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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE SHIMON BEN JOSEPH FOUNDATION		A Employer identification number 33-1114104
Number and street (or P O box number if mail is not delivered to street address) 1590 DREW AVENUE	Room/suite 200	B Telephone number 415-658-8730
City or town, state, and ZIP code DAVIS, CA 95618		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 973,736,964.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		7,372.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		739,928.	739,928.		
4 Dividends and interest from securities		5,179,066.	5,179,066.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,470,762.			
b Gross sales price for all assets on line 6a 76,501,259.					
7 Capital gain net income (from Part IV, line 2)			36,561,031.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		9,622,532.	20,030,485.		STATEMENT 1
12 Total. Add lines 1 through 11		19,019,660.	62,510,510.		
13 Compensation of officers, directors, trustees, etc		1,254,217.	462,339.		791,878.
14 Other employee salaries and wages		2,240,738.	1,077,378.		1,146,426.
15 Pension plans, employee benefits		340,526.	181,761.		157,547.
16a Legal fees		42,444.	19,494.		25,893.
b Accounting fees		190,280.	95,355.		95,800.
c Other professional fees		1,814,046.	1,598,136.		188,781.
17 Interest					4,046,130.
18 Taxes		2,454,264.	76,898.		4,494.
19 Depreciation and depletion		155,632.	57,322.		
20 Occupancy		7,817.	0.		23,972.
21 Travel, conferences, and meetings		235,045.	42,721.		185,046.
22 Printing and publications		20,501.	1,922.		18,579.
23 Other expenses		619,686.	2,120,465.		408,939.
24 Total operating and administrative expenses. Add lines 13 through 23		9,375,196.	5,733,791.		7,093,485.
25 Contributions, gifts, grants paid		25,034,463.			40,800,294.
26 Total expenses and disbursements. Add lines 24 and 25		34,409,659.	5,733,791.		47,893,779.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<15,389,999.>			
b Net investment income (if negative, enter -0-)			56,776,719.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments			10,565,383.	12,719,238.	12,719,238.
	3	Accounts receivable ▶ 522,945.					
		Less: allowance for doubtful accounts ▶			47,945.	522,945.	522,945.
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶			769,600.	0.	0.
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			99,084.	78,264.	78,264.
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock STMT 8			174,621,895.	172,175,027.	172,175,027.
	c	Investments - corporate bonds STMT 9			68,972,325.	101,254,138.	101,254,138.
11	Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 10			147,562,005.	159,682,500.	159,682,500.	
14	Land, buildings, and equipment: basis ▶ 1,781,184.						
	Less: accumulated depreciation ▶ 940,803.			216,424.	840,381.	840,381.	
15	Other assets (describe ▶ STATEMENT 11)			517,907,861.	526,464,471.	526,464,471.	
16	Total assets (to be completed by all filers)			920,762,522.	973,736,964.	973,736,964.	
Liabilities	17	Accounts payable and accrued expenses			376,763.	1,246,661.	
	18	Grants payable			70,942,404.	55,176,573.	
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶ STATEMENT 12)			8,119,791.	9,759,263.	
23	Total liabilities (add lines 17 through 22)			79,438,958.	66,182,497.		
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			841,323,564.	907,554,467.	
	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			841,323,564.	907,554,467.	
	31	Total liabilities and net assets/fund balances			920,762,522.	973,736,964.	

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	841,323,564.
2	Enter amount from Part I, line 27a	2	<15,389,999.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	84,063,761.
4	Add lines 1, 2, and 3	4	909,997,326.
5	Decreases not included in line 2 (itemize) ▶ MINORITY INTEREST	5	2,442,859.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	907,554,467.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a REALIZED GAINS/(LOSSES) FROM INVESTMENTS	P	VARIOUS	VARIOUS
b REALIZED CAPITAL GAINS	P	VARIOUS	VARIOUS
c REALIZED GAINS/(LOSSES) FROM PARTNERSHIPS	P	VARIOUS	VARIOUS
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 76,501,259.		76,425,003.	76,256.
b			529,084.
c			35,955,691.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			76,256.
b			529,084.
c			35,955,691.
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	36,561,031.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	45,269,980.	758,164,256.	.059710
2010	47,626,896.	767,856,231.	.062026
2009	43,973,956.	747,534,126.	.058825
2008	31,348,957.	847,733,201.	.036980
2007	10,689,537.	627,760,018.	.017028

2 Total of line 1, column (d)	2	.234569
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	.046914
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	804,557,174.
5 Multiply line 4 by line 3	5	37,744,995.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	567,767.
7 Add lines 5 and 6	7	38,312,762.
8 Enter qualifying distributions from Part XII, line 4	8	48,529,436.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	567,767.
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	567,767.
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	567,767.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	655,000.	
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	655,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	228.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	87,005.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 87,005. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.JIMJOSEPHFOUNDATION.ORG	13	X	
14	The books are in care of ► MARY SEABURY Telephone no. ► 530-758-9210 Located at ► 1590 DREW AVENUE, SUITE 200, DAVIS, CA ZIP+4 ► 95618			
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			
16	At any time during calendar year 2012, 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 ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? STATEMENT 7 ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 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 2012) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

STATEMENT 15 ☒ Yes ☐ No

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

☐ Yes ☒ No

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

5b ☒ X

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

STATEMENT 15 ☒ 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 ☒ No6b ☒ X

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

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		1,088,020.	159,590.	6,607.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SANDRA J. EDWARDS - 343 SANSOME STREET, SUITE 550, SAN FRANCISCO, CA	ASSOCIATE DIRECTOR	40.00	221,367.	30,635.
DIANE CRONAN - 1590 DREW AVENUE, SUITE 200, DAVIS, CA 95618	HR DIRECTOR - INTERLAND LLC	40.00	172,421.	28,749.
THOMAS SHIPLEY - 1590 DREW AVENUE, SUITE 200, DAVIS, CA 95618	VP ACQUISITION/DEVLP - INTERLAND LLC	27.00	153,448.	19,651.
CLIFFORD HANADA - 1590 DREW AVENUE, SUITE 200, DAVIS, CA 95618	ASSET MANAGER - INTERLAND LLC	34.00	145,333.	16,000.
BRYAN HART - 1590 DREW AVENUE, SUITE 200, DAVIS, CA 95618	CONTROLLER - INTERLAND LLC	40.00	136,836.	7,243.

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

▶ 13

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES, INC. 100 SUMMER STREET, BOSTON, MA 02110	INVESTMENT MANAGEMENT	767,066.
WELLINGTON TRUST COMPANY P.O. BOX 13766, NEWARK, NJ 071880766	INVESTMENT MANAGEMENT	247,164.
MAYO INVESTMENT ADVISORS 30 ROWES WHARF, SUITE 500, BOSTON, MA 02110	INVESTMENT MANAGEMENT	203,241.
DELOITTE & TOUCHE - P.O. BOX 7247-6446, PHILADELPHIA, PA 19170-6446	AUDIT	150,000.
SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND	INVESTMENT MANAGEMENT	127,424.
Total number of others receiving over \$50,000 for professional services		3

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	373,031,954.
b	Average of monthly cash balances	1b	14,339,062.
c	Fair market value of all other assets	1c	429,438,298.
d	Total (add lines 1a, b, and c)	1d	816,809,314.
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	816,809,314.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,252,140.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	804,557,174.
6	Minimum investment return. Enter 5% of line 5	6	40,227,859.

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	40,227,859.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	567,767.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	567,767.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,660,092.
4	Recoveries of amounts treated as qualifying distributions	4	750.
5	Add lines 3 and 4	5	39,660,842.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	39,660,842.

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	47,893,779.
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	635,657.
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	48,529,436.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	567,767.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	47,961,669.

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				39,660,842.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			5,917,339.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 48,529,436.				
a Applied to 2011, but not more than line 2a			5,917,339.	
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 2012 distributable amount				39,660,842.
e Remaining amount distributed out of corpus	2,951,255.			
5 Excess distributions carryover applied to 2012 (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	2,951,255.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,951,255.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	2,951,255.			

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 2012, 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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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 or e-mail 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 ATTACHMENT A		501(C)(3)		40,800,294.
Total			▶ 3a	40,800,294.
b Approved for future payment				
SEE ATTACHMENT A		501(C)(3)		13,481,783.
Total			▶ 3b	13,481,783.

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

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

[illegible]

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

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

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





Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	SHARON L. ZORBACH	<i>Sharon Zorbach</i>	11/11/13		P00125475
	Firm's name ▶ DELOITTE TAX LLP				Firm's EIN ▶ 86-1065772
	Firm's address ▶ 225 WEST SANTA CLARA STREET SAN JOSE, CA 95113				Phone no. 408-704-4000

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

THE SHIMON BEN JOSEPH FOUNDATION

Employer identification number

33-1114104

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE SHIMON BEN JOSEPH FOUNDATION**33-1114104****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICROSOFT CORPORATION ONE MICROSOFT WAY REDMOND, WA 98052-7329	\$ 7,372.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

33-1114104

[illegible]

Name of organization

Employer identification number

THE SHIMON BEN JOSEPH FOUNDATION

33-1114104

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

Use duplicate copies of Part III if additional space is needed.

(a) No. 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER PARTNERSHIP INCOME	0.	13,169,525.		
FOREIGN DIVIDEND INCOME	0.	4,633,251.		
INCOME FROM AFFILIATES	0.	2,227,709.		
INCOME FROM AFFILIATES	9,622,532.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	9,622,532.	20,030,485.		

FORM 990-PF	LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	42,444.	19,494.		25,893.
TO FM 990-PF, PG 1, LN 16A	42,444.	19,494.		25,893.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX AND ACCOUNTING	190,280.	95,355.		95,800.
TO FORM 990-PF, PG 1, LN 16B	190,280.	95,355.		95,800.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING	233,335.	17,425.		188,781.	
INVESTMENT MANAGEMENT FEES	1,580,711.	1,580,711.		0.	
TO FORM 990-PF, PG 1, LN 16C	1,814,046.	1,598,136.		188,781.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES	2,447,502.	0.		0.	
FOREIGN TAXES PAID	0.	67,829.		0.	
PROPERTY TAXES	6,762.	2,269.		4,494.	
OTHER TAXES	0.	6,800.		0.	
TO FORM 990-PF, PG 1, LN 18	2,454,264.	76,898.		4,494.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	30,633.	7,368.		27,803.	
RECRUITING	3,142.	30.		3,112.	
OFFICE SUPPLIES	12,762.	4,892.		7,417.	
BANK FEES	33,801.	7,221.		27,320.	
FURNITURE AND EQUIPMENT	21,266.	9,556.		11,710.	
MAIL AND POSTAGE	16,434.	5,939.		10,366.	
TELEPHONE	68,236.	31,989.		33,444.	
AUTO	2,135.	898.		1,262.	
MEALS AND ENTERTAINMENT	30,632.	14,234.		17,681.	
WEBSITE	5,263.	0.		5,263.	
OFFICE RELOCATION	22,678.	0.		21,623.	
UTILITIES	103,062.	0.		105,621.	
DUES AND MEMBERSHIPS	69,043.	10,976.		57,922.	
LICENSE AND FEES	5,152.	4,917.		235.	
EDUCATION	33,118.	13,055.		19,962.	
EMPLOYEE WELFARE	10,087.	4,732.		4,187.	

THE SHIMON BEN JOSEPH FOUNDATION

33-1114104

EMPLOYEE CONSUMABLES	5,348.	4,478.	952.
MISCELLANEOUS ADMIN	7,850.	3,925.	0.
MISCELLANEOUS EXPENSE	9,048.	6,706.	<348.>
SOFTWARE	99,327.	44,307.	53,407.
INVESTMENT ANALYSIS EXPENSES	1,588.	1,588.	0.
PORTFOLIO DEDUCTIONS FROM PARTNERSHIPS	0.	1,940,162.	0.
NET ASSET WRITE OFF	25,020.	<569.>	0.
OFFICE JANITORIAL	4,061.	4,061.	0.
TO FORM 990-PF, PG 1, LN 23	619,686.	2,120,465.	408,939.

FOOTNOTES

STATEMENT

7

PART VII-B, LINE 1A(3)

DURING 2012, THE FOUNDATION MADE PAYMENTS FOR LEGAL SERVICES TO MANATT, PHELPS & PHILLIPS TOTALING \$51,682. ALVIN LEVITT, PRESIDENT OF THE BOARD OF DIRECTORS OF THE FOUNDATION, IS A PRINCIPAL AT MANATT, PHELPS & PHILLIPS.

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

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

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

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ABERDEEN EMERGING MARKETS INST. FUNDS	10,192,241.	10,192,241.	
CONVEXITY CAPITAL OFFSHORE L.P.	18,249,775.	18,249,775.	
CONVEXITY CAPITAL OFFSHORE L.P.	7,090,457.	7,090,457.	
DODGE & COX INT'L. STOCK FUND	18,073,579.	18,073,579.	
EURO PACIFIC GROWTH FUND	13,277,253.	13,277,253.	
GMO EMERGING MARKETS FUND-III	23,879,824.	23,879,824.	
MAYO CAPITAL	19,352,901.	19,352,901.	
NIPPON VALUE INVESTORS JAPANESE EQUITY TRUST	8,787,175.	8,787,175.	
SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND	19,563,046.	19,563,046.	
T. ROWE PRICE ERA FUND	8,759,752.	8,759,752.	
WELLINGTON TRUST COMPANY	24,949,024.	24,949,024.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	172,175,027.	172,175,027.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DODGE & COX INCOME FUND	19,327,161.	19,327,161.	
INV. RESEARCH & MANAGEMENT (IRM)	25,820,265.	25,820,265.	
PIMCO TOTAL RETURN FUND	25,158,386.	25,158,386.	
NEUBERGER BERMAN HIGH INCOME BOND FD.	15,938,580.	15,938,580.	
PIMCO UNCONSTRAINED BOND FUND	15,009,746.	15,009,746.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	101,254,138.	101,254,138.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAGE CAPITAL PARTNERS, L.P.	FMV	32,523,154.	32,523,154.
BENNETT OFFSHORE RESTRUCTURING FUND	FMV	4,354,641.	4,354,641.
CA RES. FUND SERIES BAIN X-CORE FUND	FMV	1,285,396.	1,285,396.
CA RES.FUND SERIES BAIN X-COINVEST	FMV	168,703.	168,703.
CA RESOURCES FUND BAIN EUROPE III	FMV	1,266,789.	1,266,789.
CARLYLE VENTURE II	FMV	415,470.	415,470.
CERBERUS ASIA	FMV	166,910.	166,910.
CERBERUS ASIA SERIES II	FMV	941,005.	941,005.

CERBERUS INST. IV	FMV	5,017,920.	5,017,920.
CERBERUS INST. SERIES TWO	FMV	1,865,306.	1,865,306.
CONTRARIAN FUND I	FMV	50,274.	50,274.
DAVIDSON KEMPNER	FMV	3,959,424.	3,959,424.
ELLIOTT INTERNATIONAL LTD.	FMV	9,630,442.	9,630,442.
ENCAP ENERGY CAPITAL FUND VII-B	FMV	1,055,943.	1,055,943.
ENCAP ENERGY CAPITAL FUND VIII, LP	FMV	1,139,866.	1,139,866.
FIR TREE INT'L VALUE FUND, LTD.	FMV	2,928,531.	2,928,531.
FORTELUS SPECIAL SITUATIONS FUND, LTD.		630,348.	630,348.
G/S CAPITAL 2000	FMV	939,550.	939,550.
G/S CAPITAL VINTAGE II	FMV	1,521,838.	1,521,838.
G/S SPECIAL OPP (ASIA)	FMV	5,146.	5,146.
GCM LITTLE ARBOR	FMV	41,260.	41,260.
GLENVIEW CAPITAL PARTNERS (CAYMAN)	FMV	3,290,891.	3,290,891.
GLENVIEW CAPITAL PARTNERS (CAYMAN)	FMV	2,146,428.	2,146,428.
GREENLIGHT CAPITAL OFFSHORE	FMV	7,224,055.	7,224,055.
GRUSS GLOBAL INVESTORS, LTD.	FMV	3,150,406.	3,150,406.
GS VINTAGE FUND V (OFFSHORE), L.P.	FMV	1,426,488.	1,426,488.
HBK OFFSHORE FUND	FMV	22,896.	22,896.
HELLMAN & FRIEDMAN VII	FMV	723,394.	723,394.
INDUS ASIA PACIFIC MASTER FUND, LTD.	FMV	5,954,222.	5,954,222.
KAYNE ANDERSON ENERGY FUND V	FMV	2,239,754.	2,239,754.
KING STREET CAPITAL, LTD.	FMV	4,247,672.	4,247,672.
KNIGHTHEAD OFFSHORE FUND, LTD.	FMV	3,488,061.	3,488,061.
LEGACY VENTURE II	FMV	842,333.	842,333.
LEGACY VENTURE IV	FMV	4,468,926.	4,468,926.
LEGACY VENTURE V	FMV	3,429,861.	3,429,861.
LEGACY VENTURE VI (QP), LLC	FMV	638,617.	638,617.
MASON CAPITAL, LTD.	FMV	5,163,011.	5,163,011.
NCD PARTNERS V, L.P.	FMV	3,333,915.	3,333,915.
NCD PARTNERS VI, L.P.	FMV	2,075,089.	2,075,089.
OAKTREE OPPORTUNITIES FUND VIII	FMV	1,103,467.	1,103,467.
OAKTREE OPPORTUNITIES FUND VIIIB	FMV	792,016.	792,016.
OWL CREEK OVERSEAS FUND LTD.	FMV	4,048,699.	4,048,699.
PASSPORT OFFSHORE LTD.	FMV	18,182.	18,182.
PERMIT CAPITAL MORTGAGE FUND, L.P. (G)	FMV	1,191,325.	1,191,325.
PERMIT CAPITAL MORTGAGE FUND, L.P. (I)		958,719.	958,719.
PERSHING SQUARE INTERNATIONAL, LTD.	FMV	4,833,910.	4,833,910.
PIMCO DISTRESSED MORTGAGE FUND	FMV	344.	344.
POMONA CAPITAL V	FMV	1,087,668.	1,087,668.
REGIMENT CAPITAL LTD.	FMV	4,596,468.	4,596,468.
RESOURCE CAPITAL FUND V	FMV	1,247,537.	1,247,537.
SANKATY CREDIT OPPORTUNITIES IV, LP	FMV	1,163,509.	1,163,509.
SCOUT CAPITAL FUND, LTD.	FMV	2,830,082.	2,830,082.
SHEPHERD INVESTMENTS INT'L LTD.	FMV	274,122.	274,122.
TACONIC OFFSHORE FUND 1.5	FMV	3,708,910.	3,708,910.
THELEME FUND LTD.	FMV	4,421,994.	4,421,994.
THOMAS WEISEL LP	FMV	168,199.	168,199.
VALINOR CAPITAL PARTNERS	FMV	1,304,570.	1,304,570.
VINTAGE VENTURE PARTNERS IV, L.P.	FMV	454,809.	454,809.

THE SHIMON BEN JOSEPH FOUNDATION

33-1114104

KAYNE ANDERSON ENERGY FUND VI, L.P.	FMV	110,931.	110,931.
NEW ENTERPRISE ASSOC. (NEA)	FMV	515,863.	515,863.
DIALECTIC OFFSHORE, INC.	FMV	1,077,241.	1,077,241.
TOTAL TO FORM 990-PF, PART II, LINE 13		159,682,500.	159,682,500.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS AND OTHER A/R	8,413.	<5,157.>	<5,157.>
INVESTMENT IN REAL ESTATE	517,654,074.	526,150,379.	526,150,379.
DEFINED BENEFIT PLAN	245,374.	319,249.	319,249.
TO FORM 990-PF, PART II, LINE 15	517,907,861.	526,464,471.	526,464,471.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX	7,919,791.	9,499,263.
OTHER LONG TERM LIABILITY	200,000.	260,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	8,119,791.	9,759,263.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALVIN T. LEVITT* 343 SANSOME STREET, SUITE 550 SAN FRANCISCO, CA 94104	PRESIDENT/DIRECTOR 20.00	26,000.	0.	0.
PHYLLIS L. COOK 343 SANSOME STREET, SUITE 550 SAN FRANCISCO, CA 94104	SEC /TREAS /DIRECTOR 3.00	26,000.	0.	0.
SUSAN FOLKMAN 343 SANSOME STREET, SUITE 550 SAN FRANCISCO, CA 94104	DIRECTOR 3.00	26,000.	0.	0.
JEROME SOMERS 343 SANSOME STREET, SUITE 550 SAN FRANCISCO, CA 94104	DIRECTOR 3.00	26,000.	0.	0.
DVORA JOSEPH 343 SANSOME STREET, SUITE 550 SAN FRANCISCO, CA 94104	DIRECTOR 3.00	26,000.	0.	0.
CHARLES M. EDELSBERG 343 SANSOME STREET, SUITE 550 SAN FRANCISCO, CA 94104	EXECUTIVE DIRECTOR 40.00	519,230.	103,399.	0.
MARY P. SEABURY 343 SANSOME STREET, SUITE 550 SAN FRANCISCO, CA 94104	CFO 40.00	251,502.	27,042.	1,806.
INTERLAND LLC - DISREGARDED ENTITY DONALD C. LEWIS** 1590 DREW AVENUE, SUITE 200 DAVIS, CA 95618	PRESIDENT - INTERLAND LLC 40.00	187,288.	29,149.	4,801.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,088,020.	159,590.	6,607.

* STATEMENT 7

** STATEMENT 7

The Shimon Ben Joseph Foundation
EIN: 33-1114104
2012 Form 990-PF

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

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

Distributable amounts determined under section 4942(d)

Year ending

December 31, 2006	\$ 4,456,108
December 31, 2007	30,628,736
December 31, 2008	42,067,992
December 31, 2009	37,315,015
December 31, 2010	38,362,589
December 31, 2011	37,792,906
December 31, 2012	39,660,842

Aggregate amount of actual payments made in cash

Year ending

December 31, 2006	\$ 5,172,654
December 31, 2007	10,689,537
December 31, 2008	26,167,625
December 31, 2009	49,059,407
December 31, 2010	48,181,096
December 31, 2011	45,435,688
December 31, 2012	<u>48,529,436</u>

Total cash payments	<u>\$233,235,443</u>
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Attachment for Form 990PF
Part VII-B, Question 5c

**Expenditure Responsibility Statement
For the year 2012**

Pursuant to IRC Regulations 53.4945-5(d)(2), **Shimon Ben Joseph Foundation** provides the following information:

- (i) Grantee: **Wexner Foundation**
- (ii) Amount of Grant: Up to **\$4,846,000** awarded in **2012** of which **\$276,650** was paid in **2012**.
- (iii) Purpose of Grant: **for the enhancement of the Wexner Graduate Fellowship / Davidson Scholars Program**
- (iv) & (vi) Reports: The grantee submitted full and complete reports of its expenditure on **10/25/2012**.
- (v) Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore no independent verification of the report was made (or, provides the details of the independent verification of the grantee's report, if applicable).

Schedule of Appropriations and Payments

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid in 2012	In 2012; Paid in 2012
Advancing Women Professionals and the Jewish Community Inc 520 8th Avenue, 4th Floor New York, NY 10018 <i>The Bay Area Initiative, Part II 2011-2012</i> 2012 \$10,000 00	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
American Friends of the Israel Museum 500 Fifth Avenue Suite 2540 New York, NY 10110 <i>Jewish Heritage Curriculum for Birthright Students</i> 2011 \$250,000 00	501(c)(3)	\$125,000 00	\$0 00	\$0 00	\$125,000 00	\$0 00	\$125,000 00	\$0 00
American Institutes for Research 1000 Thomas Jefferson Street, NW Washington, DC 20007-3835 <i>Evaluation of the JIF Education Initiative</i> 2010 \$1,681,000 00	501(c)(3)	\$1,378,800 00	\$0 00	\$0 00	\$198,869 00	\$1,179,931 00	\$198,869 00	\$0 00
American Jewish Joint Distribution Committee 711 Third Avenue, 10th Floor New York, NY 10017 <i>JDC Global Learning Networks</i> 2012 \$160,000 00	501(c)(3)	\$0 00	\$160,000 00	\$0 00	\$80,000 00	\$80,000 00	\$0 00	\$80,000 00
American Jewish Joint Distribution Committee 711 Third Avenue, 10th Floor New York, NY 10017 <i>Silberhaft - South Africa Maputo Shul</i> 2012 \$25,000 00	501(c)(3)	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
American Jewish Joint Distribution Committee 711 Third Avenue, 10th Floor New York, NY 10017 <i>Museum of the History of Polish Jews</i> 2012 \$50,000 00	501(c)(3)	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00	\$0 00	\$50,000 00
American Jewish World Service, Inc. 45 West 36th Street New York, NY 10018-7904 <i>Where Do You Give? Reimagining Tzedakah for the 21st Century</i> 2010 \$250,000 00	501(c)(3)	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00	\$100,000 00	\$0 00

Fiscal Year 2012

Schedule of Appropriations and Payments

12/31/2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Paid In 2012	In 2012; Paid In 2012
American Jewish World Service, Inc. 45 West 36th Street New York, NY 10018-7904 <i>Development of education materials for volunteer and rabbinic student service programs, for congregations and for schools</i>	501(c)(3)	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
2012								
American Jewish World Service, Inc. 45 West 36th Street New York, NY 10018-7904 <i>Rabbinical Student Delegation/Rabbinical Delegation Program (RSD/RD) - Sponsorship of Two Graduate Students in Jewish Education</i>	501(c)(3)	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
2012								
B'nai B'rith Youth Organization Inc. 2020 K St., 7th Floor NW Washington, DC 20006 <i>Professional Development Institute Cohorts 2 and 3</i>	501(c)(3)	\$1,321,156 00	\$0 00	\$0 00	\$1,026,404 00	\$294,752 00	\$1,026,404 00	\$0 00
\$4,809,553 00 2008								
B'nai B'rith Youth Organization Inc. 2020 K St., 7th Floor NW Washington, DC 20006 <i>Educator Immersion Project Directors of Jewish Enrichment</i>	501(c)(3)	\$1,894,385 00	\$0 00	\$0 00	\$608,939 00	\$1,285,446 00	\$ 608,939 00	\$0 00
\$1,963,135 00 2011								
Birthright Israel Foundation 33 East 33rd Street, 7th Floor New York, NY 10016 <i>Birthright Israel NEXT</i>	501(c)(3)	\$5,713,093 00	\$0 00	-\$2,479,940 00	\$1,412,500 00	\$1,820,653 00	\$1,412,500 00	\$0 00
\$12,500,000 00 2008								
Birthright Israel Foundation 33 East 33rd Street, 7th Floor New York, NY 10016 <i>Birthright Israel trip participant support for 2008-2012</i>	501(c)(3)	\$2,500,000 00	\$0 00	\$0 00	\$2,500,000 00	\$0 00	\$2,500,000 00	\$0 00
\$9,500,000 00 2008								
Birthright Israel Foundation 33 East 33rd Street, 7th Floor New York, NY 10016 <i>Sponsorship of Las Vegas Events Honoring the Adelsons</i>	501(c)(3)	\$0 00	\$370 00	\$0 00	\$370 00	\$0 00	\$0 00	\$370 00
\$370 00 2012								

Fiscal Year 2012

Schedule of Appropriations and Payments

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Paid In 2012	In 2012; Paid In 2012
The Board of Trustees of the Leland Stanford Junior University 450 Serra Mall Stanford, CA 94305 <i>Establish and provide financial support for The Concentration in Education and Jewish Studies</i> \$12,000,000 00 2010	501(c)(3)	\$5,744,000 00	\$0 00	\$0 00	\$2,050,000 00	\$3,694,000 00	\$2,050,000 00	\$0 00
The Board of Trustees of the Leland Stanford Junior University 450 Serra Mall Stanford, CA 94305 <i>Consortium for Applied Studies in Jewish Education</i> \$200,000 00 2011	501(c)(3)	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00	\$100,000 00	\$0 00
The Board of Trustees of the Leland Stanford Junior University 450 Serra Mall Stanford, CA 94305 <i>Teaching and learning about the Holocaust in contemporary Poland</i> \$9,700 00 2012	501(c)(3)	\$0 00	\$9,700 00	\$0 00	\$9,700 00	\$0 00	\$0 00	\$9,700 00
Brandeis Hillel Day School 655 Brotherhood Way San Francisco, CA 94132 <i>General Support</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Brandeis University 415 South Street Waltham, MA 02454 <i>The DeLeT-MAT Project 2010-2014</i> \$2,447,293 00 2010	501(c)(3)	\$1,527,246 00	\$0 00	\$0 00	\$663,272 00	\$863,974 00	\$663,272 00	\$0 00
Brandeis University 415 South Street Waltham, MA 02454 <i>JData 2011</i> \$745,201 00 2010	501(c)(3)	\$30,353 00	\$0 00	-\$4,799 00	\$25,554 00	\$0 00	\$25,554 00	\$0 00
Brandeis University 415 South Street Waltham, MA 02454 <i>JData 2012-2015</i> \$1,606,000 00 2012	501(c)(3)	\$0 00	\$1,167,000 00	\$0 00	\$600,000 00	\$ 567,000 00	\$0 00	\$ 600,000 00

Fiscal Year 2012

Schedule of Appropriations and Payments

12/31/2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Paid in 2012	In 2012; Paid in 2012
Brandeis University 415 South Street Waltham, MA 02454 <i>Summer Institute for Israel Studies</i> 2012-2014 \$350,000 00 2012	501(c)(3)	\$0 00	\$350,000 00	\$0 00	\$200,000 00	\$150,000 00	\$0 00	\$200,000 00
Brandeis University 415 South Street Waltham, MA 02454 <i>DeLeT Program in honor of Laura Laufer</i> 2012	501(c)(3)	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
Brandeis University 415 South Street Waltham, MA 02454 <i>Hadasah Brandeis Institute Internship</i> Program 2012	501(c)(3)	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
Bureau of Jewish Education of San Francisco, Marin County and the Peninsula 639 14th Avenue San Francisco, CA 94118 <i>BASIS Implementation 2011-2012</i> \$1,500,000 00 2011	501(c)(3)	\$284,000 00	\$0 00	\$541,488 00	\$825,488 00	\$ 0 00	\$284,000 00	\$541,488 00
Bureau of Jewish Education of San Francisco, Marin County and the Peninsula 639 14th Avenue San Francisco, CA 94118 <i>To support the Jewish LearningWorks video project which produces media to help the organization raise money and the organization's Israel Education Project</i> \$35,000 00 2012	501(c)(3)	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00	\$0 00	\$35,000 00
The Center for Jewish Campus Life Inc. 5655 Mayfield Avenue Stanford, CA 94305 <i>General Support</i> \$10,000 00 2012	501(c)(3) Private Nonoperating Foundation	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
El & Bessie Cohen Hillel Academy 6 Community Road Marblehead, MA 01945 <i>Assist Development Efforts</i> \$10,000 00 2012	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00

Schedule of Appropriations and Payments

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid in 2012	In 2012; Paid in 2012
Eli & Bessie Cohen Hillel Academy 6 Community Road Marblehead, MA 01945 <i>Support of PJ Library Program</i> \$15,000 00 2012	501(c)(3)	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$15,000 00
Eli & Bessie Cohen Hillel Academy 6 Community Road Marblehead, MA 01945 <i>In honor of Arthur Epstein - teacher recruitment, retention and continuous training</i> \$20,000 00 2012	501(c)(3)	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
Columbus Jewish Federation 1175 College Avenue Columbus, OH 43209 <i>General Support in Honor of Larry Moses</i> \$3,600 00 2012		\$0 00	\$3,600 00	\$0 00	\$3,600 00	\$0 00	\$0 00	\$3,600 00
Combined Jewish Philanthropies of Greater Boston, Inc. 126 High Street Boston, MA 02110 <i>Jewish Education Challenge Grant</i> \$300,000 00 2010	501(c)(3)	\$0 00	\$300,000 00	\$0 00	\$300,000 00	\$0 00	\$0 00	\$300,000 00
Combined Jewish Philanthropies of Greater Boston, Inc. 126 High Street Boston, MA 02110 <i>BYadenu demonstration project to create an effective model for serving students with special learning needs in Jewish day schools</i> \$1,700,000 00 2011	501(c)(3)	\$1,700,000 00	\$0 00	\$0 00	\$507,220 00	\$1,192,780 00	\$507,220 00	\$0 00
Congregation Beth Jacob 1550 Alameda de las Pulgas Redwood City, CA 94061 <i>Support the Hiring of a Part Time Membership Engagement Coordinator</i> \$10,000 00 2012		\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Congregation Emanu-El 2 Lake Street San Francisco, CA 94118 <i>General Support in Appreciation of Rabbi Stephen Pearce</i> \$5,000 00 2012		\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00

Fiscal Year 2012

Schedule of Appropriations and Payments

12/31/2012 Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Paid In 2012	In 2012; Paid In 2012
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103 <i>Innovation Fund</i> \$1,250,000 00 2008	501(c)(3)	\$700,000 00	\$0 00	\$0 00	\$200,000 00	\$500,000 00	\$200,000 00	\$0 00
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103 <i>Out of Order Seder</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103 <i>The Radical Camera New York's Photo League, 1936-1951</i> \$10,000 00 2012	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103 <i>Educational Public Programs for CJM/SFM/OMA Exhibit</i> \$20,000 00 2012	501(c)(3)	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103 <i>General Support in Honor of the Fourth Annual Family Gala</i> \$10,000 00 2012	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Contra Costa Jewish Day School 3800 Mount Diablo Blvd Lafayette, CA 94549 <i>General operating support on the occasion of the 2012 Gala to honor Karla Smith</i> \$1,800 00 2012	501(c)(3)	\$0 00	\$1,800 00	\$0 00	\$1,800 00	\$0 00	\$0 00	\$1,800 00
Darim Online 204 Ridge Street, Suite 100 Charlottesville, VA 22902 <i>2012 NTEN Conference - Jewish professional participation</i> \$14,875 00 2012	501(c)(3)	\$0 00	\$14,875 00	\$0 00	\$14,875 00	\$0 00	\$0 00	\$14,875 00

Schedule of Appropriations and Payments

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Paid in 2012	In 2012; Paid in 2012
Foundation for Jewish Camp, Inc. 253 West 35th St., 4th Floor New York, New York 10001 <i>JWest Campership</i> \$11,117,850 00 2007	501(c)(3)	\$1,540,297 00	\$0 00	\$0 00	\$1,061,724 00	\$478,573 00	\$1,061,724 00	\$0 00
Foundation for Jewish Camp, Inc. 253 West 35th St., 4th Floor New York, New York 10001 <i>New Specialty Camps Incubator I</i> \$10,467,294 00 2007	501(c)(3)	\$3,309,843 00	\$0 00	-\$580,989 00	\$1,576,278 00	\$1,152,576 00	\$1,576,278 00	\$0 00
Foundation for Jewish Camp, Inc. 253 West 35th St., 4th Floor New York, New York 10001 <i>High Value - Low Cost Jewish Summer Camp Feasibility Study</i> \$164,375 00 2011	501(c)(3)	\$50,875 00	\$0 00	\$0 00	\$50,875 00	\$0 00	\$50,875 00	\$0 00
Foundation for Jewish Camp, Inc. 253 West 35th St., 4th Floor New York, New York 10001 <i>Nativ Senior Jewish Educators in Camps & Schools</i> \$1,648,000 00 2011	501(c)(3)	\$1,526,875 00	\$0 00	\$0 00	\$457,659 00	\$1,069,216 00	\$ 457,659 00	\$0 00
Foundation for Jewish Camp, Inc. 253 West 35th St., 4th Floor New York, New York 10001 <i>Specialty Camps Incubator 2</i> \$7,200,000 00 2011	501(c)(3)	\$0 00	\$0 00	\$7,200,000 00	\$1,692,698 00	\$5,507,302 00	\$0 00	\$1,692,698 00
Foundation for Jewish Camp, Inc. 253 West 35th St., 4th Floor New York, New York 10001 <i>General Support of the Funders Summit on Jewish Camp</i> \$25,000 00 2012	501(c)(3)	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
Gann Academy: The New Jewish High School of Greater Boston 333 Forest Street Waltham, MA 02452 <i>Help support Chanoch L'Nafar program for character and Jewish identity education and leadership development</i> \$25,000 00 2012		\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00

Fiscal Year 2012

Schedule of Appropriations and Payments

12/31/2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid In 2012	In 2012; Paid In 2012
Happy Shalom School 862 28th Avenue San Francisco, CA 94121 <i>General Support</i> \$10,000 00 2012	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Hazon 99 Pinecrest Parkway Hastings-on-Hudson, NY 10706 <i>Research on Jewish Food, Environmental and Outdoor Education</i> \$115,000 00 2012	501(c)(3)	\$0 00	\$115,000 00	\$0 00	\$57,500 00	\$57,500 00	\$0 00	\$57,500 00
Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220 <i>JUF Education Initiative</i> \$14,992,235 00 2009	501(c)(3)	\$11,115,643 00	\$0 00	\$0 00	\$3,543,579 00	\$7,572,064 00	\$3,543,579 00	\$0 00
Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220 <i>DeLeT Renewal</i> \$2,640,340 00 2010	501(c)(3)	\$1,435,373 00	\$0 00	\$0 00	\$733,847 00	\$701,526 00	\$733,847 00	\$0 00
Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220 <i>DeLeT 2013-2014</i> \$324,133 00 2012	501(c)(3)	\$0 00	\$324,133 00	\$0 00	\$0 00	\$324,133 00	\$0 00	\$0 00
Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220 <i>Scholarship Fund</i> \$8,000 00 2012	501(c)(3)	\$0 00	\$8,000 00	\$0 00	\$8,000 00	\$0 00	\$0 00	\$8,000 00
Hillel: The Foundation for Jewish Campus Life Charles and Lynn Schusterman International Center Arthur and Rochelle Beller Building 800 Eighth Street, NW Washington, DC 20001-3724 <i>Senior Jewish Educator/CEI Initiative</i> \$10,692,432 00 2008	501(c)(3)	\$2,031,517 00	\$0 00	\$0 00	\$949,605 00	\$1,081,912 00	\$ 949,605 00	\$0 00

Schedule of Appropriations and Payments

Fiscal Year 2012

12/31/2012 Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid In 2012	In 2012; Paid In 2012
Hillel: The Foundation for Jewish Campus Life	501(c)(3)	\$150,000 00	\$0 00	-\$9,291 00	\$140,709 00	\$0 00	\$140,709 00	\$0 00
Charles and Lynn Schusterman International Center Arthur and Rochelle Belfer Building 800 Eighth Street, NW Washington, DC 20001-3724 <i>Center for Israel Engagement Campus Israel Teach-Ins</i>								
\$240 709 00								
2011								
Israel Education Resource Center Inc.	501(c)(3)	\$400,000 00	\$0 00	\$0 00	\$400,000 00	\$0 00	\$400,000 00	\$0 00
Suite 1 Northbrook, IL 60062 <i>iCenter (2011-2012)</i>								
\$1,000,000 00								
2010								
Israel Education Resource Center Inc.	501(c)(3)	\$0 00	\$1,950,000 00	\$0 00	\$250,000 00	\$1,700,000 00	\$0 00	\$ 250,000 00
85 Revere Drive Suite 1 Northbrook, IL 60062 <i>iCenter 2013-2015</i>								
\$1,950,000 00								
2012								
The Jewish Communal Service Association of North America								
25 Broadway Suite 1700 New York, NY 10004 <i>Survey Research - CEO-level Transitioning/Leadership Continuity in Jewish Nonprofits being conducted by Steve Noble</i>								
\$1,500 00								
2012								
The Jewish Communal Service Association of North America								
25 Broadway Suite 1700 New York, NY 10004 <i>Sponsorship of the JCUSA Annual Program</i>								
\$1,250 00								
2012								
The Jewish Communal Service Association of North America								
25 Broadway Suite 1700 New York, NY 10004 <i>Journal of Jewish Communal Service - Dissemination of Madrichim Papers</i>								
\$10,000 00								
2012								

Fiscal Year 2012

Schedule of Appropriations and Payments

12/31/2012 Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid in 2012	In 2012; Paid in 2012
Jewish Community Center in Manhattan 334 Amsterdam Avenue New York, NY 10023 <i>Jewish Journey Project</i> \$250,000 00 2012	501(c)(3)	\$0 00	\$250,000 00	\$0 00	\$165,000 00	\$85,000 00	\$0 00	\$165,000 00
The Jewish Community Center of the North Shore, Inc. 4 Community Road Marblehead, MA 01945 <i>North Shore Teen Initiative</i> \$981,043 00 2008	501(c)(3)	\$18,330 00	\$0 00	\$0 00	\$15,000 00	\$3,330 00	\$15,000 00	\$0 00
The Jewish Community Center of the North Shore, Inc. 4 Community Road Marblehead, MA 01945 <i>North Shore Teen Initiative (2012-2016)</i> \$600,000 00 2010	501(c)(3)	\$413,046 00	\$0 00	\$0 00	\$150,442 00	\$262,604 00	\$150,442 00	\$0 00
Jewish Community Centers of Denver 350 South Dahlia Street Denver, CO 80246 <i>Support JCC Ranch Camp's Program with Rabbi Jamie Korngold</i> \$5,000 00 2012		\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stuart Street San Francisco, CA 94105 <i>PL Library</i> \$435,622 00 2008	501(c)(3)	\$13,361 00	\$0 00	\$0 00	\$13,361 00	\$0 00	\$13,361 00	\$0 00
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stuart Street San Francisco, CA 94105 <i>Jewish Education Challenge Grant</i> \$1,575,000 00 2010	501(c)(3)	\$60,003 00	\$0 00	\$511,681 00	\$571,684 00	\$0 00	\$60,003 00	\$511,681 00
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stuart Street San Francisco, CA 94105 <i>Early Childhood Education Initiative - Jewish Resource Specialist</i> \$645,512 00 2010	501(c)(3)	\$409,912 00	\$0 00	\$0 00	\$231,005 00	\$178,907 00	\$231,005 00	\$0 00

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Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid in 2012	In 2012; Paid in 2012
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stewart Street San Francisco, CA 94105 <i>PJ Library Renewal (2011-2014)</i> \$195,000 00 2011	501(c)(3)	\$152,000 00	\$0 00	\$0 00	\$53,519 00	\$98,481 00	\$53,519 00	\$0 00
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stewart Street San Francisco, CA 94105 <i>2012 Israel in the Garden</i> \$10,000 00 2012	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stewart Street San Francisco, CA 94105 <i>Interfaith Education Programs in Honor of Jeff Zlot</i> \$10,000 00 2012	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stewart Street San Francisco, CA 94105 <i>San Francisco Interfaith Initiative</i> \$15,000 00 2012	501(c)(3)	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$15,000 00
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stewart Street San Francisco, CA 94105 <i>North Peninsula Teen Foundation</i> \$20,000 00 2012	501(c)(3)	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stewart Street San Francisco, CA 94105 <i>Young Adult Division (YAD) trips to Israel</i> \$20,000 00 2012	501(c)(3)	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00

Schedule of Appropriations and Payments

Fiscal Year 2012

12/31/2012 Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Paid In 2012	In 2012; Paid In 2012
Jewish Community Federation of the Greater East Bay 300 Grand Avenue Oakland, CA 94610-4826 <i>PJ Library</i> \$335,854 00 2008	501(c)(3)	\$30,880 00	\$0 00	\$0 00	\$30,880 00	\$0 00	\$30,880 00	\$0 00
Jewish Community Federation of the Greater East Bay 300 Grand Avenue Oakland, CA 94610-4826 <i>PJ Library Renewal</i> \$56,000 00 2011	501(c)(3)	\$56,000 00	\$0 00	\$0 00	\$34,160 00	\$21,840 00	\$34,160 00	\$0 00
Jewish Community Federation of the Greater East Bay 300 Grand Avenue Oakland, CA 94610-4826 <i>PJ Library 2012-2014</i> \$44,160 00 2012	501(c)(3)	\$0 00	\$44,160 00	\$0 00	\$0 00	\$44,160 00	\$0 00	\$0 00
The Jewish Community High School of the Bay 1835 Ellis Street San Francisco, CA 94115 <i>Scholarship Funds</i> \$18,000 00 2012	501(c)(3)	\$0 00	\$18,000 00	\$0 00	\$18,000 00	\$0 00	\$0 00	\$18,000 00
The Jewish Community High School of the Bay 1835 Ellis Street San Francisco, CA 94115 <i>Scholarships</i> \$10,000 00 2012	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Jewish Federation Council of Greater Los Angeles Goldsmith Center 6505 Wilshire Blvd Los Angeles, CA 90048 <i>High school affordability initiative</i> \$12,700,000 00 2008	501(c)(3)	\$0 00	\$0 00	\$2,374,368 00	\$2,374,368 00	\$0 00	\$0 00	\$2,374,368 00
Jewish Federation Council of Greater Los Angeles Goldsmith Center 6505 Wilshire Blvd Los Angeles, CA 90048 <i>Jewish Education Challenge Grant</i> \$1,125,000 00 2010	501(c)(3)	\$480 00	\$0 00	\$370,720 00	\$371,200 00	\$0 00	\$480 00	\$370,720 00

Schedule of Appropriations and Payments

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Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid in 2012	In 2012; Paid in 2012
Jewish Federation of Greater Dallas 7800 Northaven Road Dallas, TX 75230 <i>General Support in Honor of Jaymie Schultz and Ron Romaner</i> \$3,600 00 2012	501(c)(3)	\$0 00	\$3,600 00	\$0 00	\$3,600 00	\$0 00	\$0 00	\$3,600 00
The Jewish Federation of Greater Washington 6101 Montrose Road Rockville, MD 20852 <i>Jewish Education Challenge Grant</i> \$1,125,000 00 2010	501(c)(3)	\$0 00	\$0 00	\$373,000 00	\$373,000 00	\$0 00	\$0 00	\$373,000 00
Jewish Federation of Silicon Valley 14855 Oka Road Los Gatos, CA 95032 <i>PJ Library</i> \$150,000 00 2008	501(c)(3)	\$17,461 00	\$0 00	\$0 00	\$17,461 00	\$0 00	\$17,461 00	\$0 00
Jewish Federation of Silicon Valley 14855 Oka Road Los Gatos, CA 95032 <i>PJ Library, 2012-2014</i> \$44,259 00 2012	501(c)(3)	\$0 00	\$44,259 00	\$0 00	\$9,659 00	\$34,600 00	\$0 00	\$ 9,659 00
Jewish Federation of the North Shore, Inc. 39 Norman Street, Suite 302 Salem, MA 01970 <i>Jewish Education Challenge Grant</i> \$225,000 00 2010	501(c)(3)	\$0 00	\$0 00	\$75,000 00	\$75,000 00	\$0 00	\$0 00	\$75,000 00
The Jewish Federations of North America Inc. 25 Broadway, Suite 1700 New York, NY 10004 <i>Hurricane Sandy Relief</i> \$1,000,000 00 2012		\$0 00	\$1,000,000 00	\$0 00	\$0 00	\$1,000,000 00	\$0 00	\$0 00
Jewish Film Festival 145 Ninth St, Suite 200 San Francisco CA 94103 <i>To support the screening of East and West at the Contemporary Jewish Museum as part of the Jewish Film Festival</i> \$7,000 00 2012	501(c)(3)	\$0 00	\$7,000 00	\$0 00	\$7,000 00	\$0 00	\$0 00	\$7,000 00

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Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Paid In 2012	In 2012; Paid In 2012
Jewish Funders Network	501(c)(3)	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$15,000 00
150 West 30th Street, Suite 900 New York, NY 10001 <i>Jewish Funders Network membership renewal</i>								
\$15,000 00 2012								
Jewish Funders Network	501(c)(3)	\$0 00	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$6,000 00
150 West 30th Street, Suite 900 New York, NY 10001 <i>Co-sponsorship of Teen Israel Engagement Seminar</i>								
\$6,000 00 2012								
Jewish Partisan Educational Foundation Inc.	501(c)(3)	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00	\$0 00	\$2,500 00
2107 Van Ness Avenue, Suite 302 San Francisco, CA 94109 <i>Education programs associated with the new documentary, "The Reunion"</i>								
\$2,500 00 2012								
Jewish Student Connection	501(c)(3)	\$686,250 00	\$0 00	\$0 00	\$462,500 00	\$223,750 00	\$462,500 00	\$0 00
149 Westchester Avenue #32 Port Chester, NY 10573 <i>Expansion and Capacity Support</i>								
\$1,476,500 00 2010								
Jewish Telegraphic Agency	501(c)(3)	\$0 00	\$1,500 00	\$0 00	\$1,500 00	\$0 00	\$0 00	\$1,500 00
24 W 30th St, 4th Floor New York, NY 10001 <i>General Support</i>								
\$1,500 00 2012								
Jewish Theological Seminary of America	501(c)(3)	\$9,995,985 00	\$0 00	\$0 00	\$3,051,893 00	\$6,944,092 00	\$3,051,893 00	\$0 00
3080 Broadway New York, NY 10027 <i>JTF Education Initiative</i>								
\$14,999,561 00 2009								
Join for Justice Inc.		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00	\$0 00	\$2,000 00
359 Boylston Street, Fourth Floor Boston, MA 02116 <i>Training organizers for Jewish teens and young people</i>								
\$2,000 00 2012								

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Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid in 2012	In 2012; Paid in 2012
Kehillah High School	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
3900 Fabian Way								
Palo Alto, CA 94303								
<i>Scholarships</i>								
\$10,000 00								
2012								
Kevah	501(c)(3)	\$0 00	\$250,000 00	\$0 00	\$230,000 00	\$20,000 00	\$0 00	\$230,000 00
748A Gilman Street								
Berkeley, CA 94710								
<i>Teacher Training Program</i>								
\$250,000 00								
2012								
Limmud Bay Area		\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
1329 Chesterton Way								
Walnut Creek, CA 94596								
<i>Scholarships</i>								
\$5,000 00								
2012								
Limmud Boston Inc	501(c)(3)	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00	\$0 00	\$1,000 00
450 Woodward Street								
Waban, MA 02461								
<i>Educational Support</i>								
\$1,000 00								
2012								
Madison Jewish Day School Inc		\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
2702 Arbor Drive								
Madison, WI 53711-1825								
<i>General Support</i>								
\$10,000 00								
2012								
Maysim Hayyim Living Waters	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Community Mikveh and Education Center								
Inc.								
1838 Washington Street								
Newton, MA 02466								
<i>For Youth Education in Honor of Louis</i>								
<i>and Paul Grossman</i>								
\$5,000 00								
2012								
Mechon Hadar	501(c)(3)	\$0 00	\$600,000 00	\$0 00	\$200,000 00	\$400,000 00	\$0 00	\$200,000 00
199 Amsterdam								
New York, NY 10023								
<i>From Startup to Sustainability (2012-2015)</i>								
\$600,000 00								
2012								
Moishe Foundation	501(c)(3)	\$155,055 00	\$0 00	-\$25,920 00	\$129,135 00	\$0 00	\$129,135 00	\$0 00
1330 Broadway, Suite 801								
Oakland, CA 94612								
<i>Education Expansion, Organizational</i>								
<i>Capacity</i>								
\$1,224,080 00								
2009								

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Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid in 2012	In 2012; Paid in 2012
Moshe Foundation	501(c)(3)	\$100,000 00	\$0 00	-\$59 00	\$99,941 00	\$0 00	\$99,941 00	\$0 00
1330 Broadway, Suite 801 Oakland, CA 94612								
<i>Planning for Strategic Growth</i>								
\$99,941 00								
2011								
Moshe Foundation	501(c)(3)	\$0 00	\$ 500,000 00	\$0 00	\$500,000 00	\$0 00	\$0 00	\$500,000 00
1330 Broadway, Suite 801 Oakland, CA 94612								
<i>Expanding a Proven Model for Young Adult Jewish Engagement and Education</i>								
\$3,500,000 00								
2012								
Moshe Foundation	501(c)(3)	\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00	\$0 00	\$2,000 00
1330 Broadway, Suite 801 Oakland, CA 94612								
<i>Moshe House Boston/Moshe Kavod House</i>								
\$2,000 00								
2012								
The Nestiya Institute	501(c)(3)	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
234 Fifth Avenue, Suite 411 New York, NY 10001								
<i>Scholarships for Students Participating in Summer 2012</i>								
\$20,000 00								
2012								
Network for Research in Jewish Education, Inc.	501(c)(3)	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00	\$0 00	\$2,500 00
318 W 39th Street, 5th Floor New York, NY 10018								
<i>General Support of the 2012 NRJE Conference</i>								
\$2,500 00								
2012								
New Center for Arts and Culture	501(c)(3)	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
20 Ashburton Place 2nd Floor Suite 1 Boston, MA 02108								
<i>Prism Fund Circle Fellows Program - create and maintain "salons" around Jewish interest in the arts</i>								
\$20,000 00								
2012								
New Israel Fund	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
330 Seventh Avenue, 11th Floor New York, NY 10001								
<i>Tevel b'Tzedek Scholarships for North Americans</i>								
\$10,000 00								
2012								

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Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid In 2012	In 2012; Paid In 2012
New Teacher Center 725 Front Street, Suite 400 Santa Cruz, CA 95060 <i>JNTP Expansion into Baltimore and Washington DC</i> \$1,719,622 00 2008	501c(3)	\$0 00	\$0 00	\$100,000 00	\$100,000 00	\$0 00	\$0 00	\$100,000 00
New York University 70 Washington Square South, 1216 New York, NY 10012 <i>Jim Joseph Foundation Graduate Student Fellowships</i> \$5,035,379 00 2008	501c(3)	\$2,382,739 00	\$0 00	\$0 00	\$838,573 00	\$1,544,166 00	\$838,573 00	\$0 00
New York University 70 Washington Square South, 1216 New York, NY 10012 <i>Berman Jewish Policy Archive Jewish Survey Question Bank</i> \$95,000 00 2011	501c(3)	\$85,000 00	\$0 00	\$0 00	\$70,000 00	\$15,000 00	\$70,000 00	\$0 00
Pardes Institute of Jewish Studies North America Inc 5 West 37th Street, Suite 802 New York, NY 10018 <i>Pardes Educators Program Alumni Network</i> \$2,062,615 00 2007	501c(3)	\$118,690 00	\$0 00	\$0 00	\$13,100 00	\$105,590 00	\$13,100 00	\$0 00
Pardes Institute of Jewish Studies North America Inc 5 West 37th Street, Suite 802 New York, NY 10018 <i>Bridge Funding for the Pardes Educators Alumni Network Support Project</i> \$498,000 00 2012	501c(3)	\$0 00	\$498,000 00	\$0 00	\$241,883 00	\$256,117 00	\$0 00	\$241,883 00
Partnership for Excellence in Jewish Education Inc. 88 Broad Street 6th Floor Boston, MA 02110 <i>General Support (2012-2014)</i> \$500,000 00 2012	501c(3)	\$0 00	\$500,000 00	\$0 00	\$0 00	\$500,000 00	\$0 00	\$0 00
Peninsula Temple Beth El 1700 Alameda de las Pulgas San Mateo, CA 94403 <i>Peninsula Temple Beth El Gasher Program</i> \$30,000 00 2012	501c(3)	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00	\$0 00	\$30,000 00

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							Paid in 2012	In 2012; Paid in 2012
Peninsula Temple Beth El 1700 Alameda de las Pulgas San Mateo, CA 94403 <i>To the Peninsula Temple Beth El Gasher program</i> \$25,000 00 2012	501(c)(3)	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
Perutz Eitz Jacob Hebrew Academy 7951 Beverly Blvd Los Angeles, CA 90048 <i>General Support - In Memory of Jack Slomovic</i> \$5,000 00 2012		\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Reboot, Inc. 245 Russell Street, Unit 20 Hadley, MA 01035 <i>Five Year Expansion</i> \$3,147,490 00 2008	501(c)(3)	\$1,109,764 00	\$0 00	\$0 00	\$733,663 00	\$376,101 00	\$733,663 00	\$0 00
Regents of the University of California at Berkeley University Relations 2080 Addison Street #4200 Berkeley, CA 94720-4200 <i>Berkeley Institute for Jewish Law and Israeli Law, Economy and Society at Berkeley Law</i> \$250,000 00 2012	501(c)(3)	\$0 00	\$250,000 00	\$0 00	\$125,000 00	\$125,000 00	\$0 00	\$125,000 00
Repair the World 555 8th Avenue, Suite 1703 New York, NY 10018 <i>Platform for Jewish Service Learning</i> \$5,000,000 00 2008	501(c)(3)	\$2,000,000 00	\$0 00	\$0 00	\$1,000,000 00	\$1,000,000 00	\$1,000,000 00	\$0 00
Repair the World 555 8th Avenue, Suite 1703 New York, NY 10018 <i>Jewish Service-Learning in Israel</i> \$215,050 00 2011	501(c)(3)	\$215,050 00	\$0 00	\$0 00	\$190,050 00	\$25,000 00	\$190,050 00	\$0 00
Repair the World 555 8th Avenue, Suite 1703 New York, NY 10018 <i>General Support</i> \$25,000 00 2012	501(c)(3)	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00

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Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Prior to 2012; Paid in 2012	In 2012; Paid in 2012
Ronald C. Wornick Jewish Day School 800 Foster City Blvd., Building 830 Foster City, CA 94404 <i>Scholarships</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Sesame Workshop One Lincoln Plaza New York, NY 10023 <i>Shalom Sesame Educational Initiative</i> \$1,000,000 00 2009	501(c)(3)	\$200,000 00	\$0 00	\$0 00	\$150,000 00	\$50,000 00	\$150,000 00	\$0 00
The Shalom Hartman Institute of North America One Pennsylvania Plaza Suite 1606 New York, NY 10119 <i>Melamidim Training community high school teachers for North America</i> \$2,240,000 00 2007	501(c)(3)	\$172,000 00	\$0 00	-\$172,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Sixth & 11 Historic Synagogue 600 I Street, NW Washington, DC 20001 <i>Jewish Welcome Workshop</i> \$25,000 00 2012	501(c)(3)	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
Trustees of Columbia University in the City of New York 202 Low Library 535 West 116th Street, Mail Code 4309 New York, NY 10027 <i>New Media in Jewish Studies Collaborative</i> \$250,000 00 2012	501(c)(3)	\$0 00	\$250,000 00	\$0 00	\$109,431 00	\$140,569 00	\$0 00	\$109,431 00
Union for Reform Judaism 633 Third Avenue New York, NY 10017-6778 <i>Help develop local leadership for youth initiative</i> \$50,000 00 2012	501(c)(3)	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00	\$0 00	\$50,000 00
Union for Reform Judaism 633 Third Avenue New York, NY 10017-6778 <i>Campaign for Youth Engagement Consultancy</i> \$194,050 00 2012	501(c)(3)	\$0 00	\$194,050 00	\$0 00	\$0 00	\$194,050 00	\$0 00	\$0 00

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12/31/2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012	Grants Recorded	
							Paid In 2012	In 2012; Paid In 2012
United Jewish Appeal Federation of Jewish Philanthropies of Ny Inc. 130 East 59th Street New York, NY 10022 <i>Hurricane Sandy Relief</i> \$1,000,000.00 2012	501(c)(3)	\$0.00	\$1,000,000.00	\$0.00	\$0.00	\$1,000,000.00	\$0.00	\$0.00
Upstart Bay Area 332 Pine Street, Suite 600 San Francisco, CA 94104 <i>Jewish Education Project - Day School</i> <i>Innovation in New York City Day Schools</i> \$20,000.00 2012	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00	\$0.00	\$20,000.00
The Wexner Foundation 8000 Walton Parkway, Suite 110 New Albany, OH 43054 <i>Wexner Graduate Fellowship/Davidson Scholars Program</i> \$4,846,000.00 2012	501(c)(3)	\$0.00	\$4,846,000.00	\$0.00	\$276,650.00	\$4,569,350.00	\$0.00	\$ 276,650.00
Yeshiva University 500 West 185th Street New York, NY 10033 <i>JJF Education Initiative</i> \$15,000,000.00 2009	501(c)(3)	\$8,777,899.00	\$0.00	\$0.00	\$3,427,714.00	\$5,350,185.00	\$3,427,714.00	\$ 0.00
Yeshiva at Chovevei Torah Rabbinical School 3700 Henry Hudson Parkway, Second Floor Riverdale, NY 10463 <i>Organizational Capacity Building Challenge Grant</i> \$3,000,000.00 2011	501(c)(3)	\$349,900.00	\$0.00	\$700,207.00	\$1,050,107.00	\$0.00	\$ 349,900.00	\$ 700,207.00
Yeshiva at Maharat Inc. 3700 Henry Hudson Parkway Bronx, NY 10463 <i>Scholarship for One Student for One Year</i> \$15,000.00 2012		\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$15,000.00
Grand Totals (139 Items)		\$72,198,261.00	\$15,469,797.00	\$8,973,466.00	\$40,800,294.00	\$55,841,230.00	\$29,838,814.00	\$10,961,480.00

Amounts approved for future payment during 2012 \$15,469,797.00

Grant amounts amended during 2012 \$8,973,466.00

Amounts set aside in 2012 and unpaid at 12/31/12 \$0.00

Less 2012 payments of above amounts -\$10,961,480.00

Approved for future payment (Part XV, Line 3b) \$13,481,783.00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

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

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MARY SEABURY

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

Telephone No. ► **530-758-9210**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	655,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	155,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	500,000.

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

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

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

MARY SEABURY

- The books are in the care of **1590 DREW AVENUE, SUITE 200 - DAVIS, CA 95618**
Telephone No. **530-758-9210** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.
- For calendar year **2012**, or other tax year beginning , and ending .
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	655,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	655,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Jean M. Seabury** Title **CPA** Date **7/28/13**

Form 8868 (Rev. 1-2013)