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

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

For calendar year 2012 or tax year beginning **APR 1, 2012**, and ending **MAR 31, 2013**

Name of foundation: **ROBERT GORE RIFKIND FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 662147**

Room/suite: _____

City or town, state, and ZIP code: **LOS ANGELES, CA 90066-8547**

A Employer identification number: **95-3397350**

B Telephone number: **818-990-1125**

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
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

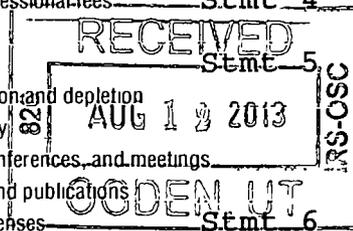
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust
 Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 8,051,608.**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		270,555.	270,555.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		823,789.			
b Gross sales price for all assets on line 6a 6,599,746.					
7 Capital gain net income (from Part IV, line 2)			823,789.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,094,344.	1,094,344.		
13 Compensation of officers, directors, trustees, etc		40,000.	0.		20,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 2		686.	0.		0.
b Accounting fees Stmt 3		1,855.	0.		0.
c Other professional fees Stmt 4		69,089.	69,089.		0.
17 Interest					
18 Taxes Stmt 5		6,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,901.	0.		1,901.
22 Printing and publications					
23 Other expenses Stmt 6		150.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23		119,681.	69,089.		21,901.
25 Contributions, gifts, grants paid		413,285.			413,285.
26 Total expenses and disbursements Add lines 24 and 25		532,966.	69,089.		435,186.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		561,378.			
b Net investment income (if negative, enter -0-)			1,025,255.		
c Adjusted net income (if negative, enter -0-)				N/A	



2013
 ALLG 2
 Operating and Administrative Expenses

G14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	217,018.	214,800.	214,800.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 8	516,966.	0.	0.
	b Investments - corporate stock Stmt 9	5,523,812.	6,638,924.	6,992,657.
	c Investments - corporate bonds Stmt 10	445,956.	411,406.	451,446.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ Statement 11)	99,064.	99,064.	392,705.	
16 Total assets (to be completed by all filers)	6,802,816.	7,364,194.	8,051,608.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	985,990.	985,990.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	5,816,826.	6,378,204.		
30 Total net assets or fund balances	6,802,816.	7,364,194.		
31 Total liabilities and net assets/fund balances	6,802,816.	7,364,194.		

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	6,802,816.
2 Enter amount from Part I, line 27a	2	561,378.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,364,194.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,364,194.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,586,025.		2,548,728.	37,297.
b 4,013,721.		3,227,229.	786,492.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			37,297.
b			786,492.
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	823,789.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	422,563.	7,593,034.	.055651
2010	345,201.	7,462,918.	.046255
2009	409,182.	6,791,378.	.060250
2008	404,231.	6,970,206.	.057994
2007	436,509.	7,861,470.	.055525

2 Total of line 1, column (d)	2	.275675
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	.055135
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,518,080.
5 Multiply line 4 by line 3	5	414,509.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,253.
7 Add lines 5 and 6	7	424,762.
8 Enter qualifying distributions from Part XII, line 4	8	435,186.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	10,253.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	10,253.
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	10,253.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,016.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,016.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,237.	
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JONATHAN S. DAVIDSON, C.P.A. Telephone no. 818-990-1125 Located at 5501 KEOKUK AVENUE, WOODLAND HILLS, CA ZIP+4 91367
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b Yes No X
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b Yes No N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MAX RIFKIND-BARRON P.O. BOX 662147 LOS ANGELES, CA 90066-8547	PRESIDENT 5.00	40,000.	0.	0.
JONATHAN DAVIDSON P.O. BOX 662147 LOS ANGELES, CA 90066-8547	TREASURER 2.00	0.	0.	0.
JANE LEVIKOW P.O. BOX 662147 LOS ANGELES, CA 90066-8547	SECRETARY 1.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

1	Expenses
SEE FOOTNOTE REGARDING SUMMARY OF DIRECT CHARITABLE ACTIVITIES.	435,186.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	Amount
N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶ 0.	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,632,569.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,632,569.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,632,569.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	114,489.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,518,080.
6	Minimum investment return Enter 5% of line 5	6	375,904.

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	375,904.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,253.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,253.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	365,651.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	365,651.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	365,651.

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	435,186.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	435,186.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	10,253.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	424,933.

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

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				365,651.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	31,379.			
b From 2008	59,277.			
c From 2009	77,791.			
d From 2010				
e From 2011	46,765.			
f Total of lines 3a through e	215,212.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	435,186.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				365,651.
e Remaining amount distributed out of corpus	69,535.			
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	284,747.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	31,379.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	253,368.			
10 Analysis of line 9:				
a Excess from 2008	59,277.			
b Excess from 2009	77,791.			
c Excess from 2010				
d Excess from 2011	46,765.			
e Excess from 2012	69,535.			

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		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

MAX RIFKIND-BARRON

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

None

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

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

See Statement 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CINEMATEQUE 6712 HOLLYWOOD BLVD HOLLYWOOD, CA 90028	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
AMERICAN JEWISH UNIVERSITY 15600 MULHOLLAND DRIVE LOS ANGELES, CA 90077	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
ANGELES CLINIC 2001 SANTA MONICA BLVD SANTA MONICA, CA 90404	NONE	PUBLIC		5,000.
ANTHROLOGY FILM ARCHIVES 32 2ND AVE NEW YORK, NY 10013	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
AUDUBON BALLONA EDUCATIONAL PROGRAM 7740 MANCHESTER AVE., #210 PLAYA DEL REY, CA 90293	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,500.
Total	See continuation sheet(s)			413,285.
b Approved for future payment				
None				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: 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).

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE BROOKLYN, NY 11217-1486	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
LOS ANGELES PHILHARMONIC 151 SOUTH GRAND AVE LOS ANGELES, CA 90012	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
MUSEUM OF THE MOVING IMAGE 36-01-35 AVENUE ASTORIA, NY 11106	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	3,000.
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
WIKIMEDIA FOUNDATION P.O. BOX 98204 WASHINGTON, DC 20090	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
CENTER FOR EARLY EDUCATION 563 NORTH ALFRED STREET WEST HOLLYWOOD, CA 90048	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEEN PARKWAY VALENCIA, CA 91355	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
CHICKEN AND EGG PICTURES 45 MAIN ST., SUITE 506 BROOKLYN, NY 11201	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
CONCERN FOUNDATION 1026 S. ROBERTSON BLVD LOS ANGELES, CA 90035	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,500.
Total from continuation sheets				380,785.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHURCH OF THE BLESSED SACRAMENT 6657 SUNSET BLVD HOLLYWOOD, CA 90028	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	1,000.
COLUMBIA COLLEGE 622 W. 113TH STREET MC 4530 NEW YORK, NY 10025	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
COLUMBIA COLLEGE ALUMNI ASSOCIATION 622 W. 113TH STREET MC 4530 NEW YORK, NY 10025	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	250.
FACING HISTORY AND OURSELVES 16 HURD RD BROOKLINE, MA 02445	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
FILM FORUM 209 W. HOUSTON ST. NEW YORK, NY 10014	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
LEHRHAUS JUDAICA 2736 BANCROFT WAY BERKELEY, CA 94704	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
THE CHILD AND FAMILY CENTER OF VALENCIA 21545 CENTER POINTE PARKWAY SANTA CLARITA, CA 91350	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	1,250.
UCLA FILM AND TELEVISION ARCHIVE 214D MELNITZ HALL LOS ANGELES, CA 90095	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,500.
HARVARD WESTLAKE SCHOOL 700 NORTH FARING ROAD LOS ANGELES, CA 90077	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
JAY N. SCHAPIRA MD MEDICAL RESEARCH FOUNDATION 8635 WEST THIRD STREET, #750W LOS ANGELES, CA 90048	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUMPSTART 308 CONGRESS ST. 6TH FLOOR BOSTON, MA 02210	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	15,000.
KCRW PUBLIC RADIO 1900 PICO BLVD SANTA MONICA, CA 90405	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
LINCOLN CENTER FILM SOCIETY 165 W/ 65TH STREET NEW YORK, NY 10023	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	25,000.
LOS ANGELES COUNTY ART MUSEUM 5905 WISHIRE BLVD LOS ANGELES, CA 90036	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	135,000.
MUSEUM ASSOCIATES - LACMA 5905 WISHIRE BLVD LOS ANGELES, CA 90036	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	9,000.
MUSEUM OF MODERN ART 11 W. 53RD STREET NEW YORK, NY 10019	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	20,000.
NATIONAL PUBLIC RADIO 635 MASSACHUSETTS AVE WASHINGTON, DC 20001	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	10,000.
SANTA MARIANA DE PAREDES CHURCH 7922 S. PASSONS BLVD PICO RIVERA, CA 90660	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	4,000.
SCHOLAR IN RESIDENCE PROGRAM P.O. BOX 662147 LOS ANGELES, CA 90066-8547	NONE	N/A	FURTHER GOALS OF THE FOUNDATION	2,285.
TEMPLE ISAIAH 10345 WEST PICO BLVD LOS ANGELES, CA 90064	NONE	PUBLIC	FURTHER GOALS OF THE FOUNDATION	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - SCHOLAR IN RESIDENCE PROGRAM

FURTHER GOALS OF THE FOUNDATION

Form 990-PF	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
MERRILL LYNCH	270,555.	0.	270,555.
Total to Fm 990-PF, Part I, ln 4	270,555.	0.	270,555.

Form 990-PF	Legal Fees	Statement	2	
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	686.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	686.	0.		0.

Form 990-PF	Accounting Fees	Statement	3	
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING AND BOOKKEEPING	1,855.	0.		0.
To Form 990-PF, Pg 1, ln 16b	1,855.	0.		0.

Form 990-PF	Other Professional Fees	Statement	4	
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES - ML	69,089.	69,089.		0.
To Form 990-PF, Pg 1, ln 16c	69,089.	69,089.		0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FEDERAL TAXES	6,000.	0.		0.	
To Form 990-PF, Pg 1, ln 18	6,000.	0.		0.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
BANK CHARGES	150.	0.		0.	
To Form 990-PF, Pg 1, ln 23	150.	0.		0.	

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

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

Form 990-PF	U.S. and State/City Government Obligations			Statement	8
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
GOVERNMENT SECURITIES	X		0.	0.	
Total U.S. Government Obligations					
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			0.	0.	

Form 990-PF	Corporate Stock		Statement	9
Description			Book Value	Fair Market Value
MUTUAL FUNDS & CORPORATE STOCK			6,638,924.	6,992,657.
Total to Form 990-PF, Part II, line 10b			6,638,924.	6,992,657.

Form 990-PF	Corporate Bonds		Statement	10
Description			Book Value	Fair Market Value
CORPORATE BONDS			411,406.	451,446.
Total to Form 990-PF, Part II, line 10c			411,406.	451,446.

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

Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 12

Name and Address of Person to Whom Applications Should be Submitted

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

Telephone Number

818-990-1125

Form and Content of Applications

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

Any Submission Deadlines

APPLICATIONS ARE CONSIDERED AS THEY ARE SUBMITTED.

Restrictions and Limitations on Awards

NONE

Robert Gore Rifkind Foundation
 Stock - Bond Sales
 March 31, 2013

Description	Date		Sales Price	Purchase Price	Gain/Loss
	Purchased	Sold			
Dynex Capital Inc	4/29/2011	5/1/2012	175,986	183,350	-7,364 LT
Annaly Cap Mgmt Inc.	8/9/2011	5/1/2012	191,036	206,613	-15,577 ST
Dynex Capital Inc.	5/2/2011	5/1/2012	97,666	102,778	-5,112 ST
Lincoln Ntl Corp	2/3/2012	5/23/2012	166,786	189,919	-23,133 ST
Wynn Resorts LTD	2/17/2012	4/26/2012	268,954	228,542	40,412 ST
NM Genl Elec Cap Corp	7/11/2006	6/15/2012	35,000	35,000	0 LT
Altria Group, Inc	2/26/2010	7/26/2012	377,747	213,200	164,547 LT
Vanguard Total Stk Mkt	11/4/2008	7/26/2012	21,661	15,537	6,124 LT
Vanguard Total Stk Mkt	3/26/2009	7/26/2012	441,034	260,616	180,418 LT
Ishares MSCI South Africa	4/16/2004	7/26/2012	177,838	83,576	94,262 LT
Verizon Communications	7/17/2009	7/26/2012	308,914	190,743	118,171 LT
Marathon Oil Corp	8/9/2011	7/26/2012	210,637	206,020	4,617 ST
Hess Corp	5/1/2012	9/11/2012	228,776	228,378	398 ST
Guggenheim Bulletshares	5/9/2011	10/2/2012	152,004	153,360	-1,356 LT
Guggenheim Bulletshares	5/10/2011	10/2/2012	101,336	102,280	-944 ST
Ishares TR S&P GSSI	7/26/2012	10/2/2012	98,239	96,463	1,776 ST
American Cnt Ginne Mae Inv	9/11/2012	12/5/2012	150,125	151,060	-935 ST
US Trsry Inflation Bon	7/13/2010	1/28/2013	349,756	274,329	75,427 LT
US Trsry Inflation Bon	3/29/2011	1/28/2013	314,781	250,844	63,937 LT
Guggenheim Bulletshares	4/13/2011	1/7/2013	157,644	151,082	6,562 LT
Guggenheim Bulletshares	4/6/2011	1/7/2013	384,451	382,537	1,914 LT
Franklin CA TF Inc	8/10/2011	1/7/2013	299,999	278,428	21,571 ST
Ishares TR FTSE Nareit	7/26/2012	1/7/2013	201,315	204,253	-2,938 ST
Powershares Exchange	7/26/2012	1/7/2013	423,622	416,450	7,172 ST
Franklin CA TF Inc	1/7/2013	1/7/2013	1	1	0 ST
Nuveen CA Muni Bd Cl	Various	1/30/2013	393,484	365,919	27,565 LT
AM Cntry CA H/Y	Various	2/4/2013	406,881	374,065	32,816 LT
Ishares S&P GSSI Tech	7/26/2012	1/30/2013	105,634	96,258	9,376 ST

Robert Gore Rifkind Foundation
 Stock - Bond Sales
 March 31, 2013

AM Entry CA HY	Various	2/4/2013	17,462	17,180	282 ST
Franklin CA T/F Inc	Various	2/4/2013	316,540	293,071	23,469 LT
Franklin CA T/F Inc.	Various	2/4/2013	24,437	24,105	332 ST
Total			<u>6,599,746</u>	<u>5,775,957</u>	<u>823,789</u>
Short Term			2,548,728	37,297	
Long Term			<u>4,013,721</u>	<u>3,227,229</u>	<u>786,492</u>
			<u>6,599,746</u>	<u>5,775,957</u>	<u>823,789</u>