745 93	7,843 28	902 65
38 CITRIX SYS INC	7/22/2010	5/7/2012	3,165 19	1,768 10	1,397 09
130 PHILLIPS 66 COM	11/19/2010	5/7/2012	3,863 41	3,847 17	16 24
139 ALTERA CORP COM	3/20/2009	5/8/2012	4,609 78	2,431 93	2,177 85
25000 UNITED STATES TREAS NTS DTD 00338 2 875%	4/13/2011	5/17/2012	27,808 49	25,022 56	2,785 93
550 MFC SPDR GOLD TR GOLD SHS	5/10/2010	10/25/2011	91,035 24	64,751 50	26,283 74
45 MFC SPDR GOLD TR GOLD SHS	5/10/2010	12/12/2011	7,265 11	5,297 85	1,967 26
60 MFC SPDR GOLD TR GOLD SHS	5/10/2010	1/26/2012	10,040 80	7,063 80	2,977 00

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)
 FORM 990PF, PART I, LINE 6, STATEMENT 1
 CALIFORNIA FORM 199, PART II, LINE 6
 TAX YEAR 6/1/11 TO 5/31/12

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
MAF FUNDS LONG TERM CAPITAL GAIN - FROM FORM K-1				11,709.00	(11,709 00)
SUBTOTAL OF LONG TERM GAIN/LOSS			<u>2,964,610</u>	<u>2,845,485</u>	<u>119,125</u>
SUBTOTAL OF NORTHERN TRUST GAIN/LOSS			<u>4,058,474</u>	<u>4,059,668</u>	<u>(1,193)</u>
GRAND TOTAL			<u>4,213,280</u>	<u>4,196,658</u>	<u>16,622</u>
GAIN/LOSS RECAP					
TOTAL OF SHORT TERM GAIN/LOSS			1,093,864	1,214,182	(120,318)
TOTAL OF LONG TERM GAIN/LOSS			<u>3,119,416</u>	<u>2,982,475</u>	<u>136,940</u>
			<u>4,213,280</u>	<u>4,196,658</u>	<u>16,622</u>

**BEN B. & JOYCE E. EISENBERG FOUNDATION
TAX RETURN FYE 5/31/12
"Net Investment Income/Adj. Net Income - Other Income"**

Other Income

Eisenberg & Wald Partnership	414,547
Eisenberg, Cornell & Rose Partnership	20,479
New Mart Building	<u>2,530,355</u>
Total	<u><u>2,965,381</u></u>

Source: 2012 Trial Balance

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10A
CALIFORNIA FORM 199, SCHEDULE L , LINE 5
INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS
TAX YEAR 6/1/11 TO 5/31/12

SHARES	DESCRIPTION	Cost BALANCE 05/31/2011	Cost BALANCE 05/31/2012	FMV 05/31/2012
	UBS --ACCOUNT # TP 6315055			
US GOVERNMENT OBLIGATIONS				
75,000	FHLM 6 0 DUE 5/1/17	2,125	1,571	1,594
60,000	GNMA PL 6 5% DUE 2/20/24	1,216	1,131	1,315
30,000	GNMA PL 6 5% DUE 3/20/24	3,020		
67,000	GNMA PL 7 000% DUE 9/20/25	931	848	988
25,000	GNMA PL 7 000% DUE 4/15/26		334	401
25,000	GNMA PL 7 000% DUE 1/15/27		432	525
50,000	GNMA PL 6 0 DUE 4/15/29	2,946	2,266	2,398
25,000	FNMA PL MA0641 04 0000 DUE 2/1/31	25,347	22,163	23,230
50,000	GNMA PL 6 0 DUE 9/20/31	2,729	2,078	2,218
20,000	FHLMC POOL 5 5000% DUE 11/01/31		2,676	2,860
25,000	GNMA PL 5 5 DUE 11/20/34	8,148	6,465	6,907
25,000	GNMA PL 4 0 DUE 05/20/39	23,458	21,473	23,183
25,000	GNMA PL 4 5000% DUE 05/20/39		19,755	19,813
25,000	GNMA PL 4 5000% DUE 07/20/39		22,785	22,929
25,000	GNMA PL 004511M 04 0000 DUE 8/20/39	23,969	42,986	44,758
25,000	GNMA PL 004518M 04 0000 DUE 8/20/39	24,633	21,847	23,158
25,000	GNMA PL 4 0 DUE 02/20/40	24,274	21,903	23,735
25,000	GNMA PL 4 5 DUE 02/20/40	23,724	20,542	21,889
65,000	GNMA PL 721321C 04 50 DUE 4/20/40	67,164	65,988	69,124
25,000	GNMA PL 004833M 4 0000% DUE 10/20/40		24,143	24,144
35,000	GNMA PL 004990M 4 0000% DUE 3/20/41		30,616	30,908
25,000	GNMA PL 005283M 6 0000% DUE 1/20/42		27,178	27,088
25,000	FED FARM 6 3200% MATURES 12/15/15	27,561	27,561	29,890
25,000	FFCB CALL 3 6500% MATURES 12/21/20	25,069	25,069	28,809
		<u>286,313</u>	<u>411,810</u>	<u>431,864</u>

CA MUNICIPAL SECURITIES

50000	CALIFORNIA ST TAX MAND SINK FND 6 2% 10/1/19	50,848	50,848	59,589
25000	UNIV CA TAX SR F 4 650 051522	24,965	24,965	29,467
25000	ST OF CA VART GEN OBLI BN TAX OID 5 700 110121	25,616	25,616	28,806
25000	PERALTA CA CMTY COLL DST TAX RV 6 709% 08/01/23		28,037	28,597
50000	CALIF STWD CMNTYS DV AMBAC TAX 5 896% 6/1/24		51,243	55,341
		<u>101,429</u>	<u>180,709</u>	<u>201,800</u>

NORTHERN TRUST--ACCOUNT # 23-86285

50000	FHLB 0.875% BDS 22/08/12 USD5000 875 08-22-2012	50,233	50,233	50,082
50000	FHLMC MTN 2 875 02-09-2015	50,567	50,567	53,152
35000	FHLMC PREASSIGN 00049 3.75 03-27-2019	35,176	35,176	40,359
25000	FHLMC 2 0% DUE 03-21-2019	-	25,000	25,179
65000	FNMA NT 4 625 10-15-2013	63,695	63,695	68,868
10000	FNMA PREASSIGN 00192 4.75 11-19-2012	10,169	10,169	10,213
70000	FNMA PREASSIGN 00377 4 625 10-15-2014	69,210	69,210	76,923
50000	UNITED STATES TREAS NTS DTD 12/31/2011 .125% DUE 12-31-2013 REG	-	49,903	49,893
25000	UNITED STATES TREAS NTS DTD .375% DUE 10-31-2012 REG	-	25,050	25,025
25000	UNITED STATES TREAS NTS DTD 00231 3.125%DUE 05-15-2019 REG	23,829		
25000	UNITED STATES TREAS NTS 1 125% DUE 12-15-2011 REG	25,149		
25000	UNITED STATES TREAS NTS 2.625 DUE 11-15-2020 REG	24,607		
25000	UNITED STATES TREAS NTS 4.75 DUE 08-15-2017 BEO	55,853	25,300	30,162
20000	UNITED STATES TREAS NTS 5 DUE 08-15-2011 REG	21,406		
25000	UNITED STATES TREAS NTS DTD 00178 3 375%DUE 11-30-2012 REG	89,009	24,994	25,401

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10A
CALIFORNIA FORM 199, SCHEDULE L, LINE 5
INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS
TAX YEAR 6/1/11 TO 5/31/12

SHARES	DESCRIPTION	Cost BALANCE 05/31/2011	Cost BALANCE 05/31/2012	FMV 05/31/2012
	UBS --ACCOUNT # TP 6315055			
	25000 UNITED STATES TREAS NTS 00377 .25% DUE 11-30-2013 REG	-	25,010	24,998
	10000 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-2014 REG	9,801	9,801	10,391
	25000 UNITED STATES TREAS NTS DTD 00276 .75% DUE 11-30-2011 REG	25,090		
	50000 UNITED STATES TREAS NTS DTD 00293 .75% DUE 05-31-2012 REG	49,922		
	25000 UNITED STATES TREAS NTS DTD 00302 1.75% DUE 07-31-2015 REG	24,861		
	25000 UNITED STATES TREAS NTS DTD 00338 2.875%DUE 03-31-2018 REG	25,023		
	50000 UNITED STATES TREAS NTS DTD 05-17-2010 1.375 DUE 05-15-2013	50,113	50,113	50,551
	25000 UNITED STATES TREAS NTS NT 1% DUE 04-30-2012 REG	25,094		
	16000 UNITED STATES TREAS NTS NT 2.5% DUE 04-30-2015 REG	16,190	16,190	16,982
	25000 UNITED STATES TREAS NTS T-NOTE .375% DUE08-31-2012 REG	24,938		
	25000 UNITED STATES TREAS NTS T-NT 1.875% DUE 06-15-2012 REG	49,862	24,931	25,016
	16000 UNITED STATES TREAS NTS UNITED STATES TREAS NOTES 3.375% DUE 07-31-201	15,946	15,946	16,584
	10000 UNITED STATES TREAS NTS US TREASURY NOTE/BOND 3.125% DUE 04-30-2013	9,977		
	25000 US TREAS NTS DTD 02/28/2011 2.125 DUE 02-29-2016 REG	25,088		
	25000 US TREAS NTS NT 2 DUE 01-31-2016 REG	65,191	25,073	26,373
	25000 UNITED STATES TREAS NTS .25% DUE 12-15-2014 REG	-	24,918	24,953
	60000 UNITED STATES TREAS NTS ZERO CPN 25% DUE 05-31-2014	-	59,988	59,981
	50000 UNITED STATES TREAS NTS 875% DUE 11-30-2016 REG	-	49,898	50,621
	25000 UNITED STATES TREAS NTS 1.5% DUE 07-31-2016	-	25,677	25,967
	TOTAL	<u>935,998</u>	<u>756,841</u>	<u>787,674</u>
GRAND TOTAL		<u>1,323,740</u>	<u>1,349,361</u>	<u>1,421,338</u>

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10B
CALIFORNIA FORM 199, SCHEDULE L, LINE 7
INVESTMENTS - CORPORATE STOCK
TAX YEAR 6/1/11 TO 5/31/12

SHARES	DESCRIPTION	COST	COST	FMV
		5/31/2011	05/31/12	05/31/12
UBS -ACCOUNT # TP 6315055				
	500 ALEXANDRIA RE PFD 8 375% SERIES C CALLABLE	12,500		
	1000 AMER STATES WATER CO	25,260	25,260	36,790
	1000 AMGEN	13,473	13,473	69,520
	2000 APPLE COMPUTER INC	23,610	23,610	1,155,460
	1 ARES CAPITAL CORP	8	8	15
	1000 AT&T INC	28,701	28,701	34,170
	1000 BRISTOL MYERS SQUIBB CO	25,473	25,473	33,340
	500 CATERPILLAR INC	30,641	30,641	43,810
	500 CALGENE CORP	27,925	27,925	34,125
	500 COCA COLA CO COM		37,975	37,365
	1000 COSTCO WHSL CORP	53,237	53,237	86,390
	1000 CVS CAREMARK CORP	32,126	32,126	44,940
	1000 EL PASO CORP	12,204		
	300 EXXON MOBIL CORP	12,984	12,984	23,589
	240 FRONTIER COMMUNICATIONS SPINOFF	1,940		
	1000 GENERAL ELECTRIC	12,173	12,173	19,090
	4000 GENTEX CORP	30,851	30,851	89,200
	1000 HEALTH CARE REIT INC SBI	-	48,260	55,470
	2000 INTEL CORP	44,061	49,117	51,680
	1100 J P MORGAN CHASE & CO	27,350	27,350	36,465
	2000 MICROSOFT	42,114	56,059	58,380
	500 NORFOLK STHN CORP	27,264	27,264	32,760
	1000 PFIZER	5,431	5,431	21,870
	300 PRAXAIR INC	14,516	14,516	31,872
	1000 PROCTER & GAMBLE CO	61,533	61,533	62,290
	8 SMUCKER J M CO NEW-SPIN OFF	267	267	612
	1000 STARBUCKS CORP	28,676	28,676	54,890
	32 TRAVELERS COS INC (Exchange for Travelers Property)	-		2,000
	1000 VERIZON COMMUNICATIONS	28,790	28,789	41,640
	1000 WALT DISNEY CO , HOLDING INC	28,567	28,567	45,710
	2000 WELLS FARGO & CO , NEW	33,176	33,176	64,100
	TOTAL	683,739	763,442	2,267,543

NORTHERN TRUST--ACCOUNT # 23-86284

	280 ABBOTT LABORATORIES, COMMON (ABT)	14,735	14,735	17,301
	370 ADOBE INC COM (ADBE)	6,584		
	94 AMAZON COM INC	7,978		
	580 AMERICAN EXPRESS CO , COMMON (AXP)	20,617	27,263	32,381
	340 AMERICAN WTR WKS CO INC NEW COM (AWK)	-	11,359	11,631
	440 AMGEN INC COMMON STOCK (AMGN)	-	29,823	30,589
	150 APPLE INC (AAPL)	12,715	12,189	86,660
	355 AUTODESK INC , COMMON STOCK (ADSK)	15,250	14,832	11,367
	265 AUTOMATIC DATA PROCESSING INC COM (ADP)		14,682	13,820
	190 BERKSHIRE HATHAWAY INC-CL B	15,006		
	255 BHP BILLITON LTD SPONSORED ADR	16,228	16,228	15,690
	880 BRISTOL MYERS SQUIBB CO COMMON (BMY)	-	26,173	29,339
	371 CHEVRON CORP COM (CVX)	26,813	26,616	36,473
	227 CITRIX SYS INC COMMON STOCK (CTXS)	20,406	10,562	16,589
	470 COCA COLA CO COM (KO)	-	32,576	35,123
	260 CONCOPHILLIPS COM (COP)	16,048	12,201	13,562
	345 COSTCO WHSL CORP NEW COM (COST)	23,353	23,116	29,805
	380 COVIDEN PLC (COV)	20,946	19,615	19,676
	211 CUMMINS INC (CMI)	10,076		
	562 CVS CAREMARK CORP (CVS)	-	25,206	25,256
	810 DANAHER CORP (DHR)	13,863	15,112	42,096
	505 DOMINION RES INC VA NEW COM (D)	22,424	22,243	28,290
	345 DUPONT E I DE NEMOURS & CO (DD)	24,372	13,122	18,650
	450 EATON CORP COMMON STOCK (ETN)	25,065	24,505	19,197
	1245 EMC CORP (EMC)	24,734	24,498	29,893
	575 EMERSON ELECTRIC CO , COMMON STOCK, \$1 PAR (EMR)	25,835		
	285 EXPRESS SCRIPTS HLDG CO COM (ESRX)	-	14,716	14,874
	590 EXXON MOBIL CORP (XOM)	23,260	22,607	46,392

FORM 990 PF, PART II, LINE 10B
CALIFORNIA FORM 199, SCHEDULE L, LINE 7
INVESTMENTS - CORPORATE STOCK

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10B
CALIFORNIA FORM 199, SCHEDULE L, LINE 7
INVESTMENTS - CORPORATE STOCK
TAX YEAR 6/1/11 TO 5/31/12

SHARES	DESCRIPTION	COST	COST	FMV
		5/31/2011	05/31/12	05/31/12
237	FRANKLIN RES INC COMMON STOCK (BEN)	19,892	27,609	25,309
1305	GENERAL ELEC CO COM (GE)	39,971	22,467	24,912
69	GOOGLE INC CL A (GOOG)	22,426	31,409	40,079
76	GRAINGER W W INC COMMON STOCK (GWW)	12,909	8,660	14,717
425	HJ HEINZ (HNZ)	20,135	19,963	22,559
790	HOME DEPOT INC COMMON (HD)	-	35,409	38,979
869	INTEL CORP COM (INTC)	-	24,105	22,455
170	INTERNATIONAL BUSINESS MACHINE CORP (IBM)	32,178	21,420	32,793
200	JOHNSON & JOHNSON COMMON (JNJ)	11,436	11,436	12,486
550	JOHNSON CONTROLS INC COMMON STOCK (JCI)	14,776	14,700	16,577
1032	JPMORGAN CHASE & CO (JPM)	31,811	38,861	34,211
725	JUNIPER NETWORKS INC COM (JNPR)	27,391		
480	LOWES COS INC COMMON STOCK (LOW)	13,613		
235	MCDONALDS CORP COMMON, NO PAR (MCD)	-	19,993	20,995
385	MCKESSON CORP (MCK)	23,751		
360	MEDCO HEALTH SOLUTIONS INC COM (MHS)	11,557		
360	NATIONAL OILWELL VARCO COM STK (NOV)	14,118	13,505	24,030
175	NIKE INC CL B (NKE)	11,431	11,431	18,932
172	NOBLE ENERGY INC (NBL)	11,508	10,264	14,527
370	NORFOLK SOUTHN CORP COM (NSC)	-	24,977	24,242
380	NOVARTIS AG	20,422		
330	NUCOR CORP COMMAN \$ 40 PAR (NUE)	-	14,896	11,801
505	OMNICON GROUP INC , COMMON STOCK \$ 50 PAR (OMC)	23,238	22,965	23,840
1130	ORACLE CORPORATION COM (ORCL)	31,318	30,820	29,911
460	PAYCHEX INC COMMON STOCK (PAYX)	15,442		
240	PEPSICO INC	11,674		
86	PRECISION CASTPARTS CORP COM (PCP)	-	14,608	14,294
795	PRINCIPAL FINL GROUP INC COM STK (PFG)	23,145	22,765	19,525
475	PROCTER & GAMBLE CO (PG)	28,009	27,711	29,588
730	QUALCOMM INC COM (QCOM)	-	39,150	41,836
200	SALESFORCE COM INC COM STK (CRM)	19,012		
325	SCHLUMBERGER LTD COM STK (SLB)	24,814	28,682	20,556
256	SIMON PROPERTY GROUP INC COM (SPG)	23,437	23,437	37,765
720	SPECTRA ENERGY CORP (SE)	29,882	17,225	20,671
240	STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK (HOT)	14,387		
520	SUNCOR INC COM NPV (SU)	16,114		
465	TRAVELERS COS INC COM STK (TRV)	24,670		
225	UNITED TECHNOLOGIES CORP (UTX)	11,539	11,539	16,675
539	UNITEDHEALTH GROUP INC COM (UNH)	24,868	16,925	30,060
905	US BANCORP (USB)	28,092	27,598	28,155
390	VERIZON COMMUNICATIONS COM (VZ)	-	14,463	16,240
257	V F CORP , COMMON STOCK (VFC)	15,806	27,129	36,247
270	WAL-MART STORES, INC (WMT)	16,459	15,532	17,771
480	WALT DISNEY CO (DIS)	29,433	16,635	21,941
1287	WELLS FARGO & CO NEW COM STK (WFC)	29,897	37,362	41,248
278	WHOLE FOODS MKT INC COM (WFM)	18,351	11,418	24,634

TOTAL

1,185,219 1,211,046 1,491,016

95	ACCENTURE PLC SHS CL A NEW (CAN)		5,138	5,425
130	BRIDGESTONE CORP ADR-EACH CNV INTO 10 ORD Y50 (BRDCY)		5,997	5,538
52	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACLA (CTSH)		3,064	3,029
1055	NORDEA BK A B SWEDEN (NRBAY)		8,665	7,923
505	PETROFAC LTD ADS (POFCY)		5,953	6,040
165	SODEXO (SDXAY)		12,084	11,979
445	SUBSEA 7 S A SPONSORED ADR (SUBCY)		8,902	8,962
645	INFORMA PLC (IFPJY)		7,569	6,818
663	PRECISION DRILLING CORPORATION COM STK (PDS)		6,586	5,125
365	WILLIS GROUP HOLDINGS COM (WSH)		14,108	12,874
411	BRAMBLES LTD ADR (BMBLY)		6,355	5,351

FORM 990 PF, PART II, LINE 10B
CALIFORNIA FORM 199, SCHEDULE L, LINE 7
INVESTMENTS - CORPORATE STOCK

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10B
CALIFORNIA FORM 199, SCHEDULE L, LINE 7
INVESTMENTS - CORPORATE STOCK
TAX YEAR 6/1/11 TO 5/31/12

SHARES	DESCRIPTION	COST	COST	FMV
		5/31/2011	05/31/12	05/31/12
500	CSL LTD ADR (CMXHY)		8,159	9,140
125	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR (BUD)		7,616	8,463
150	BAYTEX ENERGY CORP COM (BTE)		8,387	6,560
175	CENOVUS ENERGY INC COM (CVE)		6,076	5,500
310	CORUS ENTMT INC CL B NON VTG (CJREF)		6,303	7,049
230	GOLDCORP INC NEW COM (GG)		10,367	8,333
905	NEW GOLD INC CDA COM (NGD)		9,579	7,928
245	PENN WEST PETROLEUM LTD COM STK (PWE)		5,220	3,259
245	SILVER WHEATON CORP COM (SLW)		7,731	6,243
103	NOVO-NORDISK A S ADR (SLW)		12,264	13,780
4860	ALCATEL-LUCENT (ALU)		8,814	7,630
52	ARKEMA SPONSORED ADR (ARKAY)		4,645	3,390
290	LOREAL CO ADR (LRLCY)		6,039	6,540
270	LVMH MOET HENNESSY LOUIS VUITTON ADR (LVMUY)		8,136	8,006
995	SCHNEIDER ELEC SA ADR (SBGSY)		12,161	10,706
110	BASF AKTIENGESELLSCHAFT - LEVEL 1 (BASFY)		8,544	7,683
1227	DEUTSCHE BOERSE ADR (DBOXY)		8,209	5,789
640	DEUTSCHE TELEKOM AG SPONSORED ADR (DREGY)		7,363	6,317
180	FRESNIUS MEDICAL CARE AG AND CO KGAA (FMS)		12,350	11,934
755	LINDE AG-SPONSORED ADR (LNEGY)		11,503	11,627
175	SAP AG SPONSORED ADR (SAP)		9,841	10,031
165	CANON INC ADR REPSTG 5 SHS (CAJ)		7,125	6,588
297	FANUC CORPORATION (FANUY)		8,628	8,462
215	JUPITER COMMUNICATION CO LTD ADR (JUPIY)		13,995	14,779
135	TOYOTA MTR CORP SPONSORED ADR (TM)		10,929	10,380
505	AKZO NOBEL N V SPONSORED ADR (AKZOY)		8,319	7,701
875	KONINKLUKE AHOLD NV SPONSORED ADR 2007 (AHONY)		11,325	10,276
335	UNILEVER N V NEW YORK SHS NEW (UN)		10,903	10,506
261	UNITED OVERSEAS BK LTD SPONSORED ADRISIN (UOVEY)		7,388	7,146
952	ERICSSON (ERIC)		9,143	8,073
260	CREDIT SUISSE GROUP SPONSORED ADR ISIN (CS)		6,139	4,974
635	GIVAUDAN SA ADR (GVDNY)		11,796	11,767
155	NESTLE S A SPONSORED ADR REPSTG REG SH (NSRGY)		8,737	8,812
160	NOVARTIS AG (NVS)		8,991	8,325
365	ROCHE HLDG LTD SPONSORED ADR ISIN (RHHBY)		15,700	14,297
695	SGS SA (SGSOY)		12,134	12,538
460	BG PLC ADR FINAL INSTALLMENT NEW (BRGY)		10,359	8,864
110	BHP BILLITON PLC SPONSORED ADR (BBL)		7,108	5,775
165	BUNZL PLC SPONSORED ADR NEW (BZLFY)		11,206	13,188
80	DIAGEO PLC SPONSORED ADR NEW (DEO)		6,887	7,627
808	EXPERIAN PLC (EXPGY)		10,813	11,264
632	ICAP PLC SPONSORED ADR REPSTG 2 ORD SH ADR (IAPLY)		7,907	6,756
280	REED ELSEVIER P L C SPONSORED ADR NEW (RUK)		9,001	8,282
165	RIO TINTO PLC SPONSORED ADR (RIO)		9,339	7,131
370	SAGE GROUP PLC UNSPONSORED ADR (SGPYY)		6,874	5,879
590	TESCO PLC SPONSORED ADR (TSCDY)		8,611	8,331
675	TULLOW OIL PLC ADR (TUWOY)		7,502	7,452
620	VODAFONE GROUP PLC NEW SPONSORED ADR (VOD)		16,709	16,610
755	OGX PETROLEO E GAS PARTICIPACOES S ASPONSORED ADR		6,758	3,851
120	SOCIEDAD QUIMICA Y MINERA DE CHILE SA SPONSORED ADR		6,654	6,236
150	CHINA MOBILE LTD (CHL)		7,351	7,610
95	SHINHAN FINL GROUP CO LTD SPONSORED ADR (SHG)		6,967	6,120
1145	TURKIYE GARANTI BANKASI A S SPONSORED ADR (TKGBY)		3,898	3,767
605	SOFTBANK CORP ADR (SFTBY)		8,768	9,329
TOTAL			<u>567,689</u>	<u>533,665</u>
GRAND TOTAL			<u>1,868,959</u>	<u>4,292,225</u>

FORM 990 PF, PART II, LINE 10B
CALIFORNIA FORM 199, SCHEDULE L, LINE 7
INVESTMENTS - CORPORATE STOCK

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10C
CALIFORNIA FORM 199, SCHEDULE L , LINE 6
INVESTMENTS - CORPORATE NOTES
TAX YEAR 6/1/11 TO 5/31/12

SHARE	DESCRIPTION	COST 05/31/11	COST 05/31/12	FMV 05/31/12
UBS --ACCOUNT # TP 6315055				
25,000	LASALLE FUNDING NTS CALLABLE 4 00% DUE 1/15/14	24,893		
25,000	LILLY ELI & CO NTS % DUE 3/15/12	25,730		
3,000	VIACOM INC MW + 25BP 6 625%			
25,000	MORGAN STANLEY STEP-UP 5 0% 6/11/25	25,000	25,000	24,375
25,000	BARCLAYS BANK PLC B/E 5% 06/25/25	24,943		
		<u>100,566</u>	<u>25,000</u>	<u>24,375</u>
NORTHERN TRUST--ACCOUNT #: 23-86285				
5000	PRIN LIFE INC 5.1% DUE 04-15-2014	4,992	4,992	5,302
5000	NATL RURAL UTILS COOP FIN CORP COLL TR BD DTD 02/25/2004 4.75 3-1-2014 REG	4,998	4,998	5,334
25000	NATIONAL SEMICONDUCTOR CORP MTN 2.875% DUE 02-09-2015 BEO	-	27,250	27,200
5000	TELSTRA CORP LTD 6.375% DUE 04-01-2012	5,645		
15000	BK MONTREAL MEDIUM TERM SR NTS BOO TRANCHE # TR 153 1.75 DUE 04-29-2014	14,995		
25000	EBAY INC 3.25% DUE 10-15-2020	23,506		
25000	PHILIP MORRIS INTL 4.125% DUE 05-17-2021	24,858		
25000	UTD TECHNOLOGIES 4.5% DUE 04-15-2020	24,875	24,875	28,818
25000	BLACKROCK INC 4.25% DUE 05-24-2021	24,881		
25000	BANK OF AMER CORP 5.00 DUE 05-13-2021	24,891		
25000	HONEYWELL INTL INC 4.25% DUE 03-01-2021	24,937		
25000	NATL RURAL UTILS 5.45% DUE 02-01-2018	24,944	24,944	29,722
25000	PRIN LIFE INC FUNDINGS TRS SECD TRANCHE # TR 00470 5.3 DUE 12-14-2012	24,981		
25000	CATERPILLAR INC 1.375% DUE 05-27-2014	24,981		
25000	BNP PARIBAS / BNP 3.6% DUE 02-23-2016	24,983	24,983	24,939
25000	JPMORGAN CHASE & 3.45% DUE 03-01-2016	25,003	25,003	25,734
25000	INTL BUSINESS 1.25% DUE 05-12-2014	25,030		
25000	FL PWR & LT CO 5.55% DUE 11-01-2017	25,085		
25000	MORGAN STANLEY 5.75% DUE 01-25-2021	25,269	25,269	23,568
35000	WESTPAC BKG CORP 3% DUE 12-09-2015	34,963	34,963	36,482
25000	WELLS FARGO & CO NEW MEDIUM TERM ST NTS BOOK ENTRY 1.25% DUE 02-13-2015 REG	-	24,929	24,887
35,000	AMGEN INC 2 3% DUE 06-15-2016 REG	-	35,004	35,540
25,000	DUKE ENERGY CAROLINAS LLC 1 75% DUE 12-15-2016 REG	-	24,959	25,660
25,000	BERKSHIRE HATHAWAY INC DEL 1 9% DUE 01-31-2017 REG	-	24,999	25,425
25,000	DISNEY WALT CO NEW MEDIUM TERM NTS 5 875% DUE 12-15-2017 BEO	-	30,593	30,603
25,000	COCA COLA CO 1 65% DUE 03-14-2018 BEO	-	24,942	25,359
25,000	WALGREEN CO NT 5 25% DUE 01-15-2019 REG	-	28,985	29,566
25,000	AIR PRODS & CHEMS INC 3 0% DUE 11-03-2021 REG	-	24,985	26,171
25,000	BANK NEW YORK INC MED TERM SR NTS BOOK ENTRY 3 55% DUE 09-23-2021 BEO	-	25,835	26,681
25,000	GOLDMAN SACHS GROUP INC 5 75% DUE 01-24-2022 REG	-	24,966	25,649
25,000	JOHN DEERE CAPITAL CORP TRANCHE # TR 00372 2.75% DUE 03-15-2022 REG	-	24,956	25,343
25,000	PROCTER & GAMBLE CO 2.3% DUE 02-06-2022 REG	-	24,823	25,151
25,000	UNITEDHEALTH GROUP INC 2 875% DUE 03-15-2022 REG	-	24,828	25,135
25,000	RIO TINTO FIN USA LTD 3 75% DUE 09-20-2021 REG	-	26,507	26,719
25,000	ROYAL BK CDA GLOBAL MED TERM SR BK NTS 1 15% DUE 03-13-2015	-	24,992	25,047
25,000	BK MONTREAL MEDIUM TERM SR NTS BOO TRANCHE # TR 743 2.5 DUE 01-11-2017	-	24,949	25,825
25,000	BANK NOVA SCOTIA B C 2.55% DUE 01-12-2017 REG	-	24,950	26,004

FORM 990 PF, PART II, LINE 10C
CALIFORNIA FORM 199, SCHEDULE L , LINE 6
INVESTMENTS - CORPORATE NOTES

BEN B JOYCE E EISENBERG FOUNDATION
 (99-0246427)
 FORM 990 PF, PART II, LINE 10C
 CALIFORNIA FORM 199, SCHEDULE L, LINE 6
 INVESTMENTS - CORPORATE NOTES
 TAX YEAR 6/1/11 TO 5/31/12

SHARE	DESCRIPTION	COST 05/31/11	COST 05/31/12	FMV 05/31/12
40,000	TOTAL CAPITAL INTL SA 1.5% DUE 02-17-2017 BEO	-	39,595	40,145
25,000	DEUTSCHE BK AG GLOBAL MEDIUM 3.25% DUE 01-11-2016	-	25,640	25,548
25,000	STATOIL ASA 3 15% DUE 01-23-2022 REG	-	24,958	26,099
25,000	BARCLAYS BK PLC 2 75% DUE 02-23-2015 REG	-	24,985	25,012
25,000	ABBAY NATL TREAS SVCS PLC 4.0% DUE 04-27-2016/04-27-2011 REG	-	24,797	24,348
25,000	DIAGEO CAP PLC 1 5% DUE 05-11-2017 REG	-	24,890	24,988
		<u>413,815</u>	<u>808,341</u>	<u>828,002</u>
GRAND TOTAL		<u>514,381</u>	<u>833,341</u>	<u>852,377</u>

FORM 990 PF, PART II, LINE 10C
 CALIFORNIA FORM 199, SCHEDULE L, LINE 6
 INVESTMENTS - CORPORATE NOTES

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 13
CALIFORNIA FORM 199, SCHEDULE L, LINE 9
INVESTMENTS - OTHER (MUTUAL FUNDS)
TAX YEAR 6/1/11 TO 5/31/12

SHARES	DESCRIPTION	COST 05/31/11	COST 05/31/12	FMV 05/31/12
NORTHERN TRUST--ACCOUNT # 23-03413				
MUTUAL FUNDS				
12,558	MFB NORTHERN FDS MID CAP FD. (NMMCX)	121,220		
14,349	MFB NORTHERN FDS SMALL CAP FD (NMMSX)	121,086		
23,818	MFB NHTERN FDS INTL EMG MKT EQ FD (NMMEX)	470,291		
60,260	MFB NHTERN FDS HIGH YLD OPPTY FD (NMHYX)	613,716		
12,099	MFB NORTHERN MID CAP INDEX FD (NOMIX)		145,554	148,700
17,224	MFB NORTHERN FDS SMALL CAP INDEX FD (NSIDX)		145,546	145,029
37,462	MFB NHTERN FDS EMERG MKTS EQ IND FD (NOEMX)		397,845	382,860
54,714	MFB NORTHERN HIGH YIELD FIXED INC FD (NHFIX)		388,524	391,202
		<u>1,326,313</u>	<u>1,077,469</u>	<u>1,067,791</u>
MANAGED EQUITY FUNDS				
1,115	MFC ISHARES TR BARCLAYS TIPS BD FD	114,022		
2,175	MFC SPDR GOLD SHS (GLD)	306,690	246,360	329,774
12,913	MFO PIMCO FDS INVT SER COMM REALRETURN	93,358		
42,779	MFO PIMCO FDS PAC INVT MGMT SER HIGH YLD		381,289	390,576
4,321	MFO VANGUARD INFLATION PROTECTED SEC		120,183	124,917
1,685	MFC FLEXSHARES TR MORNINGSTAR GLOBAL		58,096	52,538
8,811	MFO PIMCO FDS PAC INVT MGMT SER COMMODITY		63,302	54,362
		<u>514,070</u>	<u>869,230</u>	<u>952,166</u>
MANAGED EQUITY COMMODITIES				
377,021	MAF-INTERNATIONAL FUND-ALTRINSIC-BJEISEN	377,021		
330,942	MAF-INTERNATIONAL FUND-AXIOM-BJEISEN	330,942		
		<u>707,963</u>	<u>-</u>	<u>-</u>
REAL ESTATE FUNDS				
9,876	MFB NORTHERN FDS GLOBAL REAL ESTATE FD	166,141		
22,582	MFB NORTHERN FDS GLOBAL REAL EST IND FD		170,946	179,527
		<u>166,141</u>	<u>170,946</u>	<u>179,527</u>

UBS -ACCOUNT # TP 6315055

MUTUAL FUNDS

127	ASIA TIGERS FUND INC	-	313	1,582
1,284	KAYNE ANDERSON MLP INVESTMENT	52,944	31,408	37,223
1,000	ISHARES INC MSCI JAPAN INDEX	10,145		
1,000	TEMPLETON DRAGON FUND INC	13,754	13,754	26,050

FORM 990 PF, PART II, LINE 13
CALIFORNIA FORM 199, SCHEDULE L, LINE 9
INVESTMENTS - OTHER (MUTUAL FUNDS)

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 13
CALIFORNIA FORM 199, SCHEDULE L , LINE 9
INVESTMENTS - OTHER (MUTUAL FUNDS)
TAX YEAR 6/1/11 TO 5/31/12

SHARES	DESCRIPTION	COST 05/31/11	COST 05/31/12	FMV 05/31/12
2,101	SELIGMAN COMM MUTUAL FUNDS	52,922	56,445	90,649
2,013	DWS COMMUNICATIONS FUND CLASS A	40,662	40,662	34,898
347	FRANKLIN BIOTECHNOLOGY DISCOVERY	25,137	28,091	26,276
22	CALAMOS STRATEGIC TOTAL RETURN FUND	301	301	204
2,000	DOUBLELINE OPPORTUNISTIC CR FD		50,000	52,000
16,461	DWS BALANCED FUND CLASS A	221,657	221,657	148,145
10,000	MFS MULTIMARKET INC TR SBI		70,000	69,200
168	TEMPLETON EMERGING MARKET INCOME FUND	1,920	2,105	2,567
500	TEMPLETON RUSSIA & EAST EUROPEAN FUND		-	-
		<u>419,442</u>	<u>514,736</u>	<u>488,794</u>
GRAND TOTAL		3,133,929	2,632,380	2,688,279

FORM 990 PF, PART II, LINE 13
CALIFORNIA FORM 199, SCHEDULE L , LINE 9
INVESTMENTS - OTHER (MUTUAL FUNDS)

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART XV, LINE 3A
AND
CALIFORNIA FORM 199, PART II, LINE 9
CONTRIBUTIONS PAID DURING THE YEAR
TAX YEAR 6/1/11 TO 5/31/12

RECIPIENT	ADDRESS	PURPOSE	AMOUNT
American Cancer Society	5731 W Slauson Ave, #200	Culver City, CA 90230	Program support 25,000
American Comm Weizmann	9911 W Pico Blvd #900	Los Angeles, CA 90035	Medical Research 200,000
American Friend Israel Philharmonic	122 East 42nd St , #4507	New York, NY 10168	Program support 25,000
American Friends - Israel Museum	270 N Canon Dr #210	Beverly Hills, CA 90210	Program support 2,500
American Jewish University	15600 Mulholland Drive	Bel Air, CA 90077	Program support 26,000
Anshe Emes Synagogue	1490 S Robertson Blvd	Los Angeles, CA 90035	Program support 500
Anti Defamation League	10495 Santa Monica Blvd	Los Angeles, CA 90025	Program support 50,000
Aviva Family & Children's Services	7130 Franklin Ave	Los Angeles, CA 90046	Program support 1,000
Beit T'Shuvah	8831 Venice Blvd	Los Angeles 90034	Program support 1,000
Builders of Jewish Education	6505 Wilshire Blvd , Ste 300	Los Angeles 90048	Program support 1,200
Camp Ramah	17525 Ventura Blvd #201	Encino, CA 91316	Program support 6,000
Cedar Sinai Heart Institute	8700 Beverly Blvd	Los Angeles, CA 90048	Program support 50,000
Cedar Sinai Medical Center	8700 Beverly Blvd	Los Angeles, CA 90048	Program support 25,000
Center Theater Group Affiliates	601 W Temple Street	Los Angeles, CA 90012	Program support 750
CORI	2336 Santa Monica Blvd #208	Santa Monica, CA 90404	Medical research 152,000
Eduparents org	2321 Sable Tree Circle	Tustin, CA 92780	Program support 3,000
Exceptional Children's Foundation	8740 Washington Blvd	Culver City, CA 90232	Program support 2,000
FBI, Inc	110 East 9th Street, C-786	Los Angeles, CA 90079	Program support 7,000
Friends of Fairfax	7850 Melrose Ave	Los Angeles, CA 90046	Program support 10,000
Friends of the Observatory	2800 E Observatory Rd	Los Angeles, CA 90027	Program support 10,600
Fulfillment Fund	6100 Wilshire Blvd , #600	Los Angeles, CA 90048	Program support 5,000
Geffen Playhouse	10886 Le Conte Avenue	Los Angeles, CA 90024	Program support 25,000
Greater LA Zoo Assn	5333 Zoo Drive	Los Angeles, CA 90027	Program support 8,500
Guardians - Jewish Home for the Aging	1640 S Sepulveda, #210	Los Angeles, CA 90025	Program support 155,200
Happy Trails for Kids/Sonny Salter Fund	804 N Linden Dr	Beverly Hills 90210	Program support 1,000
Hillel at USC	3300 S Hoover St	Los Angeles, CA 90007	Program support 100
International Sport Union, Inc	7236 Bellaire Avenue	North Hollywood, CA 91605	Program support 1,000
Israel Children Centers	2151 W Hillsboro Blvd #306	Deerfield Beach, FL 33442	Program support 61,848
Jewish Family Services	6505 Wilshire Blvd , # 500	Los Angeles, CA 90048	Program support 26,000
Jewish Homes for the Aging	7150 Tampa Ave	Reseda, CA 91335	Program support 1,641,200
Jewish Life	11071 Ventura Blvd	Studio City, CA 91064	Program support 25,000
Jewish Vocational Services	6505 Wilshire Blvd #200	Los Angeles, CA 90048	Program support 25,000
KCET	P O Box 469028	Escondido, CA 92046-9028	Program support 1,000
L A County High School for the Arts	515 South Figueroa Street, Suite 2050	Los Angeles CA 90071	Program support 5,000
L A Museum of Art	P O Box 3505	Los Angeles, CA 90099	Program support 10,000
L A R C	29890 N Bouquet Canyon Road	Saugus, CA 91390	Program support 1,000
L A Regional Food Bank	1734 E 41st Street	Los Angeles, CA 90058-1502	Program support 25,000
LAFD Widow's/Orphans	2900 W Temple Street	Los Angeles, CA 90026	Program support 10,000
Public Counsel	610S Ardmore Avenue	Los Angeles, CA 90005	Program support 5,000
Shalhevet School	910 s Fairfax Avenue	Los Angeles, CA 90036	Program support 5,000
Sinai Temple	10400 Wilshire Blvd	Los Angeles, CA 90024	Program support 29,000
Saint Francis Center	P O Box 7134	Redwood City, CA 94063	Program support 1,000
Temple Adat Elohim	2420 E Hillcrest Drive	Thousand Oaks, CA 91362	Program support 1,200
Thalians	P O Box 749	Beverly Hills, CA 90213	Medical Research 1,500
The Founders League	File #53205	Los Angeles, CA 90074	Program support 6,500
The Harmony Project	817 Vine Street, Suite 212	Los Angeles, CA 90038	Program support 5,000
The Richstone Center	13620 Cordary Avenue	Hawthorne, CA 900250	Program support 1,000
The Spine Institute	1301 20th St , #400	Santa Monica, CA 90404	Medical Research 50,000
Tower Cancer Research	9090 Wilshire Blvd Suite 350	Beverly Hills, CA 90211	Medical Research 500
USC Trojan Marching Band	837 Downy way, STO-B	Los Angeles, CA 90089	Program support 10,000
Valley Beth Shalom	15739 Ventura Blvd	Encino, CA 91436	Program support 25,000
Variety - The Children's Charity	4601 Wilshire Blvd #260	Los Angeles, CA 90010	Program support 1,000
Veterans' holiday Celebration, Inc	11901 Santa Monica Blvd STE 486	Los Angeles, CA 90025	Program support 6,000
West Coast Jewish Theater	520 Washington Blvd , #946	Manna del Rey, CA 90292	Program support 5,000
Westside JCC	5870 West Olympe Blvd	Los Angeles, CA 90036	Program support 35,000

2,813,098

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART XV, LINE 3B
GRANTS APPROVED FOR FUTURE PAYMENT
TAX YEAR 6/1/11 TO 5/31/12

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Israel Tennis Centers Association	Capital facilities	300,000
Los Angeles Jewish Homes for the Aging	Capital facilities	500,000
American Jewish University	Program support	250,000
		<u>1,050,000</u>