Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

THE ROSALINDE AND ARTHUR GILBERT FOUNDAT
2730 WILSHIRE BOULEVARD #301
SANTA MONICA, CA 90403

A Employer identification number
56-2305694

B Telephone number (see the instructions)
310-449-4500

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 185,394,359.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

SCANNED NOV 27 2013

RECEIVED NOV 25 2013 OGDEN, UT

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	2,816,530.	2,671,383.		
5a Gross rents	8,679,267.	8,679,267.		
b Net rental income or (loss) 8,361,380.				
6a Net gain/(loss) from sale of assets not on line 10	7,552,030.			
b Gross sales price for all assets on line 6a 31,194,706.				
7 Capital gain net income (from Part IV, line 2)		7,552,030.		
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/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	947,841.	1,004,523.		
12 **Total.** Add lines 1 through 11	19,995,668.	19,907,203.	0.	
13 Compensation of officers, directors, trustees, etc	563,384.	352,678.		210,706.
14 Other employee salaries and wages	526,235.	329,523.		196,812.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE ST 2	73,043.	12,417.		60,626.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) SEE ST 3	1,134,218.	631,939.		502,279.
17 Interest	923,606.	923,606.		
18 Taxes (attach schedule)(see instrs) SEE STM 4	937,558.	492,245.		21,756.
19 Depreciation (attach sch) and depletion	1,464,121.	1,464,121.		
20 Occupancy				
21 Travel, conferences, and meetings	76,006.			76,006.
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	1,453,389.	1,352,485.		100,904.
24 **Total operating and administrative expenses.** Add lines 13 through 23	7,151,560.	5,559,014.		1,169,089.
25 Contributions, gifts, grants paid PART XV	6,888,401.			7,208,244.
26 **Total expenses and disbursements.** Add lines 24 and 25	14,039,961.	5,559,014.	0.	8,377,333.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	5,955,707.			
b **Net investment income** (if negative, enter -0-)		14,348,189.		
c **Adjusted net income** (if negative, enter -0-)			0.	

OPERATING AND ADMINISTRATIVE EXPENSES

85

914

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		(a) Beginning of year Book Value	(b) End of year Book Value	(c) End of year Fair Market Value
ASSETS 1	Cash – non-interest-bearing	4,573,237.	3,661,718.	3,661,718.
2	Savings and temporary cash investments			
3	Accounts receivable ► 185,049.			
	Less allowance for doubtful accounts ►	646,351.	185,049.	185,849.
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach sch) ► 8,264,357.			
	Less allowance for doubtful accounts ►	2,984,357.	8,264,357.	8,264,357.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	224,533.	534,670.	534,670.
10a	Investments – U.S. and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) STATEMENT 6	35,780,536.	43,655,986.	43,655,986.
c	Investments – corporate bonds (attach schedule) STATEMENT 7	33,863,341.	36,139,404.	36,139,404.
11	Investments – land, buildings, and equipment: basis ► 83,112,993.			
	Less: accumulated depreciation (attach schedule) SEE STMT 8 ► 12,174,221.	82,131,970.	70,938,772.	70,938,772.
12	Investments – mortgage loans			
13	Investments – other (attach schedule) STATEMENT 9	17,181,808.	22,013,603.	22,013,603.
14	Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)	3,607.		
16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	177,389,740.	185,393,559.	185,394,359.
LIABILITIES 17	Accounts payable and accrued expenses	496,762.	551,422.	
18	Grants payable	2,309,766.	1,949,922.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule) STMT 10	32,585,031.	29,053,926.	
22	Other liabilities (describe ► SEE STATEMENT 11)	193,607.	561,644.	
23	**Total liabilities** (add lines 17 through 22)	35,585,166.	32,116,914.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	141,804,574.	153,276,645.	
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, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	141,804,574.	153,276,645.	
31	**Total liabilities and net assets/fund balances** (see instructions)	177,389,740.	185,393,559.	

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	141,804,574.
2	Enter amount from Part I, line 27a	2	5,955,707.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 12	3	5,516,364.
4	Add lines 1, 2, and 3	4	153,276,645.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	153,276,645.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 13			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	7,552,030.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	8,049,474.	192,912,958.	0.041726
2010	8,084,925.	182,502,970.	0.044300
2009	7,763,879.	193,948,015.	0.040031
2008	9,605,878.	194,041,241.	0.049504
2007	8,887,941.	194,048,009.	0.045803

2	**Total** of line 1, column (d)	2	0.221364
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044273
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	187,451,700.
5	Multiply line 4 by line 3	5	8,299,049.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	143,482.
7	Add lines 5 and 6	7	8,442,531.
8	Enter qualifying distributions from Part XII, line 4	8	8,377,333.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1			
	Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b		1	286,964.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	286,964.
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	286,964.
6	Credits/Payments:			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 206,720.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 44,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	250,720.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	1,438.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	37,682.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA DE			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► WWW.THEGILBERTFOUNDATION.ORG

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

Located at ► 2730 WILSHIRE BLVD SANTA MONICA CA ZIP + 4 ► 90403

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		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 ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions.)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	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)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARTIN H. BLANK, JR. 2730 WILSHIRE BLVD, SUITE 301 SANTA MONICA, CA 90403	SECRETARY/TR 10.00	318,696.	0.	9,938.
RICHARD S. ZIMAN 2730 WILSHIRE BLVD, SUITE 301 SANTA MONICA, CA 90403	CEO/TRUSTEE 6.50	214,688.	0.	13,968.
RODNEY FREEMAN 2730 WILSHIRE BLVD, SUITE 301 LOS ANGELES, CA 90403	BOARD MEMBER 1.00	15,000.	0.	0.
MELISSA BORDY 2730 WILSHIRE BLVD, SUITE 301 LOS ANGELES, CA 90403	BOARD MEMBER 1.00	15,000.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHELDON E. KATZER 2730 WILSHIRE BLVD, SUITE 301 LOS ANGELES, CA 90403	ASSET MANAGER 40	200,000.	0.	6,689.
MONINA UMALI 2730 WILSHIRE BLVD, SUITE 301 SANTA MONICA, CA 90403	ACCOUNTING MA 40	102,093.	5,000.	22,308.
ROBERTA DIAMOND 2730 WILSHIRE BLVD, SUITE 301 SANTA MONICA, CA 90403	ADMINISTRATOR 40	83,400.	5,000.	22,308.
SEAN M. OSTROVSKY 2730 WILSHIRE BLVD, SUITE 301 LOS ANGELES, CA 90403	GRANT MANAGER 40	93,838.	5,000.	8,194.
ASENCION BUSTAMANTE 2730 WILSHIRE BLVD., STE 301 SANTA MONICA, CA 90403	CONSULTING 40	55,726.	0.	3,140.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
GEORGINA ASSET MANAGEMENT 270 18TH ST SANTA MONICA, CA 90402	INVESTMENT SERVICE	420,638.
JANIS MINTON 2444 WILSHIRE BLVD #622 SANTA MONICA, CA 90403	CONSULTING	227,500.
SAMUELS & ASSOCIATES 2730 WILSHIRE BLVD. #301 SANTA MONICA, CA 90403	CONSULTING	77,813.
TESSA CARMEN DE ROY 2730 WILSHIRE BLVD. #301 SANTA MONICA, CA 90403	CONSULTING	80,000.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

TEEA0307L 12/22/12

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	73,694,742.
b	Average of monthly cash balances		1b	5,493,851.
c	Fair market value of all other assets (see instructions)		1c	119,773,891.
d	**Total** (add lines 1a, b, and c)		1d	198,962,484.
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	8,656,190.
3	Subtract line 2 from line 1d		3	190,306,294.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	2,854,594.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	187,451,700.
6	**Minimum investment return.** Enter 5% of line 5		6	9,372,585.

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

1	Minimum investment return from Part X, line 6		1	9,372,585.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 286,964.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	286,964.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	9,085,621.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	9,085,621.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	9,085,621.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	8,377,333.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,377,333.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,377,333.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				9,085,621.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			6,591,050.	
b Total for prior years: 20 ___, 20 ___, 20 ___		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. ► $ 8,377,333.				
a Applied to 2011, but not more than line 2a			6,591,050.	
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				1,786,283.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				7,299,338.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
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				

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

SEE STATEMENT 14

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines·

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 EXHIBIT ,	NONE	PUB CHAR		6,888,401.
Total			► **3a**	6,888,401.
***b** Approved for future payment*				
SEE EXHIBIT ,	NONE	PUB CHAR		1,949,922.
Total			► **3b**	1,949,922.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	525990	280,802.	14	2,535,728.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	8,361,380.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	932,991.	
8 Gain or (loss) from sales of assets other than inventory			18	7,552,030.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a DEBT FINANCED INCOME	525990				
b MANAGEMENT FEE INCOME	525990	14,850.			
c PORTFOLIO INCOME FROM K-1			14		
d					
e					
12 Subtotal Add columns (b), (d), and (e)		295,652.		19,382,129.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 19,677,781.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

2 a 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: [signature] Date: 11/15/2013 Title: COO

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KEN TEASDALE	[signature]	11/15/13		P00287849

Firm's name ► LARUE CORRIGAN MCCORMICK & TEASDALE LLP Firm's EIN ► 95-4304740

Firm's address ► 5959 TOPANGA CANYON BLVD. SUITE 180 WOODLAND HILLS, CA 91367 Phone no (818) 587-9300

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MANAGEMENT FEE INCOME	$ 14,850.		
OTHER INVESTMENT INCOME	932,991.	$ 932,991.	
TOTAL	$ 947,841.	$ 932,991.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 73,043.	$ 12,417.		$ 60,626.
TOTAL	$ 73,043.	$ 12,417.	$ 0.	$ 60,626.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	$ 527,616.	$ 527,616.		
MANAGEMENT FEES	1,446.	1,446.		
OTHERS	605,156.	102,877.		$ 502,279.
TOTAL	$ 1,134,218.	$ 631,939.	$ 0.	$ 502,279.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PROVISION	$ 423,557.			
FOREIGN TAX WITHHELD	2,404.	$ 2,404.		
PAYROLL TAXES	58,170.	36,414.		$ 21,756.
REAL ESTATE TAXES	445,680.	445,680.		
TAXES & LICENSE	7,747.	7,747.		
TOTAL	$ 937,558.	$ 492,245.	$ 0.	$ 21,756.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AIR CONDITIONING	$ 540.	$ 540.		
AMORTIZATION	5,188.	5,188.		N/A
CAM (BLDG)	2,183.	2,183.		
CLEANING	5,512.	5,512.		
DUES & SUBSCRIPTION	19,268.	9,634.		$ 9,634.
GARBAGE DISPOSAL	6,065.	6,065.		
INSURANCE	430,204.	378,580.		51,624.
LEASING COMMISSION	243,605.	243,605.		
MILEAGE	1,206.	1,206.		
MISC	6,484.	6,484.		
OFFICE EXPENSE	34,191.	25,643.		8,548.
PEST CONTROL	1,578.	1,578.		
PLUMBING	1,260.	1,260.		
RENT	62,196.	31,098.		31,098.
RENTAL EXPENSES	317,887.	317,887.		
REPAIRS	11,339.	11,339.		
SECURITY PATROL	78,179.	78,179.		
SUPPLIES	2,239.	2,239.		
SWEEPING	9,900.	9,900.		
TENANT EXPENSE	125,538.	125,538.		
UTILITIES	88,827.	88,827.		
TOTAL	$ 1,453,389.	$ 1,352,485.	$ 0.	$ 100,904.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - EQUITY FUNDS	COST	$ 43,655,986.	$ 43,655,986.
	TOTAL	$ 43,655,986.	$ 43,655,986.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - FIXED INCOME	MKT VAL	$ 36,139,404.	$ 36,139,404.
	TOTAL	$ 36,139,404.	$ 36,139,404.

STATEMENT 8
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	$ 60,548,853.	$ 0.	$ 60,548,853.	$ 48,374,632.
IMPROVEMENTS	1,698,394.	0.	1,698,394.	1,698,394.
LAND	20,865,746.		20,865,746.	20,865,746.
MISCELLANEOUS	0.	12,174,221.	-12174221.	0.
TOTAL	$ 83,112,993.	$ 12,174,221.	$ 70,938,772.	$ 70,938,772.

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JOINT VENTURES - 7000 E SLAUSEN CO	COST	$ 1,520,741.	$ 1,520,741.
INVESTMENTS - HEDGE FUNDS & PRIVATE EQ	COST	10,437,938.	10,437,938.
JOINT VENTURES - GILBERT BLANK	COST	2,073,909.	2,073,909.
JOINT VENTURES - EC GARDEN LAKES	COST	2,137,799.	2,137,799.
JOINT VENTURES - EC PALO VERDE	COST	1,240,896.	1,240,896.
JOINT VENTURES - EC FDN QUAIL	COST	4,602,320.	4,602,320.
OTHER ASSETS	COST	0.	0.
	TOTAL	$ 22,013,603.	$ 22,013,603.

STATEMENT 10
FORM 990-PF, PART II, LINE 21
MORTGAGES AND OTHER NOTES PAYABLE

OTHER NOTES PAYABLE		BALANCE DUE
LENDER'S NAME:	BANK OF AMERICA	
DATE OF NOTE:		
MATURITY DATE:		
REPAYMENT TERMS:		
INTEREST RATE:	0.75%	
SECURITY PROVIDED:		
PURPOSE OF LOAN:	INVESTMENTS AND CASH ACCOUNTS	
DESC. OF CONSIDERATION:		
FMV OF CONSIDERATION:	0.	
ORIGINAL AMOUNT:	0.	
BALANCE DUE:		$ 18,297,736.
LENDER'S NAME:	WELLS FARGO - SAN LEANDRO	
DATE OF NOTE:		
MATURITY DATE:		
REPAYMENT TERMS:		
INTEREST RATE:		
SECURITY PROVIDED:		
PURPOSE OF LOAN:		
DESC. OF CONSIDERATION:		
FMV OF CONSIDERATION:	0.	

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART II, LINE 21
MORTGAGES AND OTHER NOTES PAYABLE

OTHER NOTES PAYABLE		BALANCE DUE
ORIGINAL AMOUNT:	0.	
BALANCE DUE:		$ 8,656,190.
LENDER'S NAME:	CAPMARK BANK	
DATE OF NOTE:		
MATURITY DATE:		
REPAYMENT TERMS:		
INTEREST RATE:		
SECURITY PROVIDED:		
PURPOSE OF LOAN:		
DESC. OF CONSIDERATION:		
FMV OF CONSIDERATION:	0.	
ORIGINAL AMOUNT:	0.	
BALANCE DUE:		0.
LENDER'S NAME:	WELLS FARGO - OFFICE MAX	
DATE OF NOTE:		
MATURITY DATE:		
REPAYMENT TERMS:		
INTEREST RATE:		
SECURITY PROVIDED:		
PURPOSE OF LOAN:		
DESC. OF CONSIDERATION:		
FMV OF CONSIDERATION:	0.	
ORIGINAL AMOUNT:	0.	
BALANCE DUE:		2,100,000.
	TOTAL OTHER NOTES PAYABLE	$ 29,053,926.

STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

SECURITY DEPOSITS	$ 173,426.
FEDERAL EXCISE TAX PAYABLE	63,000.
BUSINESS TAX PAYABLE	15,182.
OBLIGATION UNDER INT RATE SWAP	310,036.
TOTAL	$ 561,644.

STATEMENT 12
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

BOOK TO TAX DIFFERENCE IN PARTNERSHIPS	$ 123,344.
UNREALIZED GAIN ON INVESTMENTS	5,393,020.
TOTAL	$ 5,516,364.

STATEMENT 13
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	REAL ESTATE SANTA FE SPRINGS	PURCHASED		9/20/2012
2	REAL ESTATE KEDZIE/KMART PROPERTY	PURCHASED		1/10/2012
3	REAL ESTATE ISRAEL HOUSE	PURCHASED		7/10/2012
4	PIMCO GNMA	PURCHASED	VARIOUS	VARIOUS
5	PIMCO FDS MORTGAGE BACKED SECURITIES	PURCHASED	VARIOUS	VARIOUS
6	PIMCO INVESTMENT GRADE CORP BONDS	PURCHASED	VARIOUS	VARIOUS
7	VANGUARD TOTAL BOND INDEX FUND	PURCHASED	VARIOUS	VARIOUS
8	OPPENHEIMER INTL BOND FUND	PURCHASED	VARIOUS	VARIOUS
9	PIMCO EMERGING LOCAL BOND FUND	PURCHASED	VARIOUS	VARIOUS
10	PIMCO EMERGING MARKETS & INFRASTRUCTURE	PURCHASED	VARIOUS	VARIOUS
11	PIMCO EMERGING MARKETS BOND FUND	PURCHASED	VARIOUS	VARIOUS
12	PIONEER HIGH YIELD	PURCHASED	VARIOUS	VARIOUS
13	IVY MUNICIPAL HIGH INCOME FUND	PURCHASED	VARIOUS	VARIOUS
14	DWS FLOATING RATE PLUS FUND	PURCHASED	VARIOUS	VARIOUS
15	IVY HIGH INCOME FD CL I	PURCHASED	VARIOUS	VARIOUS
16	YACKTMAN FOCUS FUND	PURCHASED	VARIOUS	VARIOUS
17	IVA GLOBAL	PURCHASED	VARIOUS	VARIOUS
18	HAWKEYE 7 FUND	PURCHASED	VARIOUS	VARIOUS
19	TRADEWIND GLOBAL LONG/SHORT FD	PURCHASED	VARIOUS	VARIOUS
20	FPA NEW INCOME INC	PURCHASED	VARIOUS	VARIOUS
21	CASLEROCK FUND LTD	PURCHASED	VARIOUS	VARIOUS
22	SEC MONSOON INDIA INFLECTION FUND	PURCHASED	VARIOUS	VARIOUS
23	LAFAYETTE EUROPE DOLLAR B	PURCHASED	VARIOUS	VARIOUS
24	ARTISAN MID-CAP VALUE	PURCHASED	VARIOUS	VARIOUS
25	INVESCO CONV SECS FUND	PURCHASED	VARIOUS	VARIOUS
26	VANGUARD GROWTH INDEX FUND	PURCHASED	VARIOUS	VARIOUS
27	VANGUARD VALUE INDEX FUND	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	7375000.	608,282.	3316852.	4666430.				$ 4666430.
2	10375000.	1851748.	10246300.	1980448.				1980448.
3	199,586.		0.	199,586.				199,586.
4	213,500.		218,001.	-4,501.				-4,501.
5	916,384.		926,468.	-10,084.				-10,084.
6	780,959.		768,417.	12,542.				12,542.
7	796,530.		804,360.	-7,830.				-7,830.
8	165,135.		162,370.	2,765.				2,765.
9	184,462.		185,624.	-1,162.				-1,162.
10	161,947.		156,894.	5,053.				5,053.
11	353,914.		291,227.	62,687.				62,687.
12	2492114.		1821633.	670,481.				670,481.
13	692,630.		670,259.	22,371.				22,371.
14	389,587.		394,386.	-4,799.				-4,799.
15	461,306.		461,512.	-206.				-206.
16	1090280.		975,560.	114,720.				114,720.
17	1000000.		854,182.	145,818.				145,818.
18	1000000.		876,132.	123,868.				123,868.
19	1000000.		1428653.	-428,653.				-428,653.
20	140,526.		141,052.	-526.				-526.
21	762,947.		742,996.	19,951.				19,951.
22	9,463.		17,905.	-8,442.				-8,442.
23	16,944.		17,531.	-587.				-587.
24	53,398.		55,297.	-1,899.				-1,899.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
25	342,466.		354,533.	-12,067.				$ -12,067.
26	182,870.		175,743.	7,127.				7,127.
27	37,758.		38,819.	-1,061.				-1,061.
							TOTAL	$ 7552030.

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: ROBBIE DIAMOND, ADMINISTRATOR
CARE OF:
STREET ADDRESS: 2730 WILSHIRE BLVD., STE 301
CITY, STATE, ZIP CODE: LOS ANGELES, CA 90403
TELEPHONE: N/A
E-MAIL ADDRESS:
FORM AND CONTENT: TO REQUEST FUNDING, SUBMIT A BRIEF LETTER OF INQUIRY (1-2 PAGES) THAT INCLUDES THE FOLLOWING INFORMATION:
- A BRIEF DESCRIPTION OF THE ORGANIZATION'S MISSION, OBJECTIVES AND SERVICES.
- HIGHLIGHTS OF 1-2 PROGRAMS WITH A BRIEF DESCRIPTION OF THEIR GOALS AND DESIRED OUTCOMES.
- POPULATION AND GEOGRAPHIC REGION TO BE SERVED.
- THE AMOUNT REQUESTED FROM THE FOUNDATION.

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

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
11/20/2012	Al Wooten Jr. Heritage Center 9106 S. Western Avenue Los Angeles, CA 90047	To upgrade data infrastructure	$30,000	Public Charity
6/14/2012	Alzheimer's Association 921 Eleventh Street, Suite 601 Sacramento, CA 95814	California State Alzheimer's Disease Plan	($732)	Public Charity
11/28/2012	American Federation for Aging Research 55 West 39th Street, 16th Floor New York, NY 10018	New Investigator Awards in Alzheimer's Disease	$167,940	Public Charity
3/9/2012	American Federation for Aging Research 55 West 39th Street, 16th Floor New York, NY 10018	New Investigator Awards in Alzheimer's Disease	($16,632)	Public Charity
3/20/2012	American Federation for Aging Research 55 West 39th Street, 16th Floor New York, NY 10018	AFAR meetings in 2010 and 2011	$20,864	Public Charity
6/6/2012	American Federation for Aging Research 55 West 39th Street, 16th Floor New York, NY 10018	Collaborative Research Awards Program in Alzheimer's Disease	$20,000	Public Charity
9/20/2012	American Federation for Aging Research 55 West 39th Street, 16th Floor New York, NY 10018	New Investigator Awards in Alzheimer's Disease	$150,000	Public Charity
12/21/2012	American Federation for Aging Research 55 West 39th Street, 16th Floor New York, NY 10018	Collaborative Research Awards Program in Alzheimer's Disease	$62,620	Public Charity
6/6/2012	American Friends of Koret Israel Economic Development Funds 33 New Montgomery Street, Suite 1090 San Francisco, CA 94105	OPIC - Development of the Negev and Galilee	$50,000	Public Charity
2/3/2012	American Friends of Koret Israel Economic Development Funds 33 New Montgomery Street, Suite 1090 San Francisco, CA 94105	OPIC - Development of the Negev and Galilee	$50,000	Public Charity

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11/28/2012	American Friends of the Association for the Advancement of Community Centers in Israel 135 Central Park West New York, NY 10023	Budding Scientists in East Jerusalem	$40,000	Public Charity
10/23/2012	American Friends of the Association for the Advancement of Community Centers in Israel 135 Central Park West New York, NY 10023	Budding Scientists in Hura, Abu Basma and Arara	$50,000	Public Charity
11/28/2012	American Friends of the Association for the Advancement of Community Centers in Israel 135 Central Park West New York, NY 10023	Budding Scientists in Hura, Abu Basma and Arara	$50,000	Public Charity
10/23/2012	American Friends of the Association for the Advancement of Community Centers in Israel 135 Central Park West New York, NY 10023	Budding Scientists in East Jerusalem	$40,000	Public Charity
12/14/2012	American Friends of the Hebrew University 11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	Project Nurture	$70,000	Public Charity
8/13/2012	American Friends of the Hebrew University 11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	Faculty Recruitment and Retention	$150,000	Public Charity
8/13/2012	American Friends of the Hebrew University 11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	Summer Ulpan Program	$38,000	Public Charity
1/10/2012	American Friends of the Hebrew University 11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	General support	$10,000	Public Charity

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1/10/2012	American Friends of the Hebrew University 11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	General support	$10,000	Public Charity
4/3/2012	American Friends of the Hebrew University 11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	General support	$2,500	Public Charity
5/14/2012	American Friends of the Hebrew University 11500 W. Olympic Boulevard, Suite 512 Los Angeles, CA 90064	Faculty Recruitment and Retention	$125,000	Public Charity
9/27/2012	American Friends of the Israel Philharmonic Orchestra 122 E. 42nd Street, Suite 4507 New York, NY 10168	General support	$7,500	Public Charity
7/19/2012	American Friends of the Israel Philharmonic Orchestra 122 E. 42nd Street, Suite 4507 New York, NY 10168	General support	$50,000	Public Charity
11/1/2012	American Friends of the Reut Institute 9100 Wilshire Boulevard, Suite 400W Beverly Hills, CA 90212	General support	$12,500	Public Charity
8/20/2012	American Israel Education Foundation Inc. 251 H Street, NW Washington D.C. 20001	General AIEF Activities	$175,000	Public Charity
11/28/2012	American Jewish Joint Distribution Committee 711 Third Avenue New York, NY 10017-4041	Adult Education Career Advancement Pilot	$75,000	Public Charity
6/19/2012	American Jewish Joint Distribution Committee 711 Third Avenue New York, NY 10017-4041	Israel: Portrait of a Work in Progress	$2,500	Public Charity
11/28/2012	American Jewish Joint Distribution Committee 711 Third Avenue New York, NY 10017-4041	Discharged Soldiers in Kiryat Shmoneh	$50,000	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
2/9/2012	American Jewish Joint Distribution Committee 711 Third Avenue New York, NY 10017-4041	Career Advancement	$37,500	Public Charity
6/6/2012	American Jewish Joint Distribution Committee 711 Third Avenue New York, NY 10017-4041	Career Advancement	$37,500	Public Charity
9/20/2012	American Jewish Joint Distribution Committee 711 Third Avenue New York, NY 10017-4041	Discharged Soldiers in Kiryat Shmoneh	$50,000	Public Charity
11/28/2012	American Jewish Joint Distribution Committee 711 Third Avenue New York, NY 10017-4041	Higher education for Ethiopian Israelis	$17,500	Public Charity
2/9/2012	American Jewish Joint Distribution Committee 711 Third Avenue New York, NY 10017-4041	Adult Education Career Advancement Pilot	$75,000	Public Charity
9/12/2012	American Jewish Joint Distribution Committee 711 Third Avenue New York, NY 10017-4041	Higher education for Ethiopian Israelis	$17,500	Public Charity
12/14/2012	American Jewish University 15600 Mulholland Drive Bel Air, CA 90077	General support	$3,500	Public Charity
8/15/2012	American Jewish University 15600 Mulholland Drive Bel Air, CA 90077	General support	$10,000	Public Charity
12/5/2012	American Jewish University 15600 Mulholland Drive Bel Air, CA 90077	General support	$1,500	Public Charity
12/21/2012	American Jewish University 15600 Mulholland Drive Bel Air, CA 90077	Two Traditions-One Family program	$25,000	Public Charity
11/28/2012	American Society for Technion 5757 Wilshire Boulevard, Suite 535 Los Angeles, CA 90036	Second Chance Program	$25,000	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
2/3/2012	American Society for Technion 5757 Wilshire Boulevard, Suite 535 Los Angeles, CA 90036	SciTech	$45,000	Public Charity
8/13/2012	American Society for Technion 5757 Wilshire Boulevard, Suite 535 Los Angeles, CA 90036	Second Chance Program	$25,000	Public Charity
12/12/2012	Anti-Defamation League of Bnai Brith 10495 Santa Monica Boulevard Los Angeles, CA 90025-5031	Education and Community Justice Initiative	$45,000	Public Charity
12/21/2012	Armand Hammer Museum of Art and Cultural Center Inc. 10899 Wilshire Boulevard Los Angeles, CA 90024	Free bus transportation and museum tours for high school students	$20,000	Public Charity
1/25/2012	Beauty Bus Foundation 2716 Ocean Park Blvd., Suite 1062 Santa Monica, CA 90405	Beauty Drive	$1,000	Public Charity
12/21/2012	Beit T'Shuvah 8831 Venice Boulevard Los Angeles, CA 90034	Partners in Prevention program	$25,000	Public Charity
8/23/2012	Berkeley Hillel 2736 Bancroft Way Berkeley, CA 94704	General support	$5,000	Public Charity
12/14/2012	Bet Tzedek 3250 Wilshire Boulevard, 13th Floor Los Angeles, CA 90010-1509	Holocaust Survivors Justice Network	$20,000	Public Charity
6/6/2012	Body Traffic 708 Machado Drive Venice, CA 90291	General support	$1,500	Public Charity
3/20/2012	Body Traffic 708 Machado Drive Venice, CA 90291	General support	$1,500	Public Charity
7/30/2012	Body Traffic 708 Machado Drive Venice, CA 90291	General support	($1,500)	Public Charity

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11/26/2012	Boston Children's Hospital 401 Park Drive, Suite 602 Bostom, MA 02215-3326	David Cayton Fellowship Fund	$1,000	Public Charity
4/30/2012	Boy Scouts of America Council 2333 Scout Way at Rosemont Los Angeles, CA 90026	General support	$15,000	Public Charity
11/9/2012	Boy Scouts of America Council 2333 Scout Way at Rosemont Los Angeles, CA 90026	General support	$5,000	Public Charity
12/27/2012	Brandeis University 415 South Street Msc 100 Waltham, MA 025453	General Support	$10,000	Public Charity
11/19/2012	Bright Prospect 281 South Thomas Street, Suite 302 Pomona, CA 91766	General Operating Support	$100,000	Public Charity
4/30/2012	Bureau of Jewish Education of San Francisco, Marin County and the Peninsula 639 14th Avenue San Francisco, CA 94118	Kevah	$10,000	Public Charity
8/15/2012	California Alumni Association 1 Alumni House UC Berkeley Berkeley, CA 94720-0001	General support	$6,000	Public Charity
5/15/2012	California Dance Institute P.O. Box 3027 Venice, CA 90294	General support	$1,500	Public Charity
6/20/2012	California Education Round Table 560 J Street, Suite 290 Sacramento, CA 95814	California College Access Technology Project	$60,000	Public Charity
2/2/2012	California Education Round Table 560 J Street, Suite 290 Sacramento, CA 95814	General support	$31,500	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
11/26/2012	California Education Round Table 560 J Street, Suite 290 Sacramento, CA 95814	Training videos and materials	$75,000	Public Charity
12/12/2012	California Institute of the Arts 24700 McBean Parkway Valencia, CA 91355	CalArts Community Arts Partnership	$20,000	Public Charity
10/30/2012	California State University Dominguez Hills Foundation 1000 E. Victoria Street ERC C 518 Carson, CA 90747-0005	General support	$125,000	Public Charity
8/13/2012	California State University Foundation 401 Golden Shore 5th Floor Long Beach, CA 90802	COMPASS	$100,000	Public Charity
6/28/2012	Cantors Assembly of America 55 S. Miller Road, Suite 201 Fairlawn, OH 44333-4168	General support	$1,000	Public Charity
9/20/2012	Center for Jewish Culture and Creativity 423 N. Palm Drive, #102 Beverly Hills, CA 90210	General Support	$10,000	Public Charity
12/21/2012	Center Theatre Group 601 W. Temple Street Los Angeles, CA 90012	Education and Community Partnerships	$20,000	Public Charity
9/28/2012	Chabad of Marina Del Rey 2929 Washington Boulevard Marina Del Rey, CA 90292	General support	$250	Public Charity
11/28/2012	City of Hope 1500 E. Duarte Road Duarte, CA 91010	Tumor-Targeting Stem Cell Project	$150,000	Public Charity
12/17/2012	City of Hope 1500 E. Duarte Road Duarte, CA 91010	General support	$5,000	Public Charity

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7/19/2012	City of Hope 1500 E. Duarte Road Duarte, CA 91010	General support	$10,000	Public Charity
9/28/2012	City of Hope 1500 E. Duarte Road Duarte, CA 91010	General support	$500	Public Charity
3/20/2012	Clairobscur Dance Company 908 Tremaine Avenue Los Angeles, CA 90019	General support	$2,500	Public Charity
8/13/2012	Coalition for Humane Immigrant Rights of Los Angeles 2533 W. Third Street, Suite 101 Los Angeles, CA 90057	To support salary and benefits of a staff attorney	$36,000	Public Charity
10/18/2012	Coalition for Humane Immigrant Rights of Los Angeles 2533 W. Third Street, Suite 101 Los Angeles, CA 90057	General support	$4,500	Public Charity
9/20/2012	Coalition for Humane Immigrant Rights of Los Angeles 2533 W. Third Street, Suite 101 Los Angeles, CA 90057	To support salary and benefits of a staff attorney	$36,000	Public Charity
4/25/2012	Coalition for Humane Immigrant Rights of Los Angeles 2533 W. Third Street, Suite 101 Los Angeles, CA 90057	To benefit Justino Mora	$5,000	Public Charity
11/14/2012	College Bound 17316 Edwards Road, Suite 180 Cerritos, CA 90703	Transition to College Program	$75,000	Public Charity
12/5/2012	Community Initiatives 354 Pine Street San Francisco, CA 94104-3229	To increase college access and completion in California	$100,000	Public Charity
11/19/2012	Community Partners - College Match 1000 N. Alameda Blvd., Suite 240 Los Angeles, CA 90012	$40,000 for general support and $10,000 for emergency needs	$50,000	Public Charity

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2/22/2012	Crohn's & Colitis Foundation of America 1640 Sepulveda Boulevard, Suite 214 Los Angeles, CA 90025	General support	$2,000	Public Charity
9/19/2012	Culver City Police Department 4040 Duquesne Avenue Culver City, CA 90232	General support	$1,000	Public Charity
11/20/2012	Culver City Police Department 4040 Duquesne Avenue Culver City, CA 90232	General support	$3,450	Public Charity
7/19/2012	Di Rosa Preserve 5200 Carneros Highway Napa, CA 94559	General support	$5,000	Public Charity
2/16/2012	Economic Empowerment for Women 37 Ben Gurion Boulevard P.O. Box 9148 Haifa 31091 Israel	Business of One's Own	$35,000	Economic Responsibility
6/8/2012	Economic Empowerment for Women 37 Ben Gurion Boulevard P.O. Box 9148 Haifa 31091 Israel	Business of One's Own	$35,000	Economic Responsibility
2/17/2012	El Segundo Regents, Inc. 425 Washington Street El Segundo, CA 90245	General support	$1,500	Public Charity
2/28/2012	El Segundo Regents, Inc. 425 Washington Street El Segundo, CA 90245	General support	$500	Public Charity
4/18/2012	Emanuel Center, Inc. 300 North Clark Drive Beverly Hills, CA 90211	General support	$2,500	Public Charity
4/26/2012	Equal Justice America, Inc. 13540 East Boundary Road Building 11, Suite 204 Midlothian, VA 23112	General support	$2,500	Public Charity

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12/21/2012	Extraordinary Ventures Inc. 200 South Elliot Road Chapel Hills, NC 27514	General support	$3,000	Public Charity
10/30/2012	Facing History and Ourselves National Foundation Inc. 166 Hurd Road Brookline, MA 02445	General support	$1,000	Public Charity
4/3/2012	Family Caregiver Alliance 785 Market Street, Suite 750 San Francisco, CA 94103	Caregiving Legacy Award	$30,000	Public Charity
11/9/2012	Family Caregiver Alliance 785 Market Street, Suite 750 San Francisco, CA 94103	Caregiving Legacy Award	$60,000	Public Charity
12/21/2012	Family Caregiver Alliance 785 Market Street, Suite 750 San Francisco, CA 94103	Legacy Awards Reception	$2,882	Public Charity
12/14/2012	Family Caregiver Alliance 785 Market Street, Suite 750 San Francisco, CA 94103	Caregiving Legacy Award	$40,000	Public Charity
7/23/2012	Friends by Nature - Community Empowerment 10 Habanim Street P.O. Box 240 Ness Ziona 74071 Israel	Olim Beyahad: Rising Up Together	$10,000	Economic Responsibility
12/12/2012	Friends of Westwood Library 1246 Glendon Avenue Los Angeles, CA 90024	General support	$5,000	Public Charity
7/25/2012	Friends of Yemin Orde 12230 Wilkins Rockville, MD 20852	Promoting Excellence in Education	$25,000	Public Charity
11/28/2012	Friends of Yemin Orde 12230 Wilkins Rockville, MD 20852	Promoting Excellence in Education	$25,000	Public Charity
11/14/2012	Fulfillment Fund 6100 Wilshire Boulevard, Suite 600 Los Angeles, CA 90048	Post-secondary Success Program	$25,000	Public Charity

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11/28/2012	Hadassah College Jerusalem 37 Haneviim Street Jerusalem 91010 Israel	Alumni Association	$22,500	Economic Responsibility
7/18/2012	Hadassah College Jerusalem 37 Haneviim Street Jerusalem 91010 Israel	Alumni Association	$22,500	Economic Responsibility
11/28/2012	Hadassah College Jerusalem 37 Haneviim Street Jerusalem 91010 Israel	Gateway to Hope	$82,500	Economic Responsibility
7/20/2012	Hadassah College Jerusalem 37 Haneviim Street Jerusalem 91010 Israel	Gateway to Hope	$32,500	Economic Responsibility
7/17/2012	Hadassah College Jerusalem 37 Haneviim Street Jerusalem 91010 Israel	Gateway to Hope	$50,000	Economic Responsibility
11/19/2012	Heart of Los Angeles Youth, Inc. (HOLA) 2701 Wilshire Boulevard Los Angeles, CA 90057	High School College Preparation Program and College Scholarship and Alumni Program	$35,200	Public Charity
1/25/2012	Hebrew Union College-JIR 3101 Clifton Avenue Cincinnati, Ohio 45220	2011-2012 Fieldwork Internship Program	$10,000	Public Charity
12/21/2012	Hillel Arthur and Rochelle Belfer Building 800 Eighth Street, N.W. Washington, D.C. 20001-3724	Hillel's Jewish Student Engagement and Education programs	$70,000	Public Charity
5/11/2012	Hillel at the University of Southern California 3300 South Hoover Street Los Angeles, CA 90007	General support	$1,500	Public Charity

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2/9/2012	Hillel of Orange County 4255 Campus Drive, Suite 250 Irvine, CA 92612	General support	$5,000	Public Charity
3/20/2012	HSA Council 333 S. Grand Avenue, Suite 1500 Los Angeles, CA 90071	General support	$1,000	Public Charity
7/27/2012	Imagine Los Angeles, Inc. 5455 Wilshire Boulevard, Suite 1001 Los Angeles, CA 90036	General support	$1,000	Public Charity
12/31/2012	Inner-City Arts 720 Kohler Street Los Angeles, CA 90021	Learning & Achieving Through the Arts	$20,000	Public Charity
1/20/2012	Institute of Southern Jewish Life, Inc. P.O. Box 16528 Jackson, MS 39236-6528	ISJL Itinerant Rabbi Program	$50,000	Public Charity
2/17/2012	International March of the Living 3415 S. Sepulveda Blvd., Suite 640 Los Angeles, CA 90034	General support	$2,500	Public Charity
7/19/2012	Israel Emergency Alliance 3710 Robertson Boulevard, Suite 205 Culver City, CA 90232	ELNET	$25,000	Public Charity
6/13/2012	Israel Tennis Association 2 Shitrit Street Hadar Yosef Tel Aviv 69482 Israel	Advancement of Stage 2 Athletes	$15,000	Economic Responsibility
6/13/2012	Israel Tennis Association 2 Shitrit Street Hadar Yosef Tel Aviv 69482 Israel	Elite Tennis Players	$15,000	Economic Responsibility
8/29/2012	Israel Tennis Association 2 Shitrit Street Hadar Yosef Tel Aviv 69482 Israel	Advancement of Stage 2 Athletes	($14,972)	Economic Responsibility

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2/9/2012	Israel Tennis Association 2 Shitrit Street Hadar Yosef Tel Aviv 69482 Israel	Elite Tennis Players	$15,000	Economic Responsibility
11/26/2012	Jewish Big Brothers Association of Los Angeles 6505 Wilshire Boulevard, Suite 600 Los Angeles, CA 90048	General support	$10,000	Public Charity
12/14/2012	Jewish Family Service of Los Angeles 6505 Wilshire Boulevard, Suite 500 Los Angeles, CA 90048	SOVA	$50,000	Public Charity
11/26/2012	Jewish Family Services 3580 Wilshire Boulevard, Suite 700 Los Angeles, CA 90010	Israel Levin Senior Center	$5,000	Public Charity
11/26/2012	Jewish Free Loan Association 6505 Wilshire Boulevard, Suite 715 Los Angeles, CA 90048	General support	$5,000	Public Charity
12/15/2012	Jewish Funders Network 150 W. 30th Street, Room 900 New York, NY 10001	Westbury Group Capacity	$10,000	Public Charity
3/20/2012	Jewish Graduate Student Initiative 1445 S. Beverly Drive Los Angeles, CA 90035	Jewish Graduate Student Initiative	$10,000	Public Charity
7/19/2012	Jewish Graduate Student Initiative 1445 S. Beverly Drive Los Angeles, CA 90035	General support	$10,000	Public Charity
9/27/2012	Jewish Home for the Aging 7150 Tampa Avenue Reseda, CA 91335	General support	$10,000	Public Charity
11/26/2012	Jewish Home for the Aging 7150 Tampa Avenue Reseda, CA 91335	General support	$1,500	Public Charity
1/23/2012	Jewish Home for the Aging 7150 Tampa Avenue Reseda, CA 91335	General support	$10,000	Public Charity

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12/21/2012	Jewish Home for the Aging 7150 Tampa Avenue Reseda, CA 91335	Alzheimer's and Dementia Family Caregivers Support program	$25,000	Public Charity
8/31/2012	Jewish World Watch 17514 Ventura Boulevard, Suite 206 Encino, CA 91316	Outreach and Advocacy Fellowship	$20,000	Public Charity
11/26/2012	Jewish World Watch 17514 Ventura Boulevard, Suite 206 Encino, CA 91316	General support	$5,000	Public Charity
7/27/2012	Jews for Judaism 1801 Avenue of the Stars #535 Los Angeles, CA 90067	General support	$2,500	Public Charity
7/5/2012	Jumpstart 1801 Avenue of the Stars, Suite 210 Los Angeles, CA 90067	To engage Walden Philanthropic Advisors as consultants	$13,775	Public Charity
4/18/2012	Juvenile Diabetes Research Foundation 120 Wall Street, 19th Floor New York, NY 10005	General support	$2,500	Public Charity
11/28/2012	Karev Initiatives in Education Marcus 1 Jerusalem 92232 Israel	Educational Insights Model	$25,000	Economic Responsibility
7/23/2012	Karev Initiatives in Education Marcus 1 Jerusalem 92232 Israel	Educational Insights Model	$25,000	Economic Responsibility
4/3/2012	Karma Rescue 1158 26th Street, Suite 155 c/o Rande Stern Santa Monica, CA 90403	General support	$1,800	Public Charity
12/21/2012	KCETLink 2900 W. Alameda Burbank, CA 91505	General Support	$20,000	Public Charity
12/21/2012	KCRW 1900 Pico Boulevard Santa Monica, CA 90405	Which Way L.A.?	$20,000	Public Charity

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12/15/2012	KCRW 1900 Pico Boulevard Santa Monica, CA 90405	General support	$500	Public Charity
10/30/2012	KCRW 1900 Pico Boulevard Santa Monica, CA 90405	General support	$1,000	Public Charity
11/9/2012	Kehillah Community Synagogue and School 1300 Grand Avenue Piedmont, CA 94610-1020	General support	$1,000	Public Charity
12/21/2012	Kidsave International Inc. 100 Corporate Pointe, Suite 380 Culver City, CA 90230	General support	$500	Public Charity
2/3/2012	Kol Ha-Isha - The Jerusalem Women's Center P.O. Box 37157 Jerusalem 91371 Israel	Economic Empowerment Program for Women	$60,000	Economic Responsibility
1/11/2012	LABC Institute 2029 Century Park East, Suite 1240 Los Angeles, CA 90067	General support	$15,000	Public Charity
3/6/2012	Leukemia & Lymphoma Society Inc 1311 Mamaroneck Avenue White Plains, NY 10605-5221	General support	$1,000	Public Charity
1/20/2012	Los Angeles Ballet 11755 Exposition Boulevard Los Angeles, CA 90064	POP! Power of Performance program	$20,000	Public Charity
12/14/2012	Los Angeles Ballet 11755 Exposition Boulevard Los Angeles, CA 90064	POP! Power of Performance program	$20,000	Public Charity
12/14/2012	Los Angeles County Arts Commission 374 Kenneth Hahn Hall of Administration Los Angeles, CA 90012	Arts for All Pooled Fund	$50,000	Public Charity
6/19/2012	Los Angeles County Community Development Foundation 700 W. Main Street Alhambra, CA 91801	Growing Experience	$15,000	Public Charity

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11/13/2012	Los Angeles County Community Development Foundation 700 W. Main Street Alhambra, CA 91801	Growing Experience	$15,000	Public Charity
7/18/2012	Los Angeles County Education Foundation 9300 Imperial Highway, Room 106 Downey, CA 90242-2890	Project Renew	$50,000	Public Charity
1/9/2012	Los Angeles County Education Foundation 9300 Imperial Highway, Room 106 Downey, CA 90242-2890	Project Renew	$50,000	Public Charity
12/31/2012	Los Angeles County Museum of Art 5905 Wilshire Boulevard Los Angeles, CA 90036	After School at the Museum	$20,000	Public Charity
11/26/2012	Los Angeles Jewish Symphony 17455 La Cuesta Lane Encino, CA 91316	General support	$2,500	Public Charity
8/9/2012	Los Angeles Mounted Police Foundation c/o Steven Roy 112 N. Harvard Avenue #290, Claremont CA	General support	$1,000	Public Charity
6/6/2012	Los Angeles Neighborhood Land Trust 315 W. 9th Street, #1002 Los Angeles, CA 90015	Avalon/Gage Pocket Park	$50,000	Public Charity
12/21/2012	Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 90012-3034	School Partners Program	$20,000	Public Charity
12/21/2012	Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 90012-3034	Summer Sounds	$20,000	Public Charity
10/30/2012	Los Angeles Team Mentoring Inc. 714 W. Olympic Boulevard Los Angeles, CA 90015	General support	$1,000	Public Charity
10/8/2012	Marlboough School 20 S. Rossmore Avenue Los Angeles, CA 90004-3739	General support	$1,000	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
6/8/2012	MATI-Jerusalem Business Development Center P.O. Box 52169 9 Ha'uman Street Jerusalem 91521 Israel	From Unemployed to Entrepreneur	$37,500	Economic Responsibility
11/28/2012	MATI-Jerusalem Business Development Center P.O. Box 52169 9 Ha'uman Street Jerusalem 91521 Israel	Blessing of Business	$70,000	Economic Responsibility
7/18/2012	MATI-Jerusalem Business Development Center P.O. Box 52169 9 Ha'uman Street Jerusalem 91521 Israel	Blessing of Business	$70,000	Economic Responsibility
2/3/2012	MATI-Jerusalem Business Development Center P.O. Box 52169 9 Ha'uman Street Jerusalem 91521 Israel	From Unemployed to Entrepreneur	$37,500	Economic Responsibility
2/3/2012	Milken Institute 1250 Fourth Street, 2nd Floor Santa Monica, CA 90401	Koret-Milken Institute	$60,000	Public Charity
12/21/2012	Moishe House 1330 Broadway, Suite 801 Oakland, CA 94612	Moishe House Los Angeles	$20,000	Public Charity
11/28/2012	Movember Inc 1518 Abbot Kinney Blvd. Venice, CA 90291	General support	$1,000	Public Charity
12/31/2012	Multiple Myeloma Research Foundation 383 Main Avenue, 5th Floor Norwalk, CT 06851	General support	$1,500	Public Charity
12/14/2012	Museum of Contemporary Art Los Angeles 250 South Grand Avenue Los Angeles, CA 90012	Contemporary Art Start	$20,000	Public Charity

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Payment Date	**Payee Organization**	**Purpose of Grant**	**Amount**	**Status**
8/23/2012	National Multiple Sclerosis Society 2440 S. Sepulveda Blvd., Suite 115 Los Angeles, CA 90064	General support	$1,000	Public Charity
12/31/2012	National Parks Conservation Association 1300 19th Street, NW Washington, DC 20036	General support	$2,500	Public Charity
6/19/2012	National Parks Conservation Association 1300 19th Street, NW Washington, DC 20036	General support	$2,500	Public Charity
1/10/2012	New Village Charter School Inc. 155 N. Occidental Boulevard Los Angeles, CA 90026	General support	$1,000	Public Charity
1/25/2012	New Village Charter School Inc. 155 N. Occidental Boulevard Los Angeles, CA 90026	General support	$500	Public Charity
1/10/2012	New Village Charter School Inc. 155 N. Occidental Boulevard Los Angeles, CA 90026	General support	$1,000	Public Charity
7/19/2012	New West Symphony Association 2100 E. Thousand Oaks Blvd., Suite D Thousand Oaks, CA 91362	General support	$10,000	Public Charity
11/28/2012	NISPED - Negev Institute for Strategies of Peace and Development Smilanski 33 Beer Sheva 8421360 Israel	$100,000 General Operations $50,000 Fundraising Activities $10,500 School supplies	$50,000	Economic Responsibility
9/14/2012	NISPED - Negev Institute for Strategies of Peace and Development Smilanski 33 Beer Sheva 8421360 Israel	$100,000 General Operations $50,000 Fundraising Activities $10,500 School supplies	$50,000	Economic Responsibility
6/8/2012	NISPED - Negev Institute for Strategies of Peace and Development Smilanski 33 Beer Sheva 8421360 Israel	Resource Development	$25,000	Economic Responsibility

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
8/13/2012	NISPED - Negev Institute for Strategies of Peace and Development Smilanski 33 Beer Sheva 8421360 Israel	\$100,000 General Operations \$50,000 Fundraising Activities \$10,500 School supplies	\$60,500	Economic Responsibility
2/3/2012	NISPED - Negev Institute for Strategies of Peace and Development Smilanski 33 Beer Sheva 8421360 Israel	Resource Development	\$25,000	Economic Responsibility
11/14/2012	One Voice 1228 15th Street, Suite C Santa Monica, CA 90404	General Support	\$50,000	Public Charity
12/14/2012	Otis College of Art and Design 9045 Lincoln Blvd. Los Angeles, CA 90045	General support	\$4,000	Public Charity
11/26/2012	Otis College of Art and Design 9045 Lincoln Blvd. Los Angeles, CA 90045	General Support	\$5,000	Public Charity
3/20/2012	Our House, Inc. 1950 Sawtelle Boulevard, Suite 255 Los Angeles, CA 90025-7017	General support	\$1,000	Public Charity
12/14/2012	P.S. Arts 1728 Abbot Kinney Boulevard, #101 Venice, CA 90291	Visual Arts and Theater Education Program at Camino Nuevo Charter Academy	\$20,000	Public Charity
11/14/2012	Partnership Scholars Program 14013 Old Harbor Lane, #308 Marina Del Rey, CA 90292	Comprehensive Mentor Retraining	\$35,000	Public Charity
12/14/2012	Performing Arts Center of Los Angeles County 135 North Grand Avenue Los Angeles, CA 90012	Artist-Teacher Partnership Program	\$20,000	Public Charity
12/21/2012	Phase One 256 26th Street, Suite 201 Santa Monica, CA 90402	General support	\$1,500	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
11/14/2012	Planned Parenthood Los Angeles Guild 1316 Third Street Promenade, Suite B-5 Santa Monica, CA 90401	General support	$2,500	Public Charity
1/25/2012	Planned Parenthood Los Angeles Guild 1316 Third Street Promenade, Suite B-5 Santa Monica, CA 90401	General support	$2,500	Public Charity
12/31/2012	ProCon Org 233 Wilshire Boulevard, Suite 200 Santa Monica, CA 90401	General support	$500	Public Charity
11/14/2012	Project Grad Los Angeles 10625 Erwin Street North Hollywood, CA 91606	Advanced Summer Institute Residency Program	$60,000	Public Charity
8/15/2012	Public Interest Clearinghouse 433 California Street, Suite 815 San Francisco, CA 94104	General support	$10,000	Public Charity
1/11/2012	Pukuu Cultural Community Services 1019 2nd Street San Fernando, CA 91340-2916	General support	$18,000	Public Charity
2/3/2012	Rand Corporation 1776 Main Street Santa Monica, CA 90407	Israel Public Policy Fund	$50,000	Public Charity
2/22/2012	Russian American Jewish Experience 2915 Ocean Parkway Brooklyn, NY 11235	General support	$1,000	Public Charity
12/12/2012	Skirball Cultural Center 2701 North Sepulveda Boulevard Los Angeles, CA 90049-6833	Schol Outreach programs	$25,000	Public Charity
11/14/2012	South Central Scholars 29000 S. Western Avenue, Suite 401 Rancho Palos Verdes, CA 90275	Summer Academy program	$40,000	Public Charity
4/11/2012	Stephen S. Wise Temple 15500 Stephen S. Wise Drive Los Angeles, CA 90077	General support	$10,000	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
11/26/2012	Syracuse University c/o Comptrollers Office Skytop Offices Syracuse, NY 13244-0001	Say Yes Program	$1,000	Public Charity
6/13/2012	Tel-Hai College Upper Galilee 12208 Israel	Reimbursement	$9,715	Economic Responsibility
12/21/2012	The Achievable Foundation 5901 Green Valley Circle, Suite 320 Culver City, CA 90230	General support	$5,000	Public Charity
2/17/2012	The Alliance for Children's Rights 3333 Wilshire Boulevard, Suite 550 Los Angeles, CA 90010-4111	General support	$2,500	Public Charity
12/28/2012	The Brandeis-Bardin Institute 1101 Peppertree Lane Brandeis, CA 93064	General Support	($10,000)	Public Charity
12/27/2012	The Brandeis-Bardin Institute 1101 Peppertree Lane Brandeis, CA 93064	General Support	$10,000	Public Charity
10/30/2012	The Central Europe Center Pfeilgasse 8/15 Vienna A-1080 Austria	General support	$25,000	Economic Responsibility
1/9/2012	The City Project 1055 Wilshire Boulevard, Suite 1660 Los Angeles, CA 90017-2499	General support	$50,000	Public Charity
7/18/2012	The City Project 1055 Wilshire Boulevard, Suite 1660 Los Angeles, CA 90017-2499	General support	$50,000	Public Charity
1/31/2012	The Foundation at Fresno County of Education 1111 Van Ness Fresno, CA 93721	CUS - Expository Reading and Writing Project	$50,000	Public Charity
4/30/2012	The Friendship Circle of Los Angeles 9581 W. Pico Boulevard, #102 Los Angeles, CA 90035	General support	$10,000	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
12/21/2012	The Gabriella Foundation 639 S. Commonwealth Avenue, Apt. B Los Angeles, CA 90005-4051	everybody dance!	$20,000	Public Charity
4/11/2012	The Guardians 1640 S. Sepulveda Boulevard #210 Los Angeles, CA 90025	General support	$1,000	Public Charity
12/21/2012	The Heart Project 1140 N. Citrus Avenue Los Angeles, CA 90038	Ladder of Arts programs	$20,000	Public Charity
8/27/2012	The Institute for College Access and Success Inc. 405 14th Street, 11th Floor Oakland, CA 94612	General Operating Support	$125,000	Public Charity
12/14/2012	The Jewish Federation 6505 Wilshire Boulevard Los Angeles, CA 90048	General support	$4,000	Public Charity
8/13/2012	The Jewish Federation 6505 Wilshire Boulevard Los Angeles, CA 90048	Camp Scholarships	$150,000	Public Charity
5/11/2012	The Jewish Federation 6505 Wilshire Boulevard Los Angeles, CA 90048	General support	$10,000	Public Charity
7/19/2012	The Rape Foundation 1223 Wilshire Boulevard, #410 Santa Monica, CA 90403	General support	$1,000	Public Charity
11/28/2012	The Regents of the University of California 2516 Stockton Boulevard Endocrinology Division Sacramento, CA 95817	UCLA Leish Center for Regional Policy Studies (parklets)	$38,038	Public Charity
1/18/2012	The Regents of the University of California 2516 Stockton Boulevard Endocrinology Division Sacramento, CA 95817	UCLA Leish Center for Regional Policy Studies (parklets)	$37,500	Public Charity
10/30/2012	The Regents of the University of California, Berkeley 336 Sproul Hall Berkeley, CA 94704-5940	The Bancroft Library's Manuscript Collection Quick-Kills Processing Project	$82,800	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
7/10/2012	The Regents of the University of California, Berkeley 336 Sproul Hall Berkeley, CA 94704-5940	The Judaica Collection at UC Berkeley	$5,000	Public Charity
5/14/2012	The Regents of the University of California, Berkeley 336 Sproul Hall Berkeley, CA 94704-5940	The Berkeley Programs on Jewish Law and Israeli Law, Economy and Society	$250,000	Public Charity
11/26/2012	The Regents of the University of California, Berkeley 336 Sproul Hall Berkeley, CA 94704-5940	UCLA Pediatric Bone and Soft Tissue Sarcoma Program	$7,000	Public Charity
7/23/2012	The RP Group 2600 Tenth Street, Sutie 435 Berkeley, CA 94710	Student Transcript-Enhanced Placement Study (STEPS)	$30,000	Public Charity
11/13/2012	The Trust for Public Land 101 Montgomery Street, 9th Floor San Francisco, CA 94104	El Sereno Children's Garden and Recreation Area	$50,000	Public Charity
6/6/2012	The Trust for Public Land 101 Montgomery Street, 9th Floor San Francisco, CA 94104	El Sereno Children's Garden and Recreation Area	$50,000	Public Charity
1/11/2012	The West Coast Care Foundation Inc. c/o Ronald E. Hooks 3669 S. Barrington Avenue Los Angeles, CA 90066	General support	$25,000	Public Charity
6/8/2012	Toren-business consulting and couching Moshav Alonei Aba Do'ar Tivon 36005 Israel	Reimbursement	$7,486	Economic Responsibility
2/10/2012	Tribe Media Corporation Jewish Journal 3580 Wilshire Boulevard Los Angeles, CA 90010	The Los Angeles Jewish Film Festival	$2,500	Public Charity
12/5/2012	Tribe Media Corporation Jewish Journal 3580 Wilshire Boulevard Los Angeles, CA 90010	The Los Angeles Jewish Film Festival	$2,500	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
12/21/2012	Trustees of the University of Pennsylvania Development Dept. of Nursing Clare M. Sagin Hall 418 Curie Boulevard Philadelphia, PA 19104	School of Nursing Urban Women's Health Fund	$500	Public Charity
7/25/2012	Tuolumne County Fire Department P.O. Box 1248 Pinecrest, CA 95364	Pinecrest Fireboat Fund	$1,000	Public Charity
11/14/2012	UCLA Foundation 110 Westwood Plaza, Room F-405 Los Angeles, CA 90095-1481	California Nano Systems Institute	$500	Public Charity
11/19/2012	UCLA Foundation 110 Westwood Plaza, Room F-405 Los Angeles, CA 90095-1481	Chair in Israel Studies	$175,000	Public Charity
10/23/2012	Unihi Education Foundation P.O. Box 491953 Los Angeles, CA 90049	General support	$1,000	Public Charity
11/21/2012	United Friends of the Children 1055 Wilshire Boulevard Los Angeles, CA 90017	College Sponsorship Program	$45,000	Public Charity
5/15/2012	United States Olympic Committee 1 Olympic Plaza Colorado Springs, CO 80909-5766	Support of BMX Cycling Track at the Olympic Training Center in Chula Vista, CA	$17,000	Public Charity
4/30/2012	United States Olympic Committee 1 Olympic Plaza Colorado Springs, CO 80909-5766	General support	$6,000	Public Charity
4/11/2012	University of California Berkeley Foundation 2080 Addison Street, Suite 4200 Berkeley, CA 94720-4200	In honor of Sarah Samuels	$10,000	Public Charity
7/12/2012	USC Neighborhood Academic Initiative 3375 S. Hoover Street, F-206 Los Angeles, CA 90089-7795	USC Neighborhood Academic Initiative Saturday Academy	($58,500)	Public Charity
11/21/2012	USC Neighborhood Academic Initiative 3375 S. Hoover Street, F-206 Los Angeles, CA 90089-7795	USC NAI	$55,260	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
10/23/2012	USC Neighborhood Academic Initiative 3375 S. Hoover Street, F-206 Los Angeles, CA 90089-7795	USC Neighborhood Academic Initiative Saturday Academy	$43,500	Public Charity
12/21/2012	US-Israel Binational Science Foundation c/o PEF Israel Endowment Funds Inc. 317 Madison Avenue New York, NY 10017	The Rosalinde and Arthur Gilbert Foundation-BSF Multiplier Research Grants Prorgram at UCLA and UC Berkeley	$50,000	Public Charity
11/9/2012	Village Buildah Foundation Inc. 13176 La Tierra Way Sylmar, CA 91342	General support	$1,000	Public Charity
7/27/2012	Vista Del Mar Child and Family Services 3200 Motor Avenue Los Angeles, CA 90034	General support	$5,000	Public Charity
12/14/2012	Vista Del Mar Child and Family Services 3200 Motor Avenue Los Angeles, CA 90034	Nes Gadol Jewish Life program	$20,000	Public Charity
1/9/2012	Wallis Annenberg Center for the Performing Arts 470 N. Canon Drive Beverly Hills, CA 90210	General support	$3,000	Public Charity
11/20/2012	West Los Angeles Area Police and Community Together Inc. 1663 Butler Avenue Los Angeles, CA 90025	PACT	$500	Public Charity
7/25/2012	Western Center on Law and Poverty 3701 Wilshire Blvd., Suite 208 Los Angeles, CA 90010	General support	$1,000	Public Charity
11/14/2012	Westridge School for Girls 324 Madeline Drive Pasadena, CA 91105-3399	Post-secondary tracking	$25,000	Public Charity
4/11/2012	Westside Food Bank 1710 22nd Street Santa Monica, CA 90404	General support	$1,000	Public Charity
2/2/2012	Westside Jewish Community Center 5870 West Olympic Boulevard Los Angeles, CA 90036	Los Angeles Jewish Film Festival	$2,500	Public Charity

Statement A

The Rosalinde and Arthur Gilbert Foundation
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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
11/26/2012	Westside Jewish Community Center 5870 West Olympic Boulevard Los Angeles, CA 90036	Gilbert Table Tennis Center	$25,000	Public Charity
2/21/2012	Westside Jewish Community Center 5870 West Olympic Boulevard Los Angeles, CA 90036	Los Angeles Jewish Film Festival	($2,500)	Public Charity
11/26/2012	Working Dreams 118 S. Beverly Drive #222 Beverly Hills, CA 90212	General support	$2,500	Public Charity
2/3/2012	Yedid 1275 First Avenue #128 New York, NY 10065	Homelessness Prevention Program	$62,500	Public Charity
6/6/2012	Yedid 1275 First Avenue #128 New York, NY 10065	Homelessness Prevention Program	$62,500	Public Charity
11/14/2012	Yeholot Association Founded by the Rashi Foundation Mikve Israel Youth Village Mikve Israel, Holon 58910 Israel	Tafnit - Last Hurdle	$41,250	Economic Responsibility
11/28/2012	Yeholot Association Founded by the Rashi Foundation Mikve Israel Youth Village Mikve Israel, Holon 58910 Israel	Tafnit - Last Hurdle	$41,250	Economic Responsibility
12/21/2012	Yiddishkayt Los Angeles 3780 Wilshire Boulevard, #1020 Los Angeles, CA 90010	The Helix Project	$2,500	Public Charity
7/19/2012	Yitzhak Rabin Hillel Center 900 Hilgard Avenue Los Angeles, CA 90024	Forbidden Art	$1,500	Public Charity
12/12/2012	Zimmer Children's Museum 6505 Wilshire Boulevard, Suite 100 Los Angeles, CA 90048	youThink's School and Youth Services Program	$20,000	Public Charity

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Payment Date	Payee Organization	Purpose of Grant	Amount	Status
12/14/2012	Zimmer Children's Museum 6505 Wilshire Boulevard, Suite 100 Los Angeles, CA 90048	General support	$3,500	Public Charity
			$7,208,244	

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THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

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Expenditure Responsibility Statement
For the year 2012

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

(i) Grantee:	Israel Tennis Association 2 Shitrit Street Hadar Yosef 69482 Tel Aviv, Israel
(ii) Amount of Grant:	$30,000 – this was paid in two payments – 2/9/12 and 6/13/12
(iii) Purpose of grants:	To support Elite tennis players
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

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Expenditure Responsibility Statement
For the year 2012

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

(i) Grantee:	Economic Empowerment for Women POB 9148 Haifa FC 91091 Israel
(ii) Amount of Grant:	$70,000 – this was paid in two payments – 2/6/12 and 6/8/12
(iii) Purpose of grants:	To support Business of One's Own program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

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Expenditure Responsibility Statement
For the year 2012

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

(i) Grantee:	Kol Ha-Isha 40 King George Street Jerusalem FC 91371 Israel
(ii) Amount of Grant:	$60,000 – this was paid in one payment – 2/3/12
(iii) Purpose of grants:	To support Economic Empowerment of Women program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

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Expendíture Responsibility Statement
For the year 2012

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

(i) Grantee:	MATI – Jerusalem Business Center 9 Hu'uaman Street Jerusalem FC 91521 Israel
(ii) Amount of Grant:	$140,000 – this was paid in two payments – 7/18/12 and 11/28/12
(iii) Purpose of grants:	To support the Blessing of Business program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

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Expenditure Responsibility Statement
For the year 2012

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

(i) Grantee:	MATI – Jerusalem Business Center 9 Hu'uaman Street Jerusalem FC 91521 Israel
(ii) Amount of Grant:	$75,000 – this was paid in two payments – 2/13/12 and 6/6/12
(iii) Purpose of grants:	To support the From Unemployed to Entrepreneur program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

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Expenditure Responsibility Statement
For the year 2012

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

(i) Grantee:	AJEEC-NISPED 33 Smilanski Street Beer Sheva Israel
(ii) Amount of Grant:	$50,000 – this was paid in two payments – 2/3/12 and 6/8/12
(iii) Purpose of grants:	To support Resource Development
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

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Expenditure Responsibility Statement
For the year 2012

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

(i) Grantee:	AJEEC-NISPED 33 Smilanski Street Beer Sheva Israel
(ii) Amount of Grant:	$160,500– this was paid in three payments – 8/13/12, 9/14/12 and 11/28/12
(iii) Purpose of grants:	To fund general operations; fundraising and school supplies
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

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Expenditure Responsibility Statement
For the year 2012

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

(i) Grantee:	Hadassah Academic College 37 Hanevi'im Street Jerusalem FC 91010 Israel
(ii) Amount of Grant:	$165,000– this was paid in three payments – 7/17/12, 7/20/12 and 11/28/12
(iii) Purpose of grants:	To support the Gateway to Hope program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

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Expenditure Responsibility Statement
For the year 2012

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

(i) Grantee:	Hadassah Academic College 37 Hanevi'im Street Jerusalem FC 91010 Israel
(ii) Amount of Grant:	$45,000– this was paid in two payments – 7/8/12 and 11/28/12
(iii) Purpose of grants:	To support the Alumni Association
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

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Expenditure Responsibility Statement
For the year 2012

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

(i) Grantee:	Karev Initiatives in Education Marcus 1 Jerusalem FC 92232 Israel
(ii) Amount of Grant:	\$50,000– this was paid in two payments – 7/23/12 and 11/28/12
(iii) Purpose of grants:	To support the Educational Insights program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expendíture Responsibility Statement
For the year 2012

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

(i) Grantee:	Yemin Orde Yemin Orde Youth Village Hof HaCarmel 30895 Israel
(ii) Amount of Grant:	$50,000– this was paid in two payments – 7/25/2012 and 11/28/2012
(iii) Purpose of grants:	To support the Promoting Excellence in Education program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Report to IRS on Form 990-PF

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2012

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

(i) Grantee:	Yeholot Association Founded by the Rashi Foundation Mikve FC58910 Israel
(ii) Amount of Grant:	$82,500– this was paid in two payments – 11/14/2012 and 1/28/2012
(iii) Purpose of grants:	To support the Tafnit-Last Hurdle program
(iv) & (vi) Reports:	The recipient organization will submit full and complete reports of its expenditure of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION's grant, and these reports will show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of THE ROSALINDE AND ARTHUR GILBERT FOUNDATION, no funds will be diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report will be made.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- 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 extention 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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

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

Employer identification number (EIN) or: 56-2305694

Number, street, and room or suite number If a P O box, see instructions: 2730 WILSHIRE BOULEVARD #301

Social security number (SSN):

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

Enter the Return code for the return that this application is for (file a separate application for each return) 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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MONINA UMALI

Telephone No ► 310-477-5252 FAX No ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for·

► [X] calendar year 20 12 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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	$ 250,720.
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	$ 206,720.
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	$ 44,000.

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

- 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 extended due date for filing your return See instructions

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

Employer identification number (EIN) or
56-2305694

Number, street, and room or suite number If a P O box, see instructions
2730 WILSHIRE BOULEVARD #301

Social security number (SSN)

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

Enter the Return code for the return that this application is for (file a separate application for each return) 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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in care of ► MONINA UMALI
  Telephone No ► 310-477-5252 FAX No ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 13

5 For calendar year 2012 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 286,964.
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**	$ 250,720.
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**	$ 36,244.

Signature and Verification must be completed for Part II only.

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

Signature ► Title ► Date ►