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

**2012**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 6/01, 2012, and ending 5/31, 2013

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

**A** Employer identification number  
**99-0246427**

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

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

**G** Check all that apply:

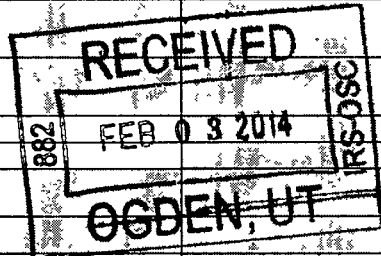
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
**\$ 60,078,593.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis)*

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
	<b>2</b> Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	44,755.	44,755.		
	<b>4</b> Dividends and interest from securities	293,013.	293,013.		
	<b>5a</b> Gross rents	1,062,132.	1,062,132.		
	<b>b</b> Net rental income or (loss)	543,344.			
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	487,138.			
	<b>b</b> Gross sales price for all assets on line 6a	4,958,374.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		487,138.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule)					
<b>SEE STATEMENT 1</b>		2,579,846.	2,579,846.		
<b>12 Total.</b> Add lines 1 through 11		4,466,884.	4,466,884.	0.	
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	468,490.	234,245.		
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule) <b>SEE ST 2</b>	3,504.			
	<b>b</b> Accounting fees (attach sch) <b>SEE ST 3</b>	25,000.			
	<b>c</b> Other prof fees (attach sch)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule)(see instrs) <b>SEE STM 4</b>	128,737.	118,554.		
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)					
<b>SEE STATEMENT 5</b>		567,525.	565,544.		
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23		1,193,256.	918,343.		
<b>25</b> Contributions, gifts, grants paid <b>PART XV</b>		3,019,385.			3,019,385.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25		4,212,641.	918,343.	0.	3,019,385.
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>		254,243.			
<b>b Net investment income</b> (if negative, enter -0-)			3,548,541.		
<b>c Adjusted net income</b> (if negative, enter -0-)				0.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		500.	500.	500.
	2	Savings and temporary cash investments		1,767,508.	1,468,845.	1,468,844.
	3	Accounts receivable	270,651.			
		Less: allowance for doubtful accounts	200,000.	53,391.	70,651.	70,651.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		36,882.	27,716.	27,716.
	10a	Investments – U S and state government obligations (attach schedule)		1,349,361.	2,376,880.	2,384,724.
	b	Investments – corporate stock (attach schedule)		2,542,168.	2,982,467.	4,978,003.
	c	Investments – corporate bonds (attach schedule)		833,341.	1,097,331.	1,077,977.
	11	Investments – land, buildings, and equipment basis	9,484,971.			
	Less: accumulated depreciation (attach schedule) SEE STMT 6	5,171,490.	4,309,248.	4,313,481.	10,000,000.	
12	Investments – mortgage loans					
13	Investments – other (attach schedule)		2,632,380.	3,065,905.	3,216,414.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 7)		11,756,305.	10,135,451.	36,853,764.	
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)		25,281,084.	25,539,227.	60,078,593.	
LIABILITIES	17	Accounts payable and accrued expenses		13,706.	19,853.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 8)		98,045.	95,798.	
	23	<b>Total liabilities</b> (add lines 17 through 22)		111,751.	115,651.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund		33,998,098.	33,998,098.	
	29	Retained earnings, accumulated income, endowment, or other funds		-8,828,765.	-8,574,522.	
	30	<b>Total net assets or fund balances</b> (see instructions)		25,169,333.	25,423,576.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		25,281,084.	25,539,227.		

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	25,169,333.
2	Enter amount from Part I, line 27a	2	254,243.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	25,423,576.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	25,423,576.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a			
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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	487,138.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). <span style="float:right">[ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 ]</span>	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	2,813,098.	57,706,593.	0.048748
	2010	2,796,281.	57,507,736.	0.048624
	2009	2,822,297.	56,445,936.	0.050000
	2008	2,848,368.	56,967,367.	0.050000
	2007	2,446,817.	50,412,236.	0.048536

2 Total of line 1, column (d)	2	0.245908
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	0.049182
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	59,481,377.
5 Multiply line 4 by line 3	5	2,925,413.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,485.
7 Add lines 5 and 6	7	2,960,898.
8 Enter qualifying distributions from Part XII, line 4	8	3,019,385.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	35,485.
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	35,485.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	35,485.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	40,000.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	32,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	72,000.	
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	194.	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	36,321.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 36,321.   Refunded <input checked="" type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions) <b>SEE STATEMENT 9</b>	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>RICHARD A. BENDER</b> Telephone no <b>310-820-1232</b> Located at <b>12400 WILSHIRE BOULEVARD STE 1250 LOS ANGELES</b> ZIP + 4 <b>90025</b>			
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 <b>N/A</b>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16		X

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

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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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

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**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 propoganda, 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)?  Yes  No  
 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) N/A

**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?  Yes  No  
 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?  Yes  No

**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
SEE STATEMENT 10		420,000.	48,490.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ELLER COMMERCIAL PROPERTY MANAGEMENT 127 EAST 9TH STREET, SUITE # 801 LOS ANGELES, CA 90015	PROPERTY MANAGEMENT	60,000.
RZ PAINTING AND WALLCOVERING C/O ROBERT ZAKAS P O BOX 1062 MONROVIA, CA 91017	PAINTING CONTRACTOR	107,470.
-----		
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1 a	11,217,771.
b	Average of monthly cash balances	1 b	2,217,284.
c	Fair market value of all other assets (see instructions)	1 c	46,952,130.
d	<b>Total</b> (add lines 1a, b, and c)	1 d	60,387,185.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) <b>SEE STATEMENT 11</b>	1 e	1,344,928.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	60,387,185.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	905,808.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,481,377.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,974,069.

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

1	Minimum investment return from Part X, line 6	1	2,974,069.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	35,485.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	35,485.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,938,584.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,938,584.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,938,584.

**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	1 a	3,019,385.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,019,385.
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	35,485.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,983,900.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				2,938,584.
<b>2</b> Undistributed income, if any, as of the end of 2012.				
<b>a</b> Enter amount for 2011 only			2,717,768.	
<b>b</b> Total for prior years. 20 __, 20 __, 20 __		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,019,385.				
<b>a</b> Applied to 2011, but not more than line 2a			2,717,768.	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				301,617.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,636,967.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

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

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

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> SEE SCHEDULE , CA 90025</p>			PROGRAMS AND FACILITIES	3,019,385.
<b>Total</b>				<b>▶ 3 a</b> 3,019,385.
<p><i>b Approved for future payment</i> SEE SCHEDULE , CA 90025</p>			PROGRAMS AND FACILITIES	15,425,000.
<b>Total</b>				<b>▶ 3 b</b> 15,425,000.





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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

**BEN B AND JOYCE E EISENBERG FOUNDATION**

Employer identification number

**99-0246427**

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

501(c)(\_\_\_\_) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,**

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
----- ----- -----	----- ----- -----	\$----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
----- ----- -----	----- ----- -----	\$----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
----- ----- -----	----- ----- -----	\$----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
----- ----- -----	----- ----- -----	\$----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
----- ----- -----	----- ----- -----	\$----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
----- ----- -----	----- ----- -----	\$----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
----- ----- -----	----- ----- -----	\$----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

BEN B AND JOYCE E EISENBERG FOUNDATION

Employer identification number

99-0246427

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

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

▶ \$ \_\_\_\_\_ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

## BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIPS NEW MART TITLE HOLDING CO	\$ 584,514.		
	1,995,332.		
TOTAL	\$ 2,579,846.	\$ 0.	\$ 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 RE CORP. MATTERS	\$ 3,504.			
TOTAL	\$ 3,504.	\$ 0.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING FEES	\$ 25,000.			
TOTAL	\$ 25,000.	\$ 0.	\$ 0.	\$ 0.

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 EXCISE TAXES	\$ 103,775.	\$ 103,775.		
FOREIGN TAXES ON DIVIDENDS	4,596.	4,596.		
PAYROLL TAXES	20,366.	10,183.		
TOTAL	\$ 128,737.	\$ 118,554.	\$ 0.	\$ 0.

## BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	\$ 44,775.	\$ 44,775.		
OFFICE EXPENSE	1,134.	567.		
RENTAL EXPENSES	518,788.	518,788.		
TELEPHONE	2,828.	1,414.		
<b>TOTAL</b>	<b>\$ 567,525.</b>	<b>\$ 565,544.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

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

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 4,190,000.	\$ 3,959,709.	\$ 230,291.	\$ 500,000.
IMPROVEMENTS	1,519,971.	1,211,781.	308,190.	0.
LAND	3,775,000.		3,775,000.	9,500,000.
<b>TOTAL</b>	<b>\$ 9,484,971.</b>	<b>\$ 5,171,490.</b>	<b>\$ 4,313,481.</b>	<b>\$ 10,000,000.</b>

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

	BOOK VALUE	FAIR MARKET VALUE
EISENBERG-CORNELL PARTNERSHIP	\$ 64,846.	\$ 195,520.
EISENBERG-WALD PARTNERSHIP	2,333,379.	5,184,193.
INVESTMENT IN EISENBERG NEW MART BLDG.	7,736,225.	31,473,050.
MISCELLANEOUS	1,001.	1,001.
<b>TOTAL</b>	<b>\$ 10,135,451.</b>	<b>\$ 36,853,764.</b>

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

TENANT SECURITY DEPOSITS	\$ 95,797.
ROUNDING	1.
<b>TOTAL</b>	<b>\$ 95,798.</b>

## BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

**STATEMENT 9**  
**FORM 990-PF, PART VII-A, LINE 11**  
**CONTROLLED ENTITY TRANSFERS**

**TRANSFERS FROM CONTROLLED ENTITY**

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

AMOUNT OF TRANSFER: \$ 2,900,000.

TOTAL \$ 2,900,000.

**STATEMENT 10**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JOYCE EISENBERG-KEEFER 127 E. 9TH ST., SUITE 801 LOS ANGELES, CA 90015	PRES./DIR. 40.00	\$ 240,000.	\$ 48,490.	\$ 0.
RICHARD A BENDER 12400 WILSHIRE BLVD., # 1250 LOS ANGELES, CA 90025	SECRETARY/TREAS 10.00	180,000.	0.	0.
RICHARD STERN 2040 FAIRBURN AVENUE LOS ANGELES, CA 90025	DIRECTOR 0	0.	0.	0.
EDNA WEISS 12400 WILSHIRE BLVD., #1250 LOS ANGELES, CA 90025	DIRECTOR 0	0.	0.	0.
JOYCE GREEN 12400 WILSHIRE BLVD., #1250 LOS ANGELES, CA 90025	DIRECTOR 0	0.	0.	0.
TOTAL		\$ <u>420,000.</u>	\$ <u>48,490.</u>	\$ <u>0.</u>

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

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

PERCENTAGE OF SECURITIES OUTSTANDING: 50%

FMV OF ASSET PRIOR TO DISCOUNT: \$ 6,480,241.

AMOUNT OF DISCOUNT CLAIMED: \$ 1,296,048.

BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

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

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

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

PERCENTAGE OF SECURITIES OUTSTANDING: 45%

FMV OF ASSET PRIOR TO DISCOUNT: \$ 244,400.

AMOUNT OF DISCOUNT CLAIMED: \$ 48,880.

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

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

(A) NAME OF ORGANIZATION	(B) TYPE OF ORGANIZATION	(C) DESCRIPTION OF RELATIONSHIP
BEN EISENBERG PROP.- NEW	501 (C) (2)	HOLDING TITLE TO PROPERTY, COLLECTING INCOME THEREFROM, AND TURNING OVER THE ENTIRE AMOUNT THEREOF, LESS EXPENSES, TO THE REPORTING ORGANIZATION. DURING THE TAX YEAR, \$5,241,515 WAS COLLECTED IN RENTS, AND \$2,441,918 WAS PAID OUT IN EXPENSES, EXCLUSIVE OF DEPRECIATION OF THE PROPERTY. IN ADDITION, \$571,811 OF IMPROVEMENTS WERE ADDED TO THE PROPERTY. \$2,900,000 WAS REMITTED TO BEN B AND JOYCE E EISENBERG FOUNDATION DURING THIS YEAR.
MART BUILDING, INC.		

## BEN B AND JOYCE E EISENBERG FOUNDATION

99-0246427

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

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

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

NET INVESTMENT INCOME / ADJ. NET INCOME  
CAPITAL GAIN NET INCOME (SEE SCREEN 24) [0]

SEE SCHEDULES ATTACHED TO FORM 990PF

	\$	487,138.
TOTAL	\$	<u>487,138.</u>

BEN B AND JOYCE E EISENBERG FOUNDATION  
(99-0246427)

FEDERAL FORM 990PF, PART I, LINE 5b

NET RENTAL INCOME

RENTAL INCOME	TAX YEAR 6/1/12 TO 5/31/13	<u>1,062,132</u>
RENTAL EXPENSES:		
ADVERTISING		1,485
INSURANCE		20,356
LEGAL FEES		138
MISCELLANEOUS		2,072
PEST CONTROL		5,424
REPAIR & MAINTENANCE		152,726
PROPERTY AND OTHER TAXES		133,892
TELEPHONE		2,828
UTILITIES		11,860
BAD DEBTS, UNCOLLECTIBLE RENTS		16,680
DEPRECIATION		58,829
FIRE & ALARM		2,460
OFFICE EXPENSE		3,401
OUTSIDE SERVICES		60,000
PROTECTION SERVICES		43,373
TRASH REMOVAL		3,264
TOTAL RENTAL EXPENSES		<u>518,788</u>
NET RENTAL INCOME		<u><u>543,344</u></u>

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FEDERAL FORM 990PF, PART I, LINE 23, STATEMENT 4  
AND  
CALIFORNIA FORM 199, PART II, LINE 17, STATEMENT 5  
RENTAL EXPENSES  
TAX YEAR 6/1/12 TO 5/31/13

BAD DEBTS, UNCOLLECTIBLE RENTS	16,680
BUILDING PROMOTIONS	1,485
DEPRECIATION	58,829
INSURANCE	2,460
LEGAL FEES	20,356
FIRE & ALARM	138
MISCELLANEOUS	2,072
OFFICE EXPENSE	3,401
PROPERTY MANAGEMENT	60,000
PEST CONTROL	5,424
PROPERTY AND OTHER TAXES	133,892
PROTECTION SERVICES	43,373
REPAIR & MAINTENANCE	152,726
TELEPHONE	2,828
TRASH REMOVAL	3,264
UTILITIES	11,860
TOTAL RENTAL EXPENSES	<u>518,788</u>

FEDERAL FORM 990PF, PART I, LINE 23, STATEMENT 5  
AND  
CALIFORNIA FORM 199, PART II, LINE 17, STATEMENT 4  
RENTAL EXPENSES

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)  
 FORM 990PF, PART I, LINE 6  
 CALIFORNIA FORM 199, PART II, LINE 6  
 TAX YEAR 6/1/12 TO 5/31/13

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
UBS--ACCOUNT # TP 6315055					
<u>LONG TERM</u>					
500 000 MICROSOFT CORP	10/18/02	06/25/12	14,529 25	13,420 32	1,108 93
32 000 TRAVELERS COS INC/THE	07/15/99	08/28/12	1,998 16	-	1,998 16
25,000 000 MORGAN STANLEY STEP UP 05 000%	06/23/10	12/11/12	25,000 00	25,000 00	-
500 000 HEALTH CARE REIT INC	08/24/11	04/25/13	36,401 64	24,309 60	12,092 04
349 000 KAYNE ANDERSON MLP INVESTMENT CO	06/21/04	04/13/12	11,716 29	9,843 64	1,872 65
SUBTOTAL OF UBS LONG TERM GAIN/LOSS			89,645 34	72,573 56	17,071 78
<u>SHORT TERM</u>					
300 000 MCDONALDS CORP	10/26/12	11/27/12	25,434 71	26,432 01	(997 30)
2000 000 TESCO CORP CAD	10/26/12	11/27/12	20,261 20	18,587 50	1,673 70
SUBTOTAL OF UBS SHORT TERM GAIN/LOSS			45,696	45,020	676
SUBTOTAL OF UBS GAIN/LOSS			135,341	117,593	17,748
NORTHERN TRUST--ACCOUNT # 23-03413					
<u>SHORT TERM</u>					
25000 BK NOVA SCOTIA B C 2 55%	1/5/2012	6/1/2012	26,002 75	24,950 00	1,052 75
40 NOVO NORDISK A S ADR	2/1/2012	6/1/2012	5,234 55	4,775 52	459 03
93 BG PLC ADR FIN INST N	2/1/2012	6/6/2012	1,781 84	2,110 61	-328 77
414 ADR OGX PETROLEO E GAS PARTICIPACOES S ASPONSORED	2/1/2012	6/6/2012	2,033 73	3,774 30	-1,740 57
2 ADR OGX PETROLEO E GAS	1/17/2012	6/7/2012	9 90	17 50	-7 60
15 PRINCIPAL FINANCIAL GROUP	10/21/2011	6/7/2012	368 32	382 25	-13 93
86 ADR SUBSEA 7 S A SPONSORED ADR	2/1/2012	6/7/2012	1,686 99	1,754 26	-67 27
339 ADR OGX PETROLEO E GAS	1/17/2012	6/8/2012	1,617 70	2,966 25	-1,348 55
79 ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	2/1/2012	6/19/2012	2,396 64	2,457 87	-61 23
245 PENN WEST PETROLEUM LTD	2/1/2012	6/19/2012	3,306 23	5,219 59	-1,913 36
80 ADR DIAGEO PLC SPONSORED ADR NEW	2/1/2012	6/20/2012	8,040 40	6,887 15	1,153 25
150 BAYTEX ENERGY CORP COM	2/1/2012	6/21/2012	5,826 31	8,387 16	-2,560 85
25000 BERKSHIRE HATHAWAY 1 9 DUE 01/31/2017	1/24/2012	6/25/2012	25,521 00	24,998 75	522 25
236 PRECISION DRILLING CORP COM STK	4/25/2012	6/25/2012	1,435 68	2,554 01	-1,118 33
42 PRECISION DRILLING CORP COM STK	4/25/2012	6/26/2012	247 32	397 47	-150 15
385 PRECISION DRILLING CORP COM STK	4/25/2012	6/27/2012	2,323 39	3,634 12	-1,310 73
23 BASF AG SPONSORED ADR 00	3/13/2012	6/28/2012	1,482 63	1,992 03	-509 40
102 CREDIT SUISSE GROUP SPONSORED ADR	2/1/2012	6/28/2012	1,736 44	2,495 27	-758 83
34 ADR SCHNEIDER ELEC SA ADR	2/1/2012	6/28/2012	341 01	433 50	-92 49
127 ADR SCHNEIDER ELEC SA ADR	2/1/2012	6/29/2012	1,350 23	1,586 21	-235 98
0 ADR SCHNEIDER ELEC SA ADR		7/13/2012	5 79	0 00	5 79
2500 ROYAL BK CDA GLOBAL MEDIUM TERM SR BK	3/7/2012	7/18/2012	25,186 75	24,992 00	194 75
25000 WALGREENS CO NT 5 25 DUE	3/28/2012	7/19/2012	29,234 50	28,984 59	249 91
541 01 GNMA POOL 005228 3 5 %	6/7/2012	7/20/2012	541 01	578 37	-37 36
165 RIO TINTO PLC	2/1/2012	7/20/2012	7,524 62	9,338 85	-1,814 23
6 CNOOC LTD SPND ADR	6/19/2012	7/26/2012	1,165 12	1,191 17	-26 05
25000 UNITED STATES TREAS NTS 875 DUE 11/30/2016	12/13/2011	7/26/2012	25,417 89	24,991 29	426 60
25000 CATERPILLAR INC 2 6% DUE	6/21/2012	7/27/2012	25,812 50	24,895 25	917 25
1145 ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR	2/1/2012	7/27/2012	4,383 07	3,898 35	484 72
145 ADR CSL LTD CREDIT SUISSE GROUP SPONSORED ADR	2/1/2012	8/7/2012	3,042 10	2,390 25	651 85
145 ADR CSL LTD ADR CREDIT SUISSE GROUP SPONSORED ADR		8/14/2012	6 13	0 00	6 13
10 HEINZ H J CO COMMON STOCK	10/21/2011	8/14/2012	552 97	532 10	20 87
38 VODAFONE GROUP PLC SPONSORED ADR	8/16/2012	8/16/2012	1,112 62	1,115 30	-2 68
387 41 GNMA POOL # 005228 3 5 %	6/7/2012	8/20/2012	387 41	414 17	-26 76
247 ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	8/16/2012	8/21/2012	8,158 43	7,530 35	628 08
359 VERIPOS INC SHS	8/28/2012	8/29/2012	68 78	74 31	-5 53
25 MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREA	10/25/2011	9/5/2012	841 04	863 99	-22 95
589 59 MFB NORTHN MID CAP INDEX FD	7/26/2012	9/5/2012	7,706 00	7,293 23	412 77
478 22 MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY IN	1/11/2012	9/5/2012	5,117 00	5,078 70	38 30
794 73 MFB NORTHN FDS SMALL CAP INDEX FD	7/26/2012	9/5/2012	7,240 00	6,842 63	397 37
25000 OCCIDENTAL PETE 2 7% DUE	6/19/2012	9/13/2012	25,420 25	24,934 75	485 50
25000 UNITED STATES TREAS NTS DTD 375% DUE 10/31/12	1/18/2012	9/13/2012	25,010 66	25,049 89	-39 23
127 AUTOMATIC DATA PROCESSING	1/18/2012	9/18/2012	7,416 97	7,102 67	314 30
25000 COCA COLA CO 1 65% DUE 03/14/2018	3/9/2012	9/18/2012	25,694 25	24,941 75	752 50
84 ADR REED ELSEVIER P L C	8/16/2012	9/18/2012	3,247 11	3,004 12	242 99

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)  
 FORM 990PF, PART I, LINE 6  
 CALIFORNIA FORM 199, PART II, LINE 6  
 TAX YEAR 6/11/12 TO 5/31/13

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
102 REORG/SAGE REVERSE STOCK SPLIT SAGE GROUP 2Q11AW1 E	8/16/2012	9/18/2012	2,080 58	1,937 55	143 03
151 TESCO PLC SPONSORED ADR	8/16/2012	9/18/2012	2,529 90	2,428 08	101 82
4000 TOTAL CAPITAL INTL SA 1 5 DUE 02-17-2017	4/2/2012	9/18/2012	40,502 80	39,622 39	880 41
48 TOYOTA MOTOR CORP SP ADR	8/16/2012	9/18/2012	3,900 94	4,041 51	-140 57
84 AUTOMATIC DATA PROCESSING	1/17/2012	9/19/2012	4,923 16	4,620 72	302 44
110 MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREA	10/25/2011	9/19/2012	4,017 10	3,801 55	215 55
12 14 MFB NORTHN MID CAP INDEX FD FD	7/26/2012	9/19/2012	164 00	150 17	13 83
405 56 MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	9/5/2012	9/19/2012	3,650 00	3,524 32	125 68
1870 17 MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY IN	1/11/2012	9/19/2012	21,507 00	19,861 20	1,645 80
337 22 MFB NORTHN FDS SMALL CAP INDEX FD	7/26/2012	9/19/2012	3,207 00	2,903 47	303 53
54 AUTOMATIC DATA PROCESSING	1/13/2012	9/20/2012	3,162 82	2,958 11	204 71
343 37 GNMA POOL #005228 3 5%	6/7/2012	9/20/2012	343 37	367 08	-23 71
2500 UNITED STTAAES TREAS NTS 875 DUE 11/30/2016	12/6/2011	9/20/2012	25,340 74	24,906 33	434 41
32 SODEXO	8/16/2012	9/21/2012	2,589 21	2,499 84	89 37
148 ADR SOFTBANK CORP ADR	8/16/2012	9/21/2012	2,984 44	3,014 76	-30 32
169 BRIDGESTONE CORP ADR-EACHCNV INTO 10 ORD Y50	8/16/2012	9/25/2012	7,863 09	7,840 54	22 55
1 ADR REED ELSEVIER P L C	1/17/2012	9/25/2012	39 19	32 14	7 05
55 ADR REED ELSEVIER P L C	1/17/2012	9/26/2012	2,138 11	1,767 97	370 14
118 01 MFB NORTHN FUNDS EMERGING MKTS EQTY IN	1/11/2012	10/3/2012	1,350 00	1,253 27	96 73
25000 UNITED STATES TREAS NTS DTD 00271 1 375% DUE 01/15	9/20/2012	10/4/2012	25,085 85	25,096 77	-10 92
31 67 MFO VANGUARD INFLATION	9/20/2012	10/4/2012	932 00	926 05	5 95
17 NOVO NORDISK A S ADR	8/16/2012	10/9/2012	2,740 38	2,649 74	90 64
25000 PEPSICO INC 7 9% DUE 11/01/2018	8/9/2012	10/12/2012	34,102 25	33,753 25	349 00
24 ADR BUNZL PLC SPONSORED ADR NEW TO SEC # 2014278 E	8/16/2012	10/18/2012	2,106 34	2,101 20	5 14
375 VODAFONE GROUP PLC SPONSORED ADR	8/16/2012	10/18/2012	10,691 31	10,439 85	251 46
283 10GNMA POOL #005228 3 5%	6/7/2012	10/22/2012	283 10	302 65	-19 55
25000 AIR PRODS & CHEMS 3 DUE	10/31/2011	10/26/2012	26,109 25	24,985 00	1,124 25
363 REORG/SAGE REVERSE STOCK SPLIT SAGE GROUP 2Q11AW1	2/1/2012	11/1/2012	7,203 54	6,741 90	461 64
1312 26 MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	10/3/2012	11/5/2012	11,771 00	11,534 60	236 40
48594 12 MFB NORTHN HI YIELD FXD INC FD	10/3/2012	11/5/2012	363,483 99	350,003 20	13,480 79
20432 72 PIMCO FDS PAC INVT MGT SER HIGH YIELD FD INSTL CL	10/4/2012	11/5/2012	195,336 78	191,145 00	4,191 78
17682 87 PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL	12/12/2011	11/5/2012	169,048 22	157,554 36	11,493 86
895 MFC SPDR GOLD TR SHS	10/17/2012	11/5/2012	145,898 11	141,208 98	4,689 13
2500 DISNEY WALT CO NEW MTN BOOK TRANCHE # TR00050 5 8	4/3/2012	11/7/2012	30,744 50	30,593 00	151 50
2500 NOVARTIS CAP CORP 2 4% DUE 09/21/2022	9/18/2012	11/7/2012	25,276 25	24,806 25	470 00
25000 VODAFONE GROUP PLC 2 5% DUE 09/26/2022	9/19/2012	11/7/2012	25,216 00	24,674 75	541 25
25000 PROCTER & GAMBLE 2 3% DUE 02/06/2022	2/1/2012	11/8/2012	25,752 50	24,823 00	929 50
25000 STATOIL ASA 3 15 DUE 01/23/2022	11/17/2011	11/8/2012	26,832 50	24,957 50	1,875 00
244 EXPERIAN PLC	11/9/2012	11/12/2012	4,053 65	4,082 12	-28 47
25000 UNITED STATES TREAS NTS DTD 00271 1 375% DUE 01/15	9/20/2012	11/15/2012	25,050 70	25,096 76	-46 06
25000 UNITED STATES TREAS NTS DTD 00277 1 375% DUE 02/15	9/20/2012	11/15/2012	25,077 06	25,121 18	-44 12
2 ABBOTT LABORATORIES	10/8/2012	11/16/2012	126 12	142 76	-16 64
136 AMGEN INC	10/8/2012	11/16/2012	11,442 09	9,372 82	2,069 27
25000 JOHN DEERE CAPITAL CORP	2/22/2012	11/16/2012	25,827 75	24,956 25	871 50
476 58 GNMA POOL #005228 3 5%	6/7/2012	11/20/2012	476 58	509 49	-32 91
7 EATON CORP COM	10/8/2012	12/3/2012	361 59	326 76	34 83
25000 BARCLAYS BK PLC 2 75% DUE 02/23/2015	2/15/2012	12/4/2012	25,857 25	24,985 00	872 25
25000 DUKE ENERGY 1 75% DUE 12/15/2016	12/5/2011	12/4/2012	25,737 50	24,959 25	778 25
25000 DIAGEO CAP PLC 1 5% DUE	5/8/2012	12/5/2012	25,403 75	24,890 00	513 75
89 SAP AKTIENGESSELLSCHAFT SPONSORED ADR	11/9/2012	12/7/2012	7,015 44	6,173 58	841 86
398 TESCO PLC SPONSORED ADR	11/9/2012	12/7/2012	6,410 72	6,033 28	377 44
2 WHOLE FOODS MKT INC	10/8/2012	12/14/2012	178 05	200 80	-22 75
79 FRESENIUS MED CARE AG	8/16/2012	12/17/2012	2,706 59	2,827 81	-121 22
4163 ADR ALCATEL ALSTHOM SPONSORED ADR ISIN #US0139	2/1/2012	12/18/2012	5,713 58	7,553 36	-1,839 78
123 FRESENIUS MED CARE AG	8/16/2012	12/18/2012	4,249 23	4,294 30	-45 07
54 FRESENIUS MED CARE AG	11/7/2012	12/20/2012	1,857 07	1,845 34	11 73
646 89 GNMA POOL #005228 3 5%	6/7/2012	12/20/2012	646 89	691 57	-44 68
445 GOLDCORP INC NEW COMMON	11/9/2012	12/20/2012	15,680 29	19,558 21	-3,877 92
20 FRESENIUS MED CARE AG	11/7/2012	12/21/2012	687 83	683 46	4 37
2205 ADR ALCATEL ALSTHOM SPONSORED ADR ISIN #US0139	11/9/2012	1/2/2013	3,021 23	3,098 40	-77 17
1263 ADR ALCATEL ALSTHOM SPONSORED ADR ISIN #US0139	11/9/2012	1/3/2013	1,873 87	1,458 77	415 10
10000 UNITED STATES TREAS CPN 0 25 DUE 05/31/2014	5/31/2012	1/14/2013	10,007 78	9,998 08	9 70
25000 UNITED STATES TREAS NTS DTD 08/15/2012 0 25% DUE 08	8/16/2012	1/14/2013	24,960 85	24,873 13	87 72
50000 UTD STATES TREAS 375% DUE 11/15/2015	11/9/2012	1/14/2013	50,046 71	50,035 32	11 39
2 DOMINION RES INC VA NEW	10/8/2012	1/16/2013	105 00	106 28	-1 28
10 JOHNSON CONTROLS INC	10/8/2012	1/16/2013	315 28	276 50	38 78
10000 UNITEDHEALTH GROUP INC 2 875 DUE 03/15/2022 REG	3/5/2012	1/18/2013	10,139 90	9,931 00	208 90
513 42 GNMA POOL #005228 3 5%	6/7/2012	1/22/2013	513 42	548 88	-35 46
25000 NEW YORK INC MEDIUM TERM SR NTS BOOK ENTRY 3 5	2/13/2012	1/23/2013	27,142 00	25,834 50	1,307 50
25000 AMERICA MOVIL SAB DE CV 3 125 DUE 07/16/2012 REG	7/10/2012	1/24/2013	25,333 75	25,081 45	252 30
35000 COSTCO WHSL CORP 1 7% DUE 12/15/2019	11/28/2012	1/25/2013	34,954 15	34,921 60	32 55
15000 UNITEDHEALTH GROUP INC 2 875 DUE 03/15/2022 REG	3/5/2012	2/1/2013	15,046 50	14,896 50	150 00
203 ADR LI & FUNG LTD ADR	12/14/2012	2/5/2013	533 87	706 44	-172 57
2891 ADR LI & FUNG LTD ADR	12/17/2012	2/6/2013	7,556 61	10,018 84	-2,462 23
74 ADR ANHEUSER BUSCH INBEV	11/9/2012	2/7/2013	6,407 63	6,071 83	335 80
25000 BK NOVA SCOTIA B C 0 75% DUE 10/09/2012	10/3/2012	2/7/2013	24,970 50	24,999 25	-28 75
25000 UNITED STATES TREAS NTS DTD 00277 1 375% DUE 02/15	9/20/2012	2/15/2013	25,000 00	25,121 18	-121 18

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)  
 FORM 990PF, PART I, LINE 6  
 CALIFORNIA FORM 199, PART II, LINE 6  
 TAX YEAR 6/1/12 TO 5/31/13

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
111 VODAFONE GROUP PLC SPONSORED ADR	11/9/2012	2/15/2013	2,887 73	2,954 23	-66 50
424 DEUTSCHE TELEKOM AG SPONSORED ADR	11/9/2012	2/20/2012	4,572 40	4,704 24	-131 84
542 76 GNMA POOL # 005228 3 5%	6/7/2012	2/20/2013	542 76	580 24	-37 48
25000 BANK N S HALIFAX 4 375 % DUE 01/13/2021	2/7/2013	2/26/2013	28,556 25	28,541 50	14 75
10 SPECTRA ENERGY CORP COM	10/8/2012	2/26/2012	288 80	298 40	-9 60
25000 RIO TINTO FIN USA 3 75% DUE 09/20/2021	5/17/2012	3/11/2013	26,737 50	26,506 50	231 00
183 ADR SOFTBANK CORP ADR	11/9/2012	3/11/2013	3,563 84	3,098 01	465 83
10 BRISTOL MYERS SQUIBB CO	10/8/2012	3/14/2013	382 36	335 60	46 76
57 ADR ECOPETROL S A SPONSORED ADS	8/16/2012	3/19/2013	3,079 24	3,352 06	-272 82
146 ADR ECOPETROL S A SPONSORED ADS	11/9/2012	3/20/2013	7,880 13	8,370 79	-490 66
400 81 GNMA POOL #005228 3 5%	6/7/2012	3/20/2013	400 81	428 49	-27 68
15 NOVO NORDISK A S ADR	11/9/2012	3/22/2013	2,419 17	2,339 40	79 77
809 ADR CAIRN ENERGY PLC ADR NEW ADR UNSP ADR EA REPR	11/9/2012	3/27/2013	6,670 05	7,407 41	-737 36
6 67 ADR JUPITER TELECOMMUNICATION CO LTD ADR	11/9/2012	4/2/2013	86 90	91 18	-4 28
1232 ADR JUPITER TELECOMMUNICATION CO LTD ADR	11/9/2012	4/3/2013	16,082 00	14,815 60	1,466 40
25000 BB&T CORP SR MEDIUM TERM NTS BOOK ENTRY TRANCHE	11/14/2012	4/11/2013	25,009 75	24,969 00	40 75
25000 UNITED STATES TREAS 1% DUE	11/9/2012	4/18/2013	25,014 55	24,988 38	26 17
635 68 GNMA POOL # 005228 3 5%	6/7/2012	4/22/2013	635 68	679 58	-43 90
4 NOBLE ENERGY INC COM	4/3/2013	4/24/2013	449 32	419 26	30 06
25000 ROYAL BK OF CDA 1 2 DUE	9/12/2012	4/24/2013	25,187 00	24,997 50	189 50
50000 UNITED STATES TREAS 1 25% DUE 10/31/2019	11/9/2012	4/26/2013	50,818 16	50,715 04	103 12
424 ADR INFORMA PLC	11/9/2012	4/30/2013	6,263 27	5,380 48	882 79
80 ADR SOCIEDAD QUIMICA Y MINERA DE CHILE SA SPONSOR	11/9/2012	4/30/2013	3,950 87	4,701 39	-750 52
26 SHINHAN FINANCIAL GROUP LTD SPONSORED ADR	8/16/2012	5/1/2013	879 68	862 03	17 65
89 SHINHAN FINANCIAL GROUP LTD SPONSORED ADR	11/9/2012	5/2/2013	2,987 09	2,907 48	79 61
6 COVIDIEN PLC USD 0 20 ( POST CONSLDTN)	4/3/2013	5/6/2013	391 32	366 92	24 40
25000 ONTARIO PROV CDA BD 2 45% DUE 06/29/2022	6/22/2012	5/8/2013	25,342 00	24,903 25	438 75
25000 UNITED STATES TREAS NTS DTD 05/17/2010 1 375 DUE	7/23/2012	5/8/2013	25,004 80	25,238 37	-233 57
25000 UNITED STATES TREAS 1% DUE	11/9/2012	5/9/2013	24,959 86	24,988 38	-28 52
25000 UNITED STATES TREAS NTS DTD 10/31/2012 0 75% DUE 10	11/9/2012	5/9/2013	25,121 01	25,134 85	-13 84
96 COGNIZANT TECHNOLOGY SOLUTION CL A	11/9/2012	5/9/2013	6,083 40	6,502 54	-419 14
794 18 GNMA POOL # 005228 3 5%	6/7/2012	5/20/2013	794 18	849 03	-54 85
51 C R BARD INC	3/15/2013	5/22/2013	5,364 08	5,187 73	176 35
399 CISCO SYS INC	3/14/2013	5/22/2013	9,353 80	8,632 36	721 44
113 EMERSON ELECTRIC CO	4/3/2013	5/22/2013	6,555 01	5,888 64	666 37
180 EXELON CORP	4/24/2013	5/22/2013	6,236 88	6,682 61	-445 73
70 GILEAD SCIENCES INC	5/6/2013	5/22/2013	3,919 94	3,835 20	84 74
38 INTERCONTINENTALEXCHANGE INC COM	4/3/2013	5/22/2013	6,451 32	4,934 67	1,516 65
205 MERCK & CO INC	4/3/2013	5/22/2013	9,579 49	9,098 32	481 17
145 METLIFE INC	4/3/2013	05/22/2013	6,149 34	5,174 14	975 20
464 PFIZER INC	4/3/2013	5/22/2013	13,613 53	11,779 70	1,833 83
118 ST JUDE MEDICAL INC	10/8/2012	5/22/2013	5,383 06	5,077 71	305 35
126 STARBUCKS CORP COM	4/3/2013	5/22/2013	8,075 21	5,868 79	2,206 42
109 EATON CORP PLC COM USD 0 50	4/3/2013	5/22/2013	7,512 14	5,669 17	1,842 97
165 NOBLE CORPORATION ( SWITZERLAND )	10/17/2012	5/22/2013	6,725 23	6,237 15	488 08
SUBTOTAL OF SHORT TERM GAIN /LOSS			2,524,393	2,472,215	52,178

LONG TERM 15 % RATE

223 PRINCIPAL FINANCIAL GROUP	12/6/2010	6/5/2012	5,219 71	6,627 02	-1,407 31
66 PRINCIPAL FINANCIAL GROUP	12/3/2010	6/5/2012	1,542 94	1,903 57	-360 63
304 PRINCIPAL FINANCIAL GROUP	5/7/2010	6/6/2012	7,305 84	8,576 54	-1,270 70
187 PRINCIPAL FINANCIAL GROUP	5/7/2010	6/7/2012	4,591 73	5,275 70	-683 97
2500 UNITED STATES TREAS NTS 1 875% DUE 06/15/2012	6/10/2009	6/12/2012	25,002 85	24,930 75	72 10
140 UNITEDHEALTH GROUP INC	12/15/2009	6/20/2012	8,346 93	4,371 19	3,975 74
40 UNITEDHEALTH GROUP INC	12/15/2009	6/21/2012	2,383 85	1,248 91	1,134 94
25000 UNITED STATES TREAS NTS 1 375 DUE 05/17/2010	5/28/2010	6/22/2012	25,255 78	25,056 73	199 05
35000 AMGEN INC 2 3 % DUE 06/15/2016	6/28/2011	7/11/2012	36,351 70	35,004 05	1,347 65
270 WAL MART STORES INC	5/12/2010	8/1/2012	20,012 95	15,531 90	4,481 05
25000 BNP PARIBAS 3 6% DUE 02/23/2016	2/18/2011	8/8/2012	25,850 25	24,982 55	867 70
163 HEINZ H J CO COMMON STOCK	8/20/2010	8/8/2012	9,002 34	7,648 77	1,353 57
25000 UTD TECHNOLOGIES 4 5% DUE 04/15/2020	2/23/2010	8/8/2012	29,488 50	24,875 25	4,611 25
92 HEINZ H J CO COMMON STOCK	8/18/2010	8/9/2012	5,070 74	4,309 90	760 84
87 HEINZ H J CO COMMON STOCK	8/19/2010	8/10/2012	4,781 01	4,067 87	713 14
70 HEINZ H J CO COMMON STOCK	8/19/2010	8/13/2012	3,854 72	3,264 11	590 61
3 HEINZ H J CO COMMON STOCK	8/19/2010	8/14/2012	165 89	139 89	26 00
50000 FHLB 0 875% BDS 22/08/12	8/17/2010	8/22/2012	50,000 00	50,233 45	-233 45
16000 UNITED STATES TREAS NTS NT 2 5% DUE 04/30/2015	5/10/2010	8/30/2012	16,926 20	16,190 05	736 15
54 07 PIMCO COMMODITY REALRETURN STRATEGY FUND	6/19/2009	9/6/2012	379 00	390 93	-11 93
25000 US TREAS NTS NT 2 DUE 01/31/16 REG	1/31/2011	9/12/2012	26,362 22	25,073 32	1,288 90
172 AUTODESK INC	5/23/2011	9/18/2012	5,743 47	7,186 12	-1,442 65
183 AUTODESK INC	5/23/2011	9/19/2012	6,163 25	7,645 70	-1,482 45
25000 UNITED STATES TREAS NTS 1 5 DUE 07/31/2016	8/17/2011	9/20/2012	25,971 60	25,676 84	294 76
25000 UNITED STATES TREAS NTS DTD 00178 3 375%	12/11/2007	10/4/2012	25,118 08	24,994 14	123 94

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)  
 FORM 990PF, PART I, LINE 6  
 CALIFORNIA FORM 199, PART II, LINE 6  
 TAX YEAR 6/1/12 TO 5/31/13

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
260 CONOCOPHILLIPS	11/19/2010	10/12/2012	14,620 38	12,200 94	2,419 44
65 SIMON PPTY GROUP INC NEW	11/3/2010	10/12/2012	9,930 52	6,491 69	3,438 83
95 63 MFO VANGUARD INFLATION	10/25/2011	11/5/2012	2,803 00	2,659 47	143 53
280 ABBOT LABORATORIES	5/12/2010	11/16/2012	17,656 82	14,734 65	2,922 17
200 JOHNSON & JOHNSON	5/12/2010	11/16/2012	13,777 39	11,436 10	2,341 29
10000 FNMA PREASSIGN 00192 4 75 11/19/12	11/19/2007	11/19/2012	10,000 00	10,168 61	-168 61
450 EATON CORP COM	4/1/2011	12/3/2012	23,244 77	24,505 12	-1,260 35
23 GOOGLE INC CL A	5/12/2010	12/4/2012	15,855 04	9,696 05	6,158 99
227 PROCTER & GAMBLE CO	5/12/2010	12/4/2012	15,769 13	13,719 63	2,049.50
5 PROCTER & GAMBLE CO	10/21/2011	12/4/2012	347 34	329 6	17 74
5000 NATL RURAL UTILS COOP FIN CORP COLL TR BD DTD 02/25	2/18/2004	12/6/2012	5,250 95	4,998 35	252 60
25000 JPMPRGAN CHASE 3 45% DUE 03/01/2016	2/17/2011	12/7/2012	26,638 25	25,003 25	1,635 00
76 WW GRAINGER INC	9/13/2010	12/12/2012	14,686 81	8,659.72	6,027 09
25000 NATL RURAL UTILS 5 45% DUE 02/01/18	1/15/2008	12/12/2012	30,272 50	24,944 25	5,328 25
99 WHOLE FOODS MKT INC	6/2/2010	12/12/2012	9,008 98	3,953 52	5,055 46
10 WHOLE FOODS MKT INC	10/21/2011	12/12/2012	910 00	715 40	194 60
98 WHOLE FOODS MKT INC	6/2/2010	12/13/2012	8,812 69	3,913 58	4,899 11
71 WHOLE FOODS MKT INC	6/2/2010	12/14/2012	6,320 62	2,835 35	3,485 27
5 DOMINION RES INC VA NEW	10/21/2011	1/10/2013	260 71	259 40	1 31
127 DOMINION RES INC VA NEW	9/14/2010	1/10/2013	6,622 11	5,598 92	1,023 19
192 DOMINION RES INC VA NEW	9/14/2010	1/11/2013	10,037 00	8,452 03	1,584 97
67 DOMINION RES INC VA NEW	9/13/2010	1/14/2013	3,514 69	2,939 58	575 11
103 DOMINION RES INC VA NEW	9/15/2010	1/15/2013	5,396 03	4,511 27	884 76
11 DOMINION RES INC VA NEW	9/15/2010	1/16/2013	577 50	481 59	95 91
36 INTL BUSINESS MACHINES	6/13/2008	1/16/2013	6,915 77	4,536 06	2,379 71
540 JOHNSON CONTROLS INC	9/10/2009	1/16/2013	17,025 26	14,376 85	2,648 41
10 JOHNSON CONTROLS INC	10/21/2011	1/16/2013	315 28	323 30	-8 02
25000 US TREAS NTS T-NT 4 75 DUE 08/15/17	8/30/2007	1/18/2013	29,571 21	25,299 69	4,271 52
5000 PRIN LIFE INC 5 1% DUE 04/15/2014 TR 00010 5 1	4/13/2004	2/5/2013	5,246 45	4,991 50	254 95
50 ADR ANHEUSER BUSCH INBEV	2/1/2012	2/6/2013	4,354 57	3,065 45	1,289 12
75 ADR ANHEUSER BUSCH INBER	1/17/2012	2/7/2013	6,494 21	4,550 25	1,943 96
150 FRESENIUS MED CARE AG	1/17/2012	2/7/2013	5,186 30	5,125 94	60 36
384 VODAFONE GROUP PLC SPONSORED ADR	1/17/2012	2/15/2013	9,990 00	10,348 80	-358 80
640 DEUTSCHE TELEKOM AG SPONSORED ADR	2/1/2012	2/20/2013	6,901 73	7,362 80	-461 07
35 SPECTRA ENERGY CORP COM	10/21/2011	2/22/2013	1,029 92	981 05	48 87
366 SPECTRA ENERGY CORP COM	8/13/2008	2/22/2013	10,770 01	8,767 51	2,002 50
268 SPECTRA ENERGY CORP COM	5/12/2010	2/25/2013	7,873 77	6,318 80	1,554 97
51 SPECTRA ENERGY CORP COM	5/12/2010	2/26/2013	1,472 88	1,157 19	315 69
25000 ABBEY NATL TREAS 4% DUE	2/21/2012	3/1/2013	26,585 50	24,796 75	1,788 75
387 TESCO PLC SPONSORED ADR	1/17/2012	3/13/2013	6,475 71	5,615 37	860 34
880 BRISTOL MYERS SQUIBB CO	11/8/2011	3/14/2013	33,647 80	26,173 04	7,474 76
132 COVIEN PLC USD0 2 ( POST CONSLDTN)	9/30/2008	3/14/2013	8,663 97	7,032 44	1,631 53
48 ADR CSL LTD ADR	1/17/2012	3/18/2013	1,503 82	780 00	723 82
154 ADR CSL LTD ADR	1/17/2012	3/19/2013	4,745 62	2,502 50	2,243 12
276 EXPERIAN PLC	1/17/2012	3/21/2013	4,724 18	3,693 65	1,030 53
25000 FEDERAL HOME LN MTG CORP 2 DUE 03/21/2019	2/23/2012	3/21/2013	25,000 00	25,000 00	0 00
350 ADR INFORMA PLC	2/1/2012	3/21/2013	5,353 38	4,150 25	1,203 13
62 NOVO NORDISK A S ADR	1/17/2012	3/22/2013	9,999 24	7,369 32	2,629 92
1433 33 ADR JUPITER TELECOMMUNICATION CO LTD ADR	2/1/2012	4/2/2013	18,673 15	13,995 20	4,677 95
1953 26 MFB NORTHN HI YIELD FXD INC FD	1/11/2012	4/9/2013	15,001 00	13,868 15	1,132 85
3649 09 MFB NORTHN HI YIELD FXD INC FD	1/11/2012	4/9/2013	28,025 00	25,908 54	2,116 46
1541 21 PIMCO FDS PAC INVT MGMT	12/12/2011	4/9/2013	14,996 00	13,732 18	1,263 82
2571 94 PIMCO FDS PAC INVT MGT SER HIGH YIELD FD INSTL CL	12/12/2011	4/9/2013	25,025 00	22,915 98	2,109 02
25000 BK MNTRL MED TERM SENR NTS BK EN TRANCHE TR 743 DTD	1/6/2012	4/10/2013	26,172 25	24,948 75	1,223 50
25000 UNITED STATES TREAS NTS DTD 05/17/2010 1 375	5/28/2010	4/10/2013	25,028 24	25,056 72	-28 48
18 ADR UNITED OVERSEAS BK LTD SPONSORED ADRISIN US91127	4/18/2012	4/19/2013	605 33	536 28	69 05
25000 WELLS FARGO & CO 1 25 % DUE 02/13/2015	2/8/2012	4/19/2013	25,277 25	24,929 00	348 25
93 ADR UNITED OVERSEAS BL LTD SPONSORED ADRISIN US 91127	4/18/2012	4/22/2013	3,099 71	2,744 62	355 09
118 NOBLE ENERGY INC COM	5/12/2010	4/23/2013	13,002 94	7,063 17	5,939 77
10 ORACLE CORPORATRON	10/21/2011	4/23/2013	326 71	319 60	7 11
262 ORACLE CORPORATION	10/4/2010	4/23/2013	8,559 85	7,135 02	1,424 83
54 NOBLE ENERGY INC COM	4/16/2009	4/24/2013	6,065 84	3,200 85	2,864 99
19300 68 MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	1/11/2012	4/29/2013	198,025 00	146,106 16	51,918 84
10002 45 MFB NORTHN HI YIELD FXD INC FD	1/11/2012	4/29/2013	77,719 00	71,017 39	6,701 61
7874 44 PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL	12/12/2011	4/29/2013	77,327 00	70,161 26	7,165 74
295 ADR INFORMA PLC	1/17/2012	4/30/2013	4,357 70	3,419 05	938 65
157 SHINHAN FINANCIAL GROUP LTD SPONSORED ADR	2/1/2012	4/30/2013	5,346 28	5,772 17	-425 89
120 ADR SOCIEDAD QUIMICA Y MINERA DE CHILE SA SPONSOR	1/17/2012	4/30/2013	5,926 30	6,654 00	-727 70
0 22 CREDIT SUISSE GROUP SPONSORED ADR	1/17/2012	5/1/2013	6 64	4 94	1 70
33 SHINHAN FINANCIAL GROUP LTD SPONSORED ADR	1/17/2012	5/1/2013	1,116 52	1,194 76	-78 24
248 COVIEN PLC USD 0 2 (POST CONSLDTN )	5/12/2010	5/6/2013	16,174 72	12,582 11	3,592 61
69 ADR CSL LTD ADR	1/17/2012	5/9/2013	2,116 98	1,121 25	995 73
52 COGNIZANT TECHNOLOGY SOLUTION CL A	5/7/2012	5/13/2013	3,295 18	3,064 11	231 07
140 AMERICAN EXPRESS CO	7/6/2011	5/22/2013	10,476 61	7,357 88	3,118 73
82 AMERICAN WRT WKS CO INC NEW COM	1/31/2012	5/22/2013	3,445 99	2,748 58	697 43
74 AMGEN INC	1/23/2012	5/22/2013	7,723 98	5,049 42	2,674 56
39 APPLE COMPUTER INC	5/12/2010	5/22/2013	17,173 74	4,979 33	12,194 41

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)  
 FORM 990PF, PART I, LINE 6  
 CALIFORNIA FORM 199, PART II, LINE 6  
 TAX YEAR 6/1/12 TO 5/31/13

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
61 BHP LTD SPONSORED ADR	2/22/2010	5/22/2013	4,165 01	4,593 17	-428 16
169 CVS CORP COM STK	4/27/2012	5/22/2013	9,940 41	7,608 50	2,331 91
5 CHEVRONTEXACO CORP COM	10/21/2011	5/22/2013	624 54	524 50	100 04
85 CHEVRONTEXACO CORP COM	5/12/2010	5/22/2013	10,617 17	6,288 01	4,329 16
54 CINTRIX SYS INC	7/22/2010	5/22/2013	3,478 62	2,512 56	966 06
227 COCA COLA CO	8/30/2011	5/22/2013	9,574 90	7,932 54	1,642 36
74 COSTCO WHSL CORP NEW	10/21/2011	5/22/2013	8,494 67	5,459 08	3,035 59
8 COSTCO WHSL CORP NEW	1/28/2008	5/22/2013	906 10	529 33	376 77
151 DANAHER CORP	10/20/2008	5/22/2013	9,449 71	2,613 41	6,836 30
45 DANAHER CORP	10/21/2011	5/22/2013	2,816 14	2,101 95	714 19
116 WALT DISNEY CO	1/31/2007	5/22/2013	7,609 47	4,020 22	3,589 25
20 E I DU PONT DE NEMOURS	10/21/2011	5/22/2013	1,115 58	895 00	220 58
107 E I DU PONT DE NEMOURS	3/23/2010	5/22/2013	5,968 35	4,081 14	1,887 21
358 EMC CORP COM	7/15/2010	5/22/2013	8,466 55	7,228 30	1,238 25
20 EMC CORP COM	10/21/2011	5/22/2013	472 99	481 20	-8 21
138 EXPRESS SCRIPTS HLDG CO	1/25/2012	5/22/2013	8,595 69	7,140 36	1,455 33
142 EXXON MOBIL CORP	5/12/2010	5/22/2013	13,093 59	6,171 41	6,922 18
56 FRANKLIN RESOURCES INC	7/7/2011	5/22/2013	9,177 68	7,582 75	1,594 93
404 GENERAL ELECTRIC CO	5/5/2010	5/22/2013	9,623 11	7,391 87	2,231 24
11 GOOGLE INC CL A	1/13/2012	5/22/2013	9,801 71	6,872 51	2,929 20
192 HOME DEPOT INC	2/6/2012	5/22/2013	15,345 88	8,683 55	6,662 33
209 INTEL CORP	5/7/2012	5/22/2013	5,014 34	5,825 50	-811 16
31 INTL BUSINESS MACHINES	6/13/2008	5/22/2013	6,412 55	3,906 05	2,506 50
249 J P MORGAN CHASE & CO	2/7/2008	5/22/2013	13,385 14	11,306 74	2,078 40
92 MC DONALDS CORP COMMON	9/22/2011	5/22/2013	9,346 12	7,896 78	1,449 34
86 NATIONAL OILWELL INC	5/12/2010	5/22/2013	5,929 11	3,441 54	2,487 57
84 NIKE INC CLASS B	5/12/2010	5/22/2013	5,411 64	2,943 44	2,468 20
91 NORFOLK SOUTHN CORP COM	8/10/2011	5/22/2013	7,086 04	6,142 93	943 11
80 NUCOR CORP	2/6/2012	5/22/2013	3,674 34	3,611 23	63 11
121 OMNICOM GROUP	12/21/2010	5/22/2013	7,503 90	5,628 62	1,875 28
208 ORACLE CORPORATION	10/4/2010	5/22/2013	7,082 27	5,664 44	1,417 83
30 PRECISION CASTPARTS CORP	10/25/2011	5/22/2013	6,362 43	5,159 12	1,203 31
59 PROCTER & GAMBLE CO	7/31/2009	5/22/2013	4,656 60	3,316 98	1,339 62
176 QUALCOMM INC	1/17/2012	5/22/2013	11,474 99	10,061 01	1,413 98
78 SCHLUMBERGER LTD ISIN	2/28/2011	5/22/2013	5,887 33	7,229 35	-1,342 02
46 SIMON PTY GROUP INC NEW	11/2/2010	5/22/2013	8,083 49	4,513 08	3,570 41
218 US BANCORP	4/28/2008	5/22/2013	7,730 15	7,621 72	108 43
54 UNITED TECHNOLOGIES CORP	5/12/2010	5/22/2013	5,213 07	3,239 02	1,974 05
113 UNITEDHEALTH GROUP INC	12/15/2009	5/22/2013	7,002 49	3,528 18	3,474 31
10 UNITEDHEALTH GROUP INC	10/21/2011	5/22/2013	619 69	477 30	142 39
62 V F CORP	4/28/2011	5/22/2013	11,484 05	6,652 80	4,831 25
94 VERIZON COMMUNICATIONS	9/28/2011	5/22/2013	4,825 58	3,489 86	1,335 72
311 WELLS FARGO & CO NEW	5/12/2010	5/22/2013	12,498 87	10,410 05	2,088 82
185 MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREA	10/25/2011	5/28/2013	6,299 08	6,393 51	-94 43
9059 19 MFB NORTHN FUNDS EMERGING MKTS EQTY IN	1/11/2012	5/28/2013	104,996 00	96,208 58	8,787 42
87 72 PIMCO COMMODITY REALRETURN STRATEGY FUND	12/7/2011	5/28/2013	543 00	665 78	-122 78
25000 GOLDMAN SACHS 5 75%	1/19/2012	5/29/2013	28,799 75	24,966 25	3,833 50
272 WILLIS GROUP HOLDINGS COM USD 0 000115 ( NEW)	2/1/2012	5/31/2013	10,799 24	10,521 83	277 41
SUBTOTAL OF LONG TERM GAIN/LOSS TAXABLE AT 15% RATE			<u>1,960,598</u>	<u>1,651,851</u>	<u>308,747</u>
<b>LONG TERM 28 % RATE</b>					
78 MFC SPDR GOLD TR GOLD SHS	1/28/2011	9/5/2012	12,299 72	9,599 63	2,700 09
45 MFC SPDR GOLD TR GOLD SHS	1/28/2011	9/19/2012	7,724 07	5,759 78	1,964 29
15 MFC SPDR GOLD TR GOLD SHS	1/28/2011	10/3/2012	2,584 14	1,919 92	664 22
1935 MFC SPDR GOLD TR GOLD SHS	1/28/2011	11/5/2012	315,433 34	212,297 15	103,136 19
SUBTOTAL OF LONG TERM GAIN/LOSS TAXABLE AT 28% RATE			<u>338,041 27</u>	<u>229,576 48</u>	<u>108,464 79</u>
SUBTOTAL OF NORTHERN TRUST GAIN/LOSS			<u>4,823,033</u>	<u>4,353,643</u>	<u>469,390</u>
GRAND TOTAL			<u>4,958,374</u>	<u>4,471,236</u>	<u>487,138</u>
GAIN/LOSS RECAP					
TOTAL OF SHORT TERM GAIN/LOSS			2,570,089	2,517,235	52,854
TOTAL OF LONG TERM GAIN/LOSS			<u>2,388,285</u>	<u>1,954,001</u>	<u>434,284</u>
			<u>4,958,374</u>	<u>4,471,236</u>	<u>487,138</u>

**BEN B. & JOYCE E. EISENBERG FOUNDATION**  
**TAX RETURN FYE 5/31/13**  
**"Net Investment Income/Adj. Net Income - Other Income"**

**Other Income**

Eisenberg & Wald Partnership	564,520
Eisenberg, Cornell & Rose Partnership	19,994
New Mart Building	<u>1,995,332</u>
Total	<u><u>2,579,846</u></u>

Source: 5-2013 Trial Balance

**Other Income**

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART II, LINE 10A  
CALIFORNIA FORM 199, SCHEDULE L, LINE 5  
INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS  
TAX YEAR 6/1/12 TO 5/31/13

SHARES	DESCRIPTION	Cost BALANCE 05/31/2012	Cost BALANCE 05/31/2013	FMV 05/31/2013
UBS -ACCOUNT # TP 6315055				
<b>US GOVERNMENT OBLIGATIONS</b>				
75,000	FHLM 6 0 DUE 5/1/17	1,571	965	967
60,000	GNMA PL 6 5% DUE 2/20/24	1,131	818	916
30,000	GNMA PL 6 5% DUE 3/20/24	-	-	-
67,000	GNMA PL 7 000% DUE 9/20/25	848	674	782
25,000	GNMA PL 7 000% DUE 4/15/26	334	318	381
25,000	GNMA PL 7 000% DUE 1/15/27	432	391	470
50,000	GNMA PL 6 0 DUE 4/15/29	2,266	1,485	1,566
25,000	FNMA PL MA0641 04 0000 DUE 2/1/31	22,163	15,754	16,276
50,000	GNMA PL 6 0 DUE 9/20/31	2,078	1,541	1,618
20,000	FHLMC POOL 5 5000% DUE 11/01/31	2,676	1,594	1,690
25,000	GNMA PL 5 5 DUE 11/20/34	6,465	4,669	4,907
25,000	GNMA PL 4 00 DUE 04/15/39	-	14,162	13,602
25,000	GNMA PL 4 0 DUE 05/20/39	21,473	14,724	15,513
25,000	GNMA PL 4 5000% DUE 05/20/39	19,755	12,049	11,858
11,000	GNMA PL 3 5000% DUE 08/15/39	-	9,948	9,616
25,000	GNMA PL 4 0000% DUE 07/20/39	22,785	17,548	17,234
11,000	GNMA PL 4 0000% DUE 07/20/40	-	-	-
25,000	GNMA PL 004511M 04 0000 DUE 8/20/39	42,986	30,883	30,789
25,000	GNMA PL 004518M 04 0000 DUE 8/20/39	21,847	17,235	17,955
25,000	GNMA PL 4 0 DUE 02/20/40	21,903	17,173	18,300
25,000	GNMA PL 4 5 DUE 02/20/40	20,542	15,558	16,357
65,000	GNMA PL 721321C 04 50 DUE 4/20/40	65,988	64,823	66,730
25,000	GNMA PL 004833M 4 0000% DUE 10/20/40	24,143	19,290	18,938
35,000	GNMA PL 004990M 4 0000% DUE 3/20/41	30,616	20,749	20,055
15,000	GNMA PL 005262M 3 5000% DUE 12/20/41	-	11,875	11,710
25,000	GNMA PL 005283M 6 0000% DUE 1/20/42	27,178	19,022	18,632
30,629	GNMA PL MA0313M 4 0000% DUE 07/20/42	-	26,494	25,197
100,000	GNMA PL MA0311M 3 0000% DUE 08/20/42	-	102,509	98,908
50,000	GNMA PL MA0312M 3 5000% DUE 08/20/42	-	48,287	45,811
50,000	GNMA PL MA0776M 3 5000% DUE 02/20/43	-	52,907	50,604
25,000	FED FARM 6 3200% MATURES 12/15/15	27,561	27,561	28,692
25,000	FFCB CALL 3 6500% MATURES 12/21/20	25,069	25,070	28,001
		<u>411,810</u>	<u>596,076</u>	<u>592,075</u>

**CA MUNICIPAL SECURITIES**

50000	CALIFORNIA ST TAX MAND SINK FND 6 2% 10/1/19	50,848	50,848	60,074
25000	UNIV CA TAX SR F 4 650 051522	24,965	24,965	29,762
25000	ST OF CA VART GEN OBLI BN TAX OID 5 700 110121	25,616	25,616	28,114
25000	PERALTA CA CMTY COLL DST TAX RV 6 709% 08/01/23	28,037	28,037	27,615
50000	CALIF STWD CMNTYS DV AMBAC TAX 5 896% 6/1/24	51,243	51,243	50,872
25000	SAN BERNARDINO CNTY CA 6 020% DUE 08/01/23	-	27,569	25,638
		<u>180,709</u>	<u>208,278</u>	<u>222,075</u>

NORTHERN TRUST--ACCOUNT # 23-86285

50000	FHLB 0 875% BDS 22/08/12 USD5000 .875 08-22-2012	50,233	-	-
50000	FEDERAL HOME LN MTG CORP MTN 2 875 02-09-2015	50,567	50,567	52,137
35000	FHLMC PREASSIGN 00049 3.75 03-27-2019	35,176	35,176	39,564
25000	FHLMC 2 0% DUE 03-21-2019	25,000	-	-
50000	FNMA 0 875% DUE 10-26-2017 REG (FNMA B)	-	50,230	49,618
65000	FNMA NT 4 625 10-15-2013	63,695	63,695	66,080
50000	FEDERAL HOME LN 0.5% DUE 11-20-2015	-	50,134	50,103
10000	FNMA PREASSIGN 00192 4 75 11-19-2012	10,169	-	-
50000	FEDERAL HOME LN MTG CORP 1 25% DUE 10-02-2019 REG	-	50,095	48,985

FORM 990 PF, PART II, LINE 10A  
CALIFORNIA FORM 199, SCHEDULE L, LINE 5  
INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART II, LINE 10A  
CALIFORNIA FORM 199, SCHEDULE L, LINE 5  
INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS  
TAX YEAR 6/1/12 TO 5/31/13

SHARES	DESCRIPTION	Cost BALANCE 05/31/2012	Cost BALANCE 05/31/2013	FMV 05/31/2013
	UBS -ACCOUNT # TP 6315055			
	70000 FNMA PREASSIGN 00377 4.625% 10-15-2014	69,210	69,210	74,146
	50000 FEDERAL HOME LN 1.0% DUE 06-21-2017	-	50,736	50,151
	20000 FEDERAL HOME LN MTG CORP 1.5% DUE 11-13-2017	-	20,396	20,257
	50000 FEDERAL HOME LN CORP PREASSIGN 000742.375% DUE 01-13-2022	-	52,832	50,841
	50000 UNITED STATES TREAS NTS DTD 00307.75% DUE 08-15-2013 REG	-	50,226	50,068
	50000 UNITED STATES TREAS NTS DTD 00323.75% DUE 12-15-2013 REG	-	50,296	50,172
	50000 UNITED STATES TREAS NTS DTD 12/31/2011 .125% DUE 12-31-2013 REG	49,903	49,903	50,004
	50000 UNITED STATES TREAS NTS DTD 3 3755% DUE 06-30-2013 REG	-	50,053	50,012
	50000 UNITED STATES TREAS NTS DTD 3 3755% DUE 07-31-2013 REG	-	50,873	50,266
	50000 UNITED STATES TREAS NTS T-NOTE 3.125% DUE 09-30-2013 REG	-	51,281	50,496
	50000 UNITED STATES TREAS NTS 377 25% DUE 11-30-2013 REG	-	50,024	50,035
	50000 UNITED STATES TREAS NTS 2 75% NT 31/10/2013 DUE 10-31-2013 REG	-	51,219	50,541
	25000 UNITED STATES TREAS NTS CPN .125% DUE 07-31-2014	-	24,943	24,985
	75000 UNITED STATES TREAS NTS CPN 25% DUE 05-31-2014	-	74,977	75,067
	50000 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-2014 REG	-	50,937	51,031
	50000 UNITED STATES TREAS NTS DTD 03-15-2011 1.25% DUE 03-15-2014 REG	-	50,676	50,434
	20000 UNITED STATES TREAS NTS DTD 10-31-2012 0 25% DUE 10-31-2014 REG	-	19,981	20,009
	50000 UNITED STATES TREAS NTS DTD 1 0% DUE 01-15-2014 REG	-	50,451	50,273
	50000 UNITED STATES TREAS NTS 1.25% DUE 02-15-2014 REG	-	50,643	50,395
	25000 UNITED STATES TREAS NTS 0 25% DUE 07-15-2015 REG	-	24,951	24,953
	50000 UNITED STATES TREAS NTS 1.0% DUE 08-31-2016 REG	-	50,996	50,644
	50000 UNITED STATES TREAS NTS DTD 02-29-2012 0 875% DUE 02-28-2017 REG	-	50,737	50,266
	25000 UNITED STATES TREAS NTS 0.75% DUE 10-31-2017 REG	-	25,135	24,816
	50000 UNITED STATES TREAS NTS DTD 08/15/2012 1 625% DUE 08-15-2022	-	50,205	48,227
	75000 UNITED STATES TREAS NTS DTD 11/15/2012 1 625% DUE 11-15-2022	-	74,933	71,994
	50000 UNITED STATES TREAS NTS DTD 11/15/2012 1.75% DUE 05-15-2022	-	51,098	49,000
	25000 UNITED STATES TREAS NTS .25% DUE 12-15-2014 REG	24,918	24,918	25,004
	25000 UNITED STATES TREAS NTS DTD .375% DUE 10-31-2012 REG	25,050	-	-
	25000 UNITED STATES TREAS NTS DTD 00231 3 125%DUE 05-15-2019 REG	-	-	-
	25000 UNITED STATES TREAS NTS 1.125% DUE 12-15-2011 REG	-	-	-
	25000 UNITED STATES TREAS NTS 2 625 DUE 11-15-2020 REG	-	-	-
	25000 UNITED STATES TREAS NTS 4.75 DUE 08-15-2017 BEO	25,300	-	-
	20000 UNITED STATES TREAS NTS 5 DUE 08-15-2011 REG	-	-	-
	25000 UNITED STATES TREAS NTS DTD 00178 3.375%DUE 11-30-2012 REG	24,994	-	-
	25000 UNITED STATES TREAS NTS 00377 .25% DUE 11-30-2013 REG	25,010	-	-
	10000 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-2014 REG	9,801	-	-
	25000 UNITED STATES TREAS NTS DTD 00276 .75% DUE 11-30-2011 REG	-	-	-
	50000 UNITED STATES TREAS NTS DTD 00293 75% DUE 05-31-2012 REG	-	-	-
	25000 UNITED STATES TREAS NTS DTD 00302 1.75% DUE 07-31-2015 REG	-	-	-
	25000 UNITED STATES TREAS NTS DTD 00338 2 875%DUE 03-31-2018 REG	-	-	-
	50000 UNITED STATES TREAS NTS DTD 05-17-2010 1.375 DUE 05-15-2013	50,113	-	-
	25000 UNITED STATES TREAS NTS NT 1% DUE 04-30-2012 REG	-	-	-
	16000 UNITED STATES TREAS NTS NT 2 5% DUE 04-30-2015 REG	16,190	-	-
	25000 UNITED STATES TREAS NTS T-NOTE .375% DUE 08-31-2012 REG	-	-	-
	25000 UNITED STATES TREAS NTS T-NT 1.875% DUE 06-15-2012 REG	24,931	-	-
	16000 UNITED STATES TREAS NTS UNITED STATES TREAS NOTES 3.375% DUE 07-31-2013 REG	15,946	-	-
	10000 UNITED STATES TREAS NTS US TREASURY NOTE/BOND 3 125% DUE 04-30-2013 REG	-	-	-
	25000 US TREAS NTS DTD 02/28/2011 2.125 DUE 02-29-2016 REG	-	-	-
	25000 US TREAS NTS NT 2 DUE 01-31-2016 REG	25,073	-	-
	60000 UNITED STATES TREAS NTS ZERO CPN .25% DUE 05-31-2014	59,988	-	-
	50000 UNITED STATES TREAS NTS .875% DUE 11-30-2016 REG	49,898	-	-
	25000 UNITED STATES TREAS NTS 1 5% DUE 07-31-2016	25,677	-	-
	TOTAL	<u>756,841</u>	<u>1,572,525</u>	<u>1,570,574</u>
GRAND TOTAL		<u>1,349,361</u>	<u>2,376,880</u>	<u>2,384,724</u>

FORM 990 PF, PART II, LINE 10A  
CALIFORNIA FORM 199, SCHEDULE L, LINE 5  
INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART II, LINE 10B  
CALIFORNIA FORM 199, SCHEDULE L, LINE 7  
INVESTMENTS - CORPORATE STOCK  
TAX YEAR 6/1/12 TO 5/31/13

SHARES	DESCRIPTION	COST	COST	FMV
		5/31/2012	05/31/13	05/31/13
<b>UBS --ACCOUNT #: TP 6315055</b>				
1,000	AMER STATES WATER CO.	25,260	25,260	53,130
1,000	AMGEN	13,473	13,473	100,530
2,000	APPLE COMPUTER INC.	23,610	23,610	899,470
1	ARES CAPITAL CORP	8	8	17
1,000	AT&T INC	28,701	28,701	34,990
1,000	BRISTOL MYERS SQUIBB CO	25,473	25,473	46,010
500	CATERPILLAR INC.	30,641	30,641	42,900
500	CALGENE CORP	27,925	27,925	61,825
1,000	COCA COLA CO COM	37,975	37,975	39,990
1,000	COSTCO WHSL CORP	53,237	53,237	109,631
1,000	CVS CAREMARK CORP	32,126	32,126	57,580
1,000	EXXON MOBIL CORP	12,984	75,341	90,470
1,000	GENERAL ELECTRIC	12,173	12,173	23,320
4,000	GENTEX CORP.	30,851	30,851	91,480
500	HEALTH CARE REIT INC SBI	48,260	23,461	34,015
2,000	INTEL CORP.	49,117	49,117	48,560
300	J P MORGAN CHASE & CO.	27,350	27,350	25,254
1,100	JOHNSON & JOHNSON COM	-	21,609	60,049
1,500	MICROSOFT	56,059	42,639	52,350
500	NATIONAL GRID PLC NEW SPON ADR	-	28,736	29,780
1,000	NORFOLK STHN CORP	27,264	64,563	76,590
1,000	PFIZER	5,431	5,431	27,230
300	PRAXAIR INC	14,516	14,516	34,299
1,000	PROCTER & GAMBLE CO	61,533	61,533	76,760
8	SMUCKER J M CO NEW-SPIN OFF	267	267	808
1,000	STARBUCKS CORP.	28,676	28,676	63,140
1,000	TEVA PHARMACEUTICALS IND LTD	-	38,911	38,200
32	TRAVELERS COS INC (Exchange for Travelers Property )	-	-	-
1,000	VERIZON COMMUNICATIONS	28,789	28,789	48,480
1,000	VODAFONE GROUP PLC NEW SPON	-	27,880	28,960
1,000	WALT DISNEY CO , HOLDING INC	28,567	28,567	63,080
2,000	WELLS FARGO & CO , NEW	33,176	33,176	81,100
	<b>TOTAL</b>	<b>763,442</b>	<b>942,015</b>	<b>2,439,998</b>
<b>NORTHERN TRUST--ACCOUNT #: 23-86284</b>				
280	ABBOTT LABORATORIES , COMMON (ABT)	14,735	-	-
455	AMERICAN EXPRESS CO , COMMON (AXP)	27,263	20,833	34,448
265	AMERICAN WTR WKS CO INC NEW COM (AWK)	11,359	8,886	10,584
238	AMGEN INC COMMON STOCK (AMGN)	29,823	16,145	23,926
128	APPLE INC (AAPL)	12,189	16,825	57,559
355	AUTODESK INC COMMON STOCK (ADSK)	14,832	-	-
265	AUTOMATIC DATA PROCESSING INC COM ( ADP)	14,682	-	-
196	BHP BILLITON LTD SPONSORED ADR	16,228	11,768	12,802
880	BRISTOL MYERS SQUIBB CO COMMON (BMY)	26,173	-	-
289	CHEVRON CORP COM (CVX)	26,616	20,745	35,475
177	CITRIX SYS INC COMMON STOCK (CTXS)	10,562	8,333	11,390
1,288	CISCO SYSTEMS INC	-	27,219	31,015
167	C R BARD (BCR)	-	16,940	17,217
735	COCA COLA CO COM (KO)	32,576	25,509	29,393
260	CONCOPHILLIPS COM (COP)	12,201	-	-
271	COSTCO WHSL CORP NEW COM (COST)	23,116	18,055	29,721
380	COVIDEN PLC (COV)	19,615	-	-
544	CVS CAREMARK CORP (CVS)	25,206	24,402	31,324
634	DANAHER CORP (DHR)	15,112	11,570	39,194
505	DOMINION RES INC VA NEW COM (D)	22,243	-	-
412	DUPONT E I DE NEMOURS & CO (DD)	13,122	16,839	22,985
353	EATON CORP COMMON STOCK (ETN)	24,505	18,234	23,319

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

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART II, LINE 10B  
CALIFORNIA FORM 199, SCHEDULE L, LINE 7  
INVESTMENTS - CORPORATE STOCK  
TAX YEAR 6/1/12 TO 5/31/13

SHARES	DESCRIPTION	COST	COST	FMV
		5/31/2012	05/31/13	05/31/13
1,223	EMC CORP (EMC)	24,498	25,655	30,281
366	EMERSON ELECTRIC CO , COMMON STOCK, \$1 PAR (EMR)		18,962	21,030
582	EXELON CORP COM (EXC)	-	21,412	18,240
447	EXPRESS SCRIPTS HLDG CO COM (ESRX)	14,716	23,610	27,767
460	EXXON MOBIL CORP (XOM)	22,607	17,534	41,617
181	FRANKLIN RES INC COMMON STOCK (BEN)	27,609	20,026	28,021
1,307	GENERAL ELEC CO COM (GE)	22,467	23,984	30,479
227	GILEAD SCIENCES INC (GILD)	-	12,437	12,367
36	GOOGLE INC CL A (GOOG)	31,409	15,598	31,335
76	GRANGER W W COMMON STOCK (GWW)	8,660	-	-
425	HJ HEINZ (HNZ)	19,963	-	-
618	HOME DEPOT INC COMMON (HD)	35,409	28,034	48,612
121	INTERCONTINENTAL EXCHANGE INC COM (ICE)	-	15,269	20,716
676	INTEL CORP COM (INTC)	24,105	18,627	16,413
105	INTERNATIONAL BUSINESS MACHINE CORP (IBM)	21,420	13,398	21,842
200	JOHNSON & JOHNSON COMMON (JNJ)	11,436	-	-
550	JOHNSON CONTROLS INC COMMON STOCK (JCI)	14,700	-	-
806	JPMORGAN CHASE & CO (JPM)	38,861	28,564	44,000
301	MCDONALDS CORP COMMON, NO PAR (MCD)	19,993	26,286	29,068
663	MERCK & CO INC NEW COM (MRK)	-	28,630	30,962
468	METLIFE INC	-	16,552	20,690
281	NATIONAL OILWELL VARCO COM STK (NOV)	13,505	10,591	19,754
272	NIKE INC CL B (NKE)	11,431	8,819	16,772
536	NOBLE ENERGY INC (NBL)	10,264	19,513	20,770
291	NORFOLK SOUTHN CORP COM (NSC)	24,977	19,674	22,288
260	NUCOR CORP COMMAN \$ 40 PAR (NUE)	14,896	11,689	11,573
389	OMNICON GROUP INC , COMMON STOCK \$ 50 PAR (OMC)	22,965	17,894	24,169
673	ORACLE CORP	30,820	18,431	22,720
99	PRECISION CASTPARTS CORP COM (PCP)	14,608	16,331	21,178
1,498	PRIZER INC	-	35,890	40,791
795	PRINCIPAL FINL GROUP INC COM STK (PFG)	22,765	-	-
193	PROCTER & GAMBLE CO (PG)	27,711	10,994	14,815
570	QUALCOMM INC COM (QCOM)	39,150	30,109	36,184
253	SCHLUMBERGER LTD COM STK (SLB)	28,682	21,894	18,477
147	SIMON PROPERTY GROUP INC COM (SPG)	23,437	12,756	24,467
385	ST JUDE MED INC COM (STJ)	-	16,486	16,643
720	SPECTRA ENERGY CORP (SE)	17,225	-	-
406	STARBUCKS CORP COM (SBUX)	-	18,374	25,606
174	UNITED TECHNOLOGIES CORP (UTX)	11,539	8,580	16,513
396	UNITEDHEALTH GROUP INC COM (UNH)	16,925	15,666	24,801
706	US BANCORP (USB)	27,598	20,628	24,752
201	V F CORP , COMMON STOCK (VFC)	27,129	21,467	36,956
303	VERIZON COMMUNICATIONS COM (VZ)	14,463	11,308	14,689
374	WAL MART STORES, INC (WMT)	15,532	-	-
374	WALT DISNEY CO (DIS)	16,635	13,164	23,592
1,006	WELLS FARGO & CO NEW COM STK (WFC)	37,362	28,040	40,793
278	WHOLE FOODS MKT INC COM (WFM)	11,418	-	-
TOTAL		<u>1,211,049</u>	<u>1,005,177</u>	<u>1,402,095</u>

**NORTHERN TRUST--ACCOUNT #: 23-93750**

167	ACCENTURE PLC SHS CL A NEW (CAN)	5,138	9,917	13,712
125	ANHEUSER BUSH INBEV SA/NV SPONSORED ADR (BUD)	-	-	-
79	AGRIUM INC COM (AGU)	-	8,114	7,298
888	AKZO NOBEL N V SPONSORED ADR (AKZOY)	8,319	15,375	18,879
173	ARKEMA SPONSORED ADR (ARKAY)	4,645	14,310	17,856
173	ASML HOLDING NV NY REG 2012 (POST REV SPLIT)/ (ASML)	7,616	12,097	14,060
143	AUTOLIV INC COM STK (ALV)	-	8,495	11,220
4,860	ALCATEL- LUCENT (ALU)	8,814	-	-

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

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART II, LINE 10B  
CALIFORNIA FORM 199, SCHEDULE L, LINE 7  
INVESTMENTS - CORPORATE STOCK  
TAX YEAR 6/1/12 TO 5/31/13

SHARES	DESCRIPTION	COST	COST	FMV
		5/31/2012	05/31/13	05/31/13
150	BAYTEX ENERGY CORP COM (BTE)	8,387	-	-
130	BRIDGESTONE CORP ADR-EACH INTO 10 ORD Y50 (BRDCY)	5,997	-	-
74	BAIDU INC SPONSORED ADR (BIDU)	-	8,243	7,151
198	BANK NS HALIFAX COM STK (BNS)	-	10,555	11,233
146	BASF AKTIENGESELLSCHAFT - LEVEL 1 (BASFY)	8,544	11,267	14,221
634	BG PLC ADR FINAL INSTALLMENT NEW (BRGY)	10,359	13,168	11,596
221	BHP BILLITON PLC SPONSORED ADR (BBL)	7,108	13,856	12,699
712	BRAMBLES LTD ADR (BMBLY)	6,355	10,881	12,346
250	BUNZL PLC SPONSORED ADR NEW (BZLFY)	11,206	18,539	24,548
294	CANON INC ADR REPSTG 5 SHS (CAJ)	7,125	11,432	10,078
309	CENOVUS ENERGY INC COM (CVE)	6,076	10,528	9,249
453	CHECK POINT SOFTWARE TECHNOLOGIES ORD	-	20,988	22,686
441	CHINA MOBILE LTD (CHL)	7,351	22,805	22,844
367	CIELO S A SPONSORED ADR (CIOXY)	-	8,160	9,278
52	CNOOC LTD SPONSORED ADR (CEO)	-	10,356	9,040
52	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACLA (CTSH)	3,064	-	-
545	CORUS ENTMT INC CL B NON VGT (CJREF)	6,303	11,741	12,628
281	CREDIT SUISSE GROUP SPONSORED ADR ISIN (CS)	6,139	6,197	8,273
291	CSL LTD ADR (CMXHY)	8,159	6,303	8,262
297	DAIHATSU MTR CO LTD (DHTMY)	-	11,839	12,964
80	DIAGEO PLC SPONSORED ADR NEW (DEO)	6,887	-	-
2,105	DEUTSCHE BOERSE ADR (DBOXY)	8,209	12,929	13,584
640	DEUTSCHE TELEKOM AG SPONSORED ADR (DREGY)	7,363	-	-
156	ENBRIDGE INC COM (ENB)	-	7,140	6,741
1,672	ERICSSON (ERIC)	9,143	15,995	19,512
839	EXPERIAN PLC (EXPGY)	10,813	12,175	15,480
932	FANUC CORPORATION (FANUY)	8,628	25,125	23,030
168	FRESNIUS MEDICAL CARE AG AND CO KGAA (FMS)	12,350	5,652	5,677
230	GOLDCORP INC NEW COM (GG)	10,367	-	-
1,086	GIVAUDAN SA ADR (GVDNY)	11,796	20,937	28,044
309	GRUPO FINANCIERO BANORTE A B DE C (GBOOY)	-	11,884	9,837
1,307	ICAP PLC SPONSORED ADR REPSTG 2 ORD SH ADR (IAPLY)	7,907	14,833	14,586
280	ICICI BK LTD (IBN)	-	12,504	12,592
1,216	IND & COMM BK OF-UNSPON ADR (IDCBY)	-	16,955	16,902
-	INFORMA PLC (IFPJY)	7,569	-	-
358	JARDINE MATHESON HLDGS LTD ADR (JMHL)	-	23,513	23,521
215	JUPITER COMMUNICATION CO LTD ADR (JUPLY)	13,995	-	-
1,521	KONINKLUKE AHOLD NV SPONSORED ADR 2007 (AHONY)	11,325	19,855	24,823
1,569	LINDE AG-SPONSORED ADR (LNEGY)	11,503	25,543	30,104
646	LOREAL CO ADR (LRLCY)	6,039	15,348	21,899
270	LVMH MOET HENNESSY LOUIS VUITTON ADR (LVMUY)	8,136	-	-
316	MINDRAY MED INTL LTD SPONSORED ADR (MR)	-	12,007	12,962
268	NESTLE S A SPONSORED ADR REPSTG REG SH (NSRGY)	8,737	15,908	17,774
1,782	NEW GOLD INC CDA COM (NGD)	9,579	18,308	12,136
516	NOKIAN TYRES OYJ ADR ADR (NKRY)	-	11,495	10,837
1,729	NORDEA BK A B SWEDEN (NRBAY)	8,665	15,168	21,383
103	NOVO-NORDISK A S ADR (SLW)	12,264	-	-
274	NOVARTIS AG (NVS)	8,991	16,052	19,662
755	OGX PETROLEO E GAS PARTICIPACOES S A SPONSORED ADR	6,758	-	-
2,086	PARTNER COMMUNICATIONS CO LTD ADR ISIN (PTNR)	-	11,664	12,662
245	PENN WEST PETROLEUM LTD COM STK (PWE)	5,220	-	-
679	PERNOD RICARD S A ADR (PDRDY)	-	14,182	16,269
1,800	PETROFAC LTD ADS (POFCY)	5,953	21,474	18,434
66	PRECISION DRILLING CORP COM STK (PDS)	6,586	-	-
996	PUBLICIS A NEW SPONSORED ADR (PUBGY)	-	17,799	18,127
508	REED ELSEVIER P L C SPONSORED ADR NEW (RUK)	9,001	20,422	22,880
194	RIO TINTO PLC SPONSORED ADR (RIO)	9,339	11,135	8,288
654	ROCHE HLDG LTD SPONSORED ADR ISIN (RHHBY)	15,700	29,796	40,770
370	SAGE GROUP PLC UNSPONSORED ADR (SGPY)	6,874	-	-
368	SABMILLER PLC SPONSORED ADR (SBMRY)	-	18,414	18,636
213	SAFRAN ADR (SAFRY)	-	8,510	11,157
417	SANOFI SPONSORED ADR (SNY)	-	20,300	22,139
217	SAP AG SPONSORED ADR (SAP)	9,841	12,752	15,936
1,299	SBERBANK RUSSIA SPONSORED ADR (SBRCY)	-	15,170	15,890
95	SHINHAN FINL GROUP CO LTD SPONSORED ADR (SHG)	6,967	-	-
1,950	SCHNEIDER ELEC SA ADR (SBGSY)	12,161	25,564	30,693
1,200	SGS SA (SGSOY)	12,134	22,687	27,000
554	SILVER WHEATON CORP COM (SLW)	7,731	18,203	13,141

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

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART II, LINE 10B  
CALIFORNIA FORM 199, SCHEDULE L, LINE 7  
INVESTMENTS - CORPORATE STOCK  
TAX YEAR 6/1/12 TO 5/31/13

SHARES	DESCRIPTION	COST		FMV
		5/31/2012	05/31/13	05/31/13
120	SOCIEDAD QUIMICA Y MINERA DE CHILE SA SPONSORED ADR	6,654	-	-
272	SODEXO (SDXAY)	12,084	20,690	23,202
619	SOFTBANK CORP ADR (SFTBY)	8,768	9,601	15,847
615	SUBSEA 7 S A SPONSORED ADR (SUBCY)	8,902	12,890	13,595
469	SVENSKA CELLULOSA AKTIEBOLAGET SCA SPONSORED ADR (SVCBY)	-	8,817	11,678
590	TESCO PLC SPONSORED ADR (TSCDY)	8,611	-	-
203	TOYOTA MTR CORP SPONSORED ADR ('TM)	10,929	17,855	23,863
1,154	TULLOW OIL PLC ADR (TUWOY)	7,502	12,643	9,059
2,262	TURKIYE GARANTI BANKASI A S SPONSORED ADR (TKGBY)	3,898	12,254	11,898
977	UNICHARM CORP SPONSORED ADR (UNICY)	-	12,534	10,991
580	UNILEVER N V NEW YORK SHS NEW (UN)	10,903	19,793	23,652
345	UNITED OVERSEAS BK LTD SPONSORED ADRISIN (UOVEY)	7,388	10,256	11,668
242	VOLKSWAGEN A G SPONSORED ADR REPSTG PEF SH (VLKPY)	-	11,675	10,580
620	VODAFONE GROUP PLC NEW SPONSORED ADR (VOD)	16,709	-	-
375	WILLIS GROUP HOLDINGS COM (WSH)	14,108	13,703	14,648
<b>TOTAL</b>		<b>567,692</b>	<b>1,035,275</b>	<b>1,135,910</b>
<b>TOTAL NORTHERN TRUST</b>		<b>1,778,740</b>	<b>2,040,452</b>	<b>2,538,005</b>
<b>GRAND TOTAL</b>		<b>2,542,182</b>	<b>2,982,467</b>	<b>4,978,003</b>

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

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART II, LINE 10C  
CALIFORNIA FORM 199, SCHEDULE L, LINE 6  
INVESTMENTS - CORPORATE NOTES  
TAX YEAR 6/1/12 TO 5/31/13

SHARE	DESCRIPTION	COST 05/31/12	COST 05/31/13	FMV 05/31/13
UBS --ACCOUNT # TP 6315055				
25,000	MORGAN STANLEY STEP-UP 5 0% 6/11/25	25,000	-	-
		<u>25,000</u>	<u>-</u>	<u>-</u>
NORTHERN TRUST--ACCOUNT # 23-86285				
5000	PRIN LIFE INC 5.1% DUE 04-15-2014	4,992	-	-
5000	NATL RURAL UTILS COOP FIN CORP COLL TR BD DTD 02/25/2004 4 75 3-1-2014 REG	4,998	-	-
25000	NATIONAL SEMICONDUCTOR CORP MTN 3 95% DUE 04-15-2015/04-06-2010 BEO	27,250	27,250	26,524
30000	BOENG.CO 0.95% DUE 05-15-2018 REG	-	29,670	29,194
25000	KEYBANK NATL ASSN CLEVELAND OHIO GLOBAL BK NTS BOOK ENTRY 3/A2 1.65% DUE 02-01-2018 REG	-	25,200	25,049
25000	MEDTRONIC INC 1.375% DUE 04-01-2018 REG	-	24,950	24,790
25000	WAL MART STORES INC 1.25% DUE 04-11-2018 REG	-	24,977	24,706
25000	BB & T CORP SR MEDIUM TERM NTS BOOK ENTRY 6.85% DUE 04-30-2019 REG	-	31,109	31,361
25000	BLACKROCK INC 5 0 % DUE 12-10-2019/12-10-2009	-	30,005	29,283
25000	PRAXAIR INC 4.5% DUE 08-15-2019 BEO	-	29,119	28,489
25000	DISNEY WALT CO NEW MEDIUM TERM NTS 3.75% DUE 06-01-2021	-	27,781	27,081
25000	AT & T INC 2 625% DUE 12-01-2022	-	24,981	23,753
25000	BAXTER NTL NC 2 4% DUE 08-15-2022 REG	-	24,892	23,841
25000	INTEL CORP	-	24,968	24,060
25000	INTERNATIONAL BUSINESS MACHS CORP 1 875 % DUE 08-01-2022 REG	-	25,600	23,163
25000	METLIFE INC SR COMPONENT DEB SER C TRANCHE 2 STEP UP DUE 12-15-2022	-	25,417	24,507
25000	PHILIP MORRIS INTL 2.5% DUE 08-22-2022 REG	-	24,718	23,961
25000	PNC BK N A PITTSBURGH PA 2.7% DUE 11-01-2022	-	25,078	23,640
25000	US BANKCORP MEDIUM TERM SUB NTS 2 95% DUE 07-15-2022 (MTNI)	-	25,685	24,335
25000	STATE STREET CORPORATION 3.1% DUE 05-15-2023 REG	-	24,960	24,310
17094	GNMA POOL 005228 3.5% DUE 11-20-2026 BEO (GNMAI)	-	18,274	18,132
25000	TRANSCANADA PIPELINES LTD 0 75% DUE 01-15-2016 REG	-	24,966	24,905
25000	TORONTO DOMINION BK SR MEDIUM TERM BK NT 1.4% DUE 04-30-2018 (MTN1)	-	24,983	24,653
25000	BK MONTREAL MEDIUM TERM SR NTS BOOK ENTRY TRANCHE #TR 201 2.55% DUE 11-06-2022/11-06-2012	-	24,742	24,063
25000	MANIOBA PROV CDA 2 1% DUE 09-06-2022	-	24,993	24,085
25000	SANOFA 1 25% DUE 04-10-2018 REG	-	24,890	24,633
55000	TOTAL CAP CDA LTD GTD NT 1.45% 01-15-2018	-	54,947	54,671
40000	BNP PARIBAS TRANCHE # TR 143 3 25% DUE 03-03-2023	-	39,716	38,315
25000	SUMITOMO MITSUI BK CORP 1 5% DUE 01-18-2018 BEO	-	24,928	24,575
25000	SHELL INTL FIN B V 1 125 DUE 08-21-2017	-	24,839	24,876
50000	STATOIL ASA 2 45% DUE 01-17-2023 REG	-	50,136	47,716
40000	VODAFONE GROUP PLC NEW 1 5% DUE 02-19-2018 REG	-	39,816	39,521
25000	ASTRAZENECA PLC 1 95% DUE 09-18-2019 REG	-	24,969	25,124
30000	BP CAP MKTS LC 2.75% DUE 05-10-2023	-	29,699	28,588
25000	DIAGEO CAP PLC 2.625% DUE 04-29-2023/ 04-29-2013 REG	-	24,939	23,973
25000	MORGAN STANLEY 5.75% DUE 01-25-2021	25,269	25,269	28,489
35000	WESTPAC BKG CORP 3% DUE 12-09-2015	34,963	34,963	36,946
25,000	AIR PRODS & CHEMS INC 3 0% DUE 11-03-2021 REG	24,985	26,563	25,504
25,000	JOHN DEERE CAPITAL CORP TRANCHE # TR 00372 2 75% DUE 03-15-2022 REG	24,956	24,974	24,969
25,000	RIO TINTO FIN USA LTD 3 75% DUE 09-20-2021 REG	26,507	-	-
25,000	RIO TINTO FIN USA LTD 3 5% DUE 11-20-2020/11-02-2010 REG	-	26,726	25,824
25,000	DEUTSCHE BK AG GLOBAL MEDIUM 3.25% DUE 01-11-2016	25,640	25,640	26,370
25000	UTD TECHNOLOGIES 4.5% DUE 04-15-2020	24,875	-	-
25000	NATL RURAL UTILS 5 45% DUE 02-01-2018	24,944	-	-
25000	BNP PARIBAS / BNP 3.6% DUE 02-23-2016	24,983	-	-
25000	JPMORGAN CHASE & 3.45% DUE 03-01-2016	25,003	-	-
25000	WELLS FARGO & CO NEW MEDIUM TERM ST NTS BOOK ENTRY 1.25% DUE 02-13-2015 REG	24,929	-	-
35,000	AMGEN INC 2 3% DUE 06-15-2016 REG	35,004	-	-

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

BEN B JOYCE E EISENBERG FOUNDATION  
 (99-0246427)  
 FORM 990 PF, PART II, LINE 10C  
 CALIFORNIA FORM 199, SCHEDULE L , LINE 6  
 INVESTMENTS - CORPORATE NOTES  
 TAX YEAR 6/1/12 TO 5/31/13

SHARE	DESCRIPTION	COST 05/31/12	COST 05/31/13	FMV 05/31/13
25,000	DUKE ENERGY CAROLINAS LLC 1 75% DUE 12-15-2016 REG	24,959	-	-
25,000	BERKSHIRE HATHAWAY INC DEL 1 9% DUE 01-31-2017 REG	24,999	-	-
25,000	DISNEY WALT CO NEW MEDIUM TERM NTS 5 875% DUE 12-15-2017 BEO	30,593	-	-
25,000	COCA COLA CO 1 65% DUE 03-14-2018 BEO	24,942	-	-
25,000	WALGREEN CO NT 5 25% DUE 01-15-2019 REG	28,985	-	-
25,000	BANK NEW YORK INC MED TERM SR NTS BOOK ENTRY 3 55% DUE 09-23-2021 BEO	25,835	-	-
25,000	GOLDMAN SACHS GROUP INC 5 75% DUE 01-24-2022 REG	24,966	-	-
25,000	PROCTER & GAMBLE CO 2 3% DUE 02-06-2022 REG	24,823	-	-
25,000	UNITEDHEALTH GROUP INC 2 875% DUE 03-15-2022 REG	24,828	-	-
25,000	ROYAL BK CDA GLOBAL MED TERM SR BK NTS 1 15% DUE 03-13-2015	24,992	-	-
25,000	BK MONTREAL MEDIUM TERM SR NTS BOO TRANCHE # TR 743 2.5 DUE 01-11-2017	24,949	-	-
25,000	BANK NOVA SCOTIA B C 2 55% DUE 01-12-2017 REG	24,950	-	-
40,000	TOTAL CAPITAL INTL SA 1.5% DUE 02-17-2017 BEO	39,595	-	-
25,000	STATOIL ASA 3 15% DUE 01-23-2022 REG	24,958	-	-
25,000	BARCLAYS BK PLC 2 75% DUE 02-23-2015 REG	24,985	-	-
25,000	ABBEY NATL TREAS SVCS PLC 4 0% DUE 04-27-2016/04-27-2011 REG	24,797	-	-
25,000	DIAGEO CAP PLC 1 5% DUE 05-11-2017 REG	24,890	-	-
		<u>808,341</u>	<u>1,097,331</u>	<u>1,077,977</u>
GRAND TOTAL		<u>833,341</u>	<u>1,097,331</u>	<u>1,077,977</u>

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART II, LINE 10C  
CALIFORNIA FORM 199, SCHEDULE L, LINE 6  
INVESTMENTS - CORPORATE NOTES  
TAX YEAR 6/1/12 TO 5/31/13

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

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART II, LINE 10C  
CALIFORNIA FORM 199, SCHEDULE L , LINE 6  
INVESTMENTS - CORPORATE NOTES  
TAX YEAR 6/1/12 TO 5/31/13

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

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

SHARES	DESCRIPTION	COST 05/31/12	COST 05/31/13	FMV 05/31/13
NORTHERN TRUST--ACCOUNT # 23-03413				
<b>MUTUAL FUNDS</b>				
12,099	MFB NORTHERN MID CAP INDEX FD (NOMIX)	145,554	191,443	241,776
17,224	MFB NORTHERN FDS SMALL CAP INDEX FD (NSIDX)	145,546	193,263	242,456
37,462	MFB NORTHERN FDS EMERG MKTS EQ IND FD (NOEMX)	397,845	689,047	713,764
54,714	MFB NORTHERN HIGH YIELD FIXED INC FD (NHFIX)	388,524	231,841	240,865
		<u>1,077,469</u>	<u>1,305,594</u>	<u>1,438,861</u>
<b>MANAGED EQUITY FUNDS</b>				
2,175	MFC SPDR GOLD SHS (GLD)	246,360	-	-
24,791	MFO PIMCO FDS PAC INVT MGMT SER HIGH YLD	381,289	231,406	240,477
5,831	MFO VANGUARD INFLATION PROTECTED SEC	120,183	163,962	159,473
5,935	MFC FLEXSHARES TR MORNINGSTAR GLOBAL	58,096	205,409	200,010
32,553	MFO PIMCO FDS PAC INVT MGMT SER COMMODITY	63,302	222,558	197,921
		<u>869,230</u>	<u>823,335</u>	<u>797,881</u>
<b>REAL ESTATE FUNDS</b>				
40,512	MFB NORTHERN FDS GLOBAL REAL EST IND FD	170,946	368,865	387,701
		<u>170,946</u>	<u>368,865</u>	<u>387,701</u>
UBS -ACCOUNT # TP 6315055				
<b>MUTUAL FUNDS</b>				
153	ASIA TIGERS FUND INC	313	645	1,857
1,015	KAYNE ANDERSON MLP INVESTMENT	31,408	24,152	37,768
1,000	TEMPLETON DRAGON FUND INC	13,754	13,754	26,950
2,239	SELIGMAN COMM MUTUAL FUNDS	56,445	62,153	100,823
2,013	DWS COMMUNICATIONS FUND CLASS A	40,662	40,662	41,157
347	FRANKLIN BIOTECHNOLOGY DISCOVERY	28,091	28,115	38,008
22	CALAMOS STRATEGIC TOTAL RETURN FUND	301	298	236
2,000	DOUBLELINE OPPORTUNISTIC CR FD	50,000	50,000	53,080
2,000	DOUBLELINE INCOME SOLUTIONS FD	-	50,000	50,000
16,924	DWS BALANCED FUND CLASS A	221,657	226,022	168,224
10,000	MFS MULTIMARKET INC TR SBI	70,000	70,000	71,100
168	TEMPLETON EMERGING MARKET INCOME FUND	2,105	2,311	2,768
500	TEMPLETON RUSSIA & EAST EUROPEAN FUND	-	-	-
		<u>514,736</u>	<u>568,111</u>	<u>591,971</u>
<b>GRAND TOTAL</b>		<u>2,632,380</u>	<u>3,065,905</u>	<u>3,216,414</u>

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART XV, LINE 3A  
AND  
CALIFORNIA FORM 199, PART II, LINE 9  
CONTRIBUTIONS PAID DURING THE YEAR  
TAX YEAR 8/1/12 TO 5/31/13

RECIPIENT	ADDRESS	PURPOSE	AMOUNT
American Cancer Society	5731 W. Slauson Ave, #200	Culver City, CA 90230	Program support 25,000
American Comm. Weizmann	9911 W. Pico Blvd. #900	Los Angeles, CA 90035	Medical Research 200,000
American Friend Israel Philharmonic	122 East 42nd St., #4507	New York, NY 10168	Program support 30,000
American Friends of Hebrew University	9911 West Pico Blvd., Ste. 1520	Los Angeles, CA 90035	Program support 7,500
American Jewish University	15600 Mulholland Drive	Bel Air, CA 90077	Program support 126,000
Anti Defamation League	10495 Santa Monica Blvd.	Los Angeles, CA 90025	Program support 50,000
Art Center College of Design	1700 Lida St	Pasadena, CA 91103	Program support 5,000
Achievable Foundation	5901 Green Valley Circle Suite 320	Culver City, CA	Program support 1,000
Ava's Heart	9461 Charleville Blvd., Ste. 589	Beverly Hills, CA 90212	Program support 1,000
California Oncological Research Institute	1158 26th Street, #106	Santa Monica, CA 90403	Medical Research 160,200
Cancer Support Community	1990 S. Bundy Dr # 100	Los Angeles, CA 90025	Program support 40,000
Cedar Sinai Medical Center	8700 Beverly Blvd.	Los Angeles, CA 90048	Program support 77,000
Exceptional Children's Foundation	8740 Washington Blvd	Culver City, CA 90232	Program support 1,000
Educational for Successful Parenting	9016 Tenderfoot Trail	Raleigh, NC 27615	Program support 1,000
FBI, Inc.	110 East 9th Street, C-786	Los Angeles, CA 90079	Program support 7,250
Friends of the Observatory	2800 E. Observatory Rd.	Los Angeles, CA 90027	Program support 5,000
Geffen Playhouse	10886 Le Conte Avenue	Los Angeles, CA 90024	Program support 31,000
Guardians - Jewish Home for the Aging	10780 Santa Monica Blvd. Ste 225	Los Angeles, CA 90025	Program support 37,700
Happy Trails for Kids/Sonny Salter Fund	2525 Ocean Park Blvd., Ste. 104	Santa Monica, CA 90405	Program support 500
Israel Tennis Centers Foundations	432 Park Ave S., 4th Floor	New York, NY 10016	Program support 201,835
Jewish Family Services	3580 Wilshire Blvd., Ste 700	Los Angeles, CA 90010	Program support 25,000
Jewish Homes for the Aging	7150 Tampa Ave.	Reseda, CA 91335	Program support 1,619,400
Jewish Life	16501 Ventura Blvd., Ste. 504	Encino, CA 91436	Program support 75,000
Jewish Big Brothers & Big Sisters/ Camp Max Strauss	6505 Wilshire Blvd	Los Angeles, CA 90049	Program support 1,000
Jewish Vocational Services	6505 Wilshire Blvd. #200	Los Angeles, CA 90048	Program support 25,000
KCET	2900 W. Alameda Ave.	Burbank, CA 91505-4267	Program support 500
L.A. Museum of Art	5905 Wilshire Blvd.	Los Angeles, CA 90036	Program support 5,000
L.A.R.C.	10560 Wilshire Blvd., Ste. 1403	Los Angeles, CA 90024	Program support 1,000
L.A. Regional Food Bank	1734 E. 41st Street	Los Angeles, CA 90058-1502	Program support 5,000
LAFD Widows/Orphans	815 Colorado Blvd., Fourth Floor	Los Angeles, CA 90041	Program support 10,000
Maccabi USA	1926 Arch St 4R	Philadelphia, PA 19103	Program support 41,000
Michael J. Fox Found For Parkin	P.O. Box 4777	New York, NY 10163	Program support 100
One For All	1127 E. 67th Street	Inglewood, CA 90302	Program support 500
The Richstone Center/Pier to Pier Walk	13620 Cordary Ave.	Hawthorne, CA 90250	Program support 1,000
Public Counsel	610S. Ardmore Avenue	Los Angeles, CA 90005	Program support 5,000
Shalhevet School	910S. Fairfax Avenue	Los Angeles, CA 90036	Program support 10,000
Sinai Temple	10400 Wilshire Blvd	Los Angeles, CA 90024	Program support 26,200
Saint Francis Center	P. O. Box 7134	Redwood City, CA 94063	Program support 1,500
Special Olympics Oregon	5901 SW Macadam Ave Suite 200	Portland, OR 97239	Program support 1,000
The Spine Institute	444 So. San Vicente, Ste. 901	Los Angeles, CA 90048	Program support 50,000
The Founders League	P. O. Box 849743	Los Angeles, CA 90084-9743	Program support 2,000
Temple Adat Elohim	2420 E. Hillcrest Drive	Thousand Oaks, CA 91362	Program support 1,200
The Music Center - L. A. County	135 N. Grand Ave	Los Angeles, CA 90012	Program support 2,500
USC Trojan Marching Band	Juliette Kohl Trojan Band Center,		
UCLA Board of Regents	837 Downy Way, Stonier Hall	Los Angeles, CA 90089	Program support 10,000
Valley Beth Shalom	10945 Le Conte Ave., Ste. 3132	Los Angeles, CA 90095	Program support 25,000
Valpo Surf Project, Inc	15739 Ventura Blvd	Encino, CA 91438	Program support 25,000
Vista Del Mar	3210 Barry Ave.	Los Angeles, CA 90066	Program support 1,000
West Coast Jewish Theater	3200 Motor Ave.	Los Angeles, CA 90034	Program support 500
Westside JCC	520 Washington Blvd., #946	Marina del Rey, CA 90292	Program support 5,000
Yeshiva Gedolah of Los Angeles	5870 West Olympic Blvd.	Los Angeles, CA 90036	Program support 35,000
	5444 W. Olympic Blvd	Los Angeles, CA 90036	Program support 1,000
			<u>3,019,385</u>

BEN B JOYCE E EISENBERG FOUNDATION  
(99-0246427)  
FORM 990 PF, PART XV, LINE 3B  
GRANTS APPROVED FOR FUTURE PAYMENT  
TAX YEAR 6/1/12 TO 5/31/13

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Israel Tennis Centers Association	Capital facilities	100,000
Los Angeles Jewish Homes for the Aging	Capital facilities	13,900,000
American Jewish University	Program support	125,000
American Comm. Weizmann	Medical Research	800,000
Guardians - Jewish Home for the Aging	Program support	500,000
		<u>15,425,000</u>

FORM 990 PF, PART XV, LINE 3B  
GRANTS APPROVED FOR FUTURE PAYMENT