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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE SHIMON BEN JOSEPH FOUNDATION		A Employer identification number 33-1114104						
Number and street (or P O box number if mail is not delivered to street address) 1590 DREW AVENUE	Room/suite 200	B Telephone number 415-658-8730						
City or town, state or province, country, and ZIP or foreign postal code DAVIS, CA 95618		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☒ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☒ Address change	☐ Name change	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☒ Address change	☐ 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		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,041,590,492.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		670,362.	670,362.		
4 Dividends and interest from securities		3,995,666.	3,698,791.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,187,952.			
b Gross sales price for all assets on line 6a		80,911,966.			
7 Capital gain net income (from Part IV, line 2)			9,852,580.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		23,722,871.	15,782,565.		STATEMENT 1
12 Total. Add lines 1 through 11		29,576,851.	30,004,298.		
13 Compensation of officers, directors, trustees, etc		1,386,898.	473,693.		913,206.
14 Other employee salaries and wages		2,397,924.	1,087,475.		1,293,100.
15 Pension plans, employee benefits		309,644.	201,572.		108,534.
16a Legal fees STMT 2		18,568.	11,152.		6,765.
b Accounting fees STMT 3		222,270.	112,348.		107,980.
c Other professional fees STMT 4		1,878,684.	1,678,801.		221,695.
17 Interest					874,047.
18 Taxes STMT 5		3,016,904.	126,692.		5,140.
19 Depreciation and depletion		210,934.	51,924.		
20 Occupancy		195,234.	0.		195,773.
21 Travel, conferences, and meetings		167,090.	32,175.		138,646.
22 Printing and publications		19,638.	1,963.		17,675.
23 Other expenses STMT 6		717,238.	2,339,090.		480,957.
24 Total operating and administrative expenses. Add lines 13 through 23		10,541,026.	6,116,885.		4,363,518.
25 Contributions, gifts, grants paid		20,846,008.			35,780,455.
26 Total expenses and disbursements. Add lines 24 and 25		31,387,034.	6,116,885.		40,143,973.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,810,183.>			
b Net investment income (if negative, enter -0-)			23,887,413.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

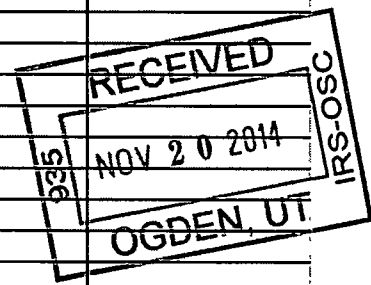
Form 990-PF (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			12,719,238.	29,896,140.	29,896,140.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶ 1,379,781.			522,945.	1,379,781.	1,379,781.
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			78,264.	82,602.	82,602.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 8			172,175,027.	232,560,115.	232,560,115.
	c Investments - corporate bonds STMT 9			101,254,138.	79,451,597.	79,451,597.
	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 10			159,682,500.	200,079,190.	200,079,190.
	14 Land, buildings, and equipment: basis ▶ 1,761,929.			840,381.	666,967.	666,967.
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶ STATEMENT 11)			526,464,471.	497,474,100.	497,474,100.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			973,736,964.	1,041,590,492.	1,041,590,492.
Liabilities	17 Accounts payable and accrued expenses			1,246,661.	670,670.	
	18 Grants payable			55,176,573.	40,242,126.	
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ STATEMENT 12)			9,759,263.	12,572,300.	
	23 Total liabilities (add lines 17 through 22)			66,182,497.	53,485,096.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			907,554,467.	988,105,396.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances			907,554,467.	988,105,396.	
	31 Total liabilities and net assets/fund balances			973,736,964.	1,041,590,492.	

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)	1 907,554,467.
2 Enter amount from Part I, line 27a	2 <1,810,183.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3 83,186,488.
4 Add lines 1, 2, and 3	4 988,930,772.
5 Decreases not included in line 2 (itemize) ▶ MINORITY INTEREST	5 825,376.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 988,105,396.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 80,911,966.		78,940,442.	1,971,524.
b			1,777,948.
c			6,103,108.
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,971,524.
b			1,777,948.
c			6,103,108.
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	9,852,580.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	47,961,669.	800,060,129.	.059948
2011	45,269,980.	753,602,489.	.060071
2010	47,626,896.	765,552,129.	.062212
2009	43,973,956.	747,534,126.	.058825
2008	31,348,957.	847,733,201.	.036980

2 Total of line 1, column (d)	2	.278036
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	.055607
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	744,303,052.
5 Multiply line 4 by line 3	5	41,388,460.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	238,874.
7 Add lines 5 and 6	7	41,627,334.
8 Enter qualifying distributions from Part XII, line 4	8	40,186,505.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	477,748.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	477,748.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	477,748.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	462,005.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	125,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	587,005.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	2,156.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	107,101.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 107,101. Refunded ☐ 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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)	STATEMENT 13	STMT 14	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.JIMJOSEPHFOUNDATION.ORG			13	X	
14	The books are in care of ► MARY SEABURY Telephone no. ► 530-758-9210 Located at ► 1590 DREW AVENUE, SUITE 200, DAVIS, CA ZIP+4 ► 95618					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? STATEMENT 7	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		1b X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

STATEMENT 16

☒ Yes ☐ No

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

☐ Yes ☒ No

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

STATEMENT 16

☒ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		1,157,834.	222,537.	6,528.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances	
SANDRA J. EDWARDS - 343 SANSOME STREET, SUITE 550, SAN FRANCISCO, CA	ASSOCIATE DIRECTOR	40.00	233,273.	36,804.	7,393.
DIANE CRONAN - 1590 DREW AVENUE, SUITE 200, DAVIS, CA 95618	HR DIRECTOR - INTERLAND LLC	40.00	178,856.	34,032.	1,464.
THOMAS SHIPLEY - 1590 DREW AVENUE, SUITE 200, DAVIS, CA 95618	VP ACQUISITION/DEVLP - INTERLAND LLC	28.00	166,719.	24,196.	655.
CLIFFORD HANADA - 1590 DREW AVENUE, SUITE 200, DAVIS, CA 95618	ASSET MANAGER - INTERLAND LLC	34.00	151,762.	18,279.	962.
BRYAN HART - 1590 DREW AVENUE, SUITE 200, DAVIS, CA 95618	CONTROLLER - INTERLAND LLC	40.00	141,924.	7,508.	414.

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

▶ 14

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES, LLC P.O. BOX 83232, CHICAGO, IL 60691	INVESTMENT MANAGEMENT	858,911.
WELLINGTON TRUST COMPANY P.O. BOX 13766, NEWARK, NJ 071880766	INVESTMENT MANAGEMENT	202,455.
DELOITTE & TOUCHE P.O. BOX 844708, DALLAS, TX 75284-4708	AUDIT	171,000.
MAYO INVESTMENT ADVISORS 30 ROWES WHARF, SUITE 500, BOSTON, MA 02110	INVESTMENT MANAGEMENT	152,183.
SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND - 181 UNIVERSITY AVENUE, SUITE 1300, TORONTO,	INVESTMENT MANAGEMENT	143,220.
Total number of others receiving over \$50,000 for professional services		4

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	427,055,726.
b	Average of monthly cash balances	1b	20,428,967.
c	Fair market value of all other assets	1c	308,152,923.
d	Total (add lines 1a, b, and c)	1d	755,637,616.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	755,637,616.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,334,564.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	744,303,052.
6	Minimum investment return. Enter 5% of line 5	6	37,215,153.

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	37,215,153.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	477,748.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	23,146.
c	Add lines 2a and 2b	2c	500,894.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,714,259.
4	Recoveries of amounts treated as qualifying distributions	4	590.
5	Add lines 3 and 4	5	36,714,849.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	36,714,849.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	40,143,973.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	42,532.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	40,186,505.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	40,186,505.

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

Form 990-PF (2013)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				36,714,849.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	3,519,403.			
f Total of lines 3a through e	3,519,403.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 40,186,505.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				36,714,849.
e Remaining amount distributed out of corpus	3,471,656.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	6,991,059.			
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	6,991,059.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	3,519,403.			
e Excess from 2013	3,471,656.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT A		PC		35,780,455.
Total			▶ 3a	35,780,455.
b Approved for future payment				
SEE ATTACHMENT A		PC		12,543,811.
Total			▶ 3b	12,543,811.

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	0.	11,420,684.	
FOREIGN DIVIDEND INCOME	0.	2,433,918.	
INCOME FROM AFFILIATES	0.	1,927,963.	
INCOME FROM AFFILIATES	23,722,871.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	23,722,871.	15,782,565.	0.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	18,568.	11,152.		6,765.
TO FM 990-PF, PG 1, LN 16A	18,568.	11,152.		6,765.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX AND ACCOUNTING	222,270.	112,348.		107,980.
TO FORM 990-PF, PG 1, LN 16B	222,270.	112,348.		107,980.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	222,815.	22,932.		221,695.
INVESTMENT MANAGEMENT FEES	1,655,869.	1,655,869.		0.
TO FORM 990-PF, PG 1, LN 16C	1,878,684.	1,678,801.		221,695.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	3,009,818.	0.		0.
FOREIGN TAXES PAID	0.	117,946.		0.
PROPERTY TAXES	7,086.	1,946.		5,140.
OTHER TAXES	0.	6,800.		0.
TO FORM 990-PF, PG 1, LN 18	3,016,904.	126,692.		5,140.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	32,298.	7,166.		25,196.
EMPLOYEE RECRUITING	1,725.	275.		1,450.
OFFICE SUPPLIES	12,385.	6,397.		6,400.
BANK FEES	27,041.	7,398.		18,087.
OFFICE FURNITURE & EQUIPMENT	25,157.	10,096.		14,441.
MAIL, COURIER & POSTAGE	15,206.	4,688.		10,783.
TELEPHONE	85,065.	42,824.		43,169.
AUTO	1,363.	203.		1,171.
MEALS AND ENTERTAINMENT	35,962.	13,443.		20,693.
OFFICE RELOCATION	4,784.	0.		5,839.
OFFICE UTILITIES	152,603.	0.		153,754.
OFFICE JANITORIAL	6,073.	6,073.		0.
SUBS., DUES, AND MEMBERSHIPS	68,916.	10,422.		58,317.
LICENSES AND FEES	5,068.	4,833.		235.
EDUCATION	40,152.	8,651.		31,941.
EMPLOYEE WELFARE	11,668.	5,653.		5,979.

EMPLOYEE CONSUMABLES	4,725.	3,589.	1,135.
AUDIT VALUATION	11,600.	5,800.	9,725.
MISCELLANEOUS EXPENSE	16,434.	9,636.	6,281.
COMPUTER EXPENDITURES	154,497.	89,958.	66,361.
INVESTMENT ANALYSIS EXPENSES	1,616.	1,616.	0.
NET ASSET WRITE OFF	2,900.	1,429.	0.
PORTFOLIO DEDUCTIONS FROM PARTNERSHIPS	0.	2,098,940.	0.
TO FORM 990-PF, PG 1, LN 23	717,238.	2,339,090.	480,957.

FOOTNOTES

STATEMENT 7

PART VII-B, LINE 1A(3)

DURING 2013, THE FOUNDATION MADE PAYMENTS FOR LEGAL SERVICES TO MANATT, PHELPS & PHILLIPS TOTALING \$17,201. ALVIN LEVITT, PRESIDENT OF THE BOARD OF DIRECTORS OF THE FOUNDATION, IS A PRINCIPAL AT MANATT, PHELPS & PHILLIPS.

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

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

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

DANIEL SAFIER ALSO RECEIVED \$22,735 FROM INTERLAND GROWTH, LP, A 100% OWNED PARTNERSHIP OF THE FOUNDATION, FOR CONSULTATION SERVICES PROVIDED TO THE FOUNDATION AS A MEMBER OF THE REAL ESTATE COMMITTEE. THE BOARD OF DIRECTORS REVIEWED AND APPROVED THE REASONABLENESS OF THE COMPENSATION BASED ON THE INDEPENDENT CONTRACTOR'S REPORT.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABERDEEN EMERGING MARKETS INST. FUNDS	18,366,042.	18,366,042.
CONVEXITY CAPITAL OFFSHORE L.P.	23,290,996.	23,290,996.
CONVEXITY CAPITAL OFFSHORE L.P.	9,106,484.	9,106,484.
DFA EMERGING MARKETS VALUE FUND	18,822,387.	18,822,387.
DODGE & COX INT'L. STOCK FUND	22,829,427.	22,829,427.
EURO PACIFIC GROWTH FUND	15,991,574.	15,991,574.
GMO EMERGING MARKETS FUND	16,004,374.	16,004,374.
MAYO CAPITAL	24,817,751.	24,817,751.
NIPPON VALUE INVESTORS JAPANESE EQUITY TRUST	10,527,736.	10,527,736.
RS GLOBAL NATURAL RESOURCES FUND	15,138,841.	15,138,841.
SPRUCEGROVE US INTERNATIONAL INV. FUND	22,766,313.	22,766,313.
T. ROWE PRICE ERA FUND	10,136,533.	10,136,533.
VANGUARD S&P 500 ETF	11,067,938.	11,067,938.
WELLINGTON TRUST COMPANY	13,693,719.	13,693,719.
TOTAL TO FORM 990-PF, PART II, LINE 10B	232,560,115.	232,560,115.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DODGE & COX INCOME FUND	10,320,671.	10,320,671.
INCOME RESEARCH & MANAGEMENT (IRM)	26,045,101.	26,045,101.
PIMCO TOTAL RETURN FUND	12,562,267.	12,562,267.
PIMCO UNCONSTRAINED BOND FUND	30,523,558.	30,523,558.
NEUBERGER BERMAN HIGH INCOME BOND FD.	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	79,451,597.	79,451,597.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAGE CAPITAL PARTNERS, L.P.	FMV	45,112,468.	45,112,468.
BENNETT OFFSHORE RESTRUCTURING FUND	FMV	4,834,236.	4,834,236.
CA RES. FUND SERIES BAIN X-CORE	FMV	1,455,595.	1,455,595.
CA RES.FUND SERIES BAIN X-COINVEST	FMV	168,806.	168,806.
CA RESOURCES FUND BAIN EUROPE III	FMV	1,726,978.	1,726,978.
CARLYLE VENTURE II	FMV	379,713.	379,713.

CERBERUS ASIA PARTNERS, L.P. (SERIES I)	FMV	110,765.	110,765.
CERBERUS ASIA PARTNERS, L.P.(SERIES II)	FMV	875,074.	875,074.
CERBERUS INST. OVERSEAS IV, LTD.	FMV	3,950,355.	3,950,355.
CERBERUS INST. PARTNERS, L.P.(SERIES II)	FMV	1,262,440.	1,262,440.
DAVIDSON KEMPNER	FMV	4,353,808.	4,353,808.
DIALECTIC OFFSHORE, INC.	FMV	2,756,699.	2,756,699.
ELLIOTT INTERNATIONAL LTD. (\$5M)	FMV	10,804,619.	10,804,619.
ENCAP ENERGY CAPITAL FUND IX	FMV	382,738.	382,738.
ENCAP ENERGY CAPITAL FUND VII-B, LP	FMV	948,265.	948,265.
ENCAP ENERGY CAPITAL FUND VIII, L.P.	FMV	1,899,376.	1,899,376.
FIR TREE INT'L. VALUE FUND, LTD.	FMV	5,051,579.	5,051,579.
FORTELUS SPECIAL SITUATIONS FUND, LTD.	FMV	570,915.	570,915.
G/S CAPITAL 2000	FMV	981,167.	981,167.
G/S CAPITAL VINTAGE II	FMV	1,324,992.	1,324,992.
GLENVIEW CAPITAL PARTNERS (CAYMAN)	FMV	3,066,456.	3,066,456.
GLENVIEW CAPITAL PARTNERS (CAYMAN)-G	FMV	4,703,099.	4,703,099.
GREENLIGHT CAPITAL OFFSHORE	FMV	8,587,645.	8,587,645.
GRUSS GLOBAL INVESTORS (ENHANCED), LTD.	FMV	3,621,812.	3,621,812.
GS VINTAGE FUND V (OFFSHORE), L.P.	FMV	1,324,128.	1,324,128.
HELLMAN & FRIEDMAN VII	FMV	1,244,458.	1,244,458.
HILDENE OPPORTUNITIES OFFSHORE II, LTD.	FMV	2,780,176.	2,780,176.
HILDENE TARP OPPORTUNITIES FUND, LLC	FMV	5,614,273.	5,614,273.
INDUS ASIA PACIFIC MASTER FUND, LTD.	FMV	6,223,732.	6,223,732.
KAYNE ANDERSON ENERGY FUND V	FMV	2,594,157.	2,594,157.
KAYNE ANDERSON ENERGY FUND VI, L.P.	FMV	613,276.	613,276.
KING STREET CAPITAL, LTD.	FMV	61,256.	61,256.
KNIGHTHEAD OFFSHORE FUND, LTD.	FMV	3,991,569.	3,991,569.
LEGACY VENTURE II	FMV	771,938.	771,938.
LEGACY VENTURE IV	FMV	5,613,279.	5,613,279.
LEGACY VENTURE V (QP), LLC	FMV	4,300,186.	4,300,186.
LEGACY VENTURE VI (QP), LLC	FMV	1,591,604.	1,591,604.
MARLIN EQUITY IV	FMV	87,360.	87,360.
MASON CAPITAL, LTD.	FMV	7,976,719.	7,976,719.
NCD PARTNERS V, L.P.	FMV	2,290,401.	2,290,401.
NCD PARTNERS VI, L.P.	FMV	3,083,037.	3,083,037.
NEW ENTERPRISE ASSOC. (NEA)	FMV	978,736.	978,736.
OAKTREE OPPORTUNITIES FUND VIII	FMV	879,292.	879,292.
OAKTREE OPPORTUNITIES FUND VIII-B	FMV	1,125,034.	1,125,034.
OWL CREEK OVERSEAS FUND LTD.	FMV	6,754,691.	6,754,691.
PASSPORT OFFSHORE LTD./SPV	FMV	11,332.	11,332.
PERMIT CAPITAL MORTGAGE FUND, L.P. (G)	FMV	1,322,243.	1,322,243.
PERMIT CAPITAL MORTGAGE FUND, L.P. (I)	FMV	1,111,235.	1,111,235.

PERSHING SQUARE INTERNATIONAL, LTD.	FMV	5,283,255.	5,283,255.
POMONA CAPITAL V	FMV	779,672.	779,672.
RESOURCE CAPITAL FUND V, L.P.	FMV	906,551.	906,551.
RESOURCE CAPITAL VI	FMV	153,972.	153,972.
SANKATY CREDIT OPPORTUNITIES IV, LP	FMV	648,379.	648,379.
SCOUT CAPITAL FUND, LTD.	FMV	3,423,804.	3,423,804.
SHEPHERD INVESTMENTS INT'L.	FMV		
LTD. (STARK)		191,964.	191,964.
TACONIC OFFSHORE FUND 1.5	FMV	5,841,888.	5,841,888.
THELEME FUND LTD.	FMV	5,280,443.	5,280,443.
THOMAS WEISEL L.P.	FMV	205,015.	205,015.
VALINOR CAPITAL PARTNERS	FMV	5,446,972.	5,446,972.
VINTAGE INVESTMENT PARTNERS VI	FMV		
(CAYMAN) LP		103,705.	103,705.
VINTAGE VENTURE PARTNERS IV, L.P.	FMV	539,858.	539,858.

TOTAL TO FORM 990-PF, PART II, LINE 13	200,079,190.	200,079,190.
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FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS AND OTHER A/R	<5,157.>	<4,017.>	<4,017.>
INVESTMENT IN REAL ESTATE	526,150,379.	497,077,130.	497,077,130.
DEFINED BENEFIT PLAN	319,249.	400,987.	400,987.
TO FORM 990-PF, PART II, LINE 15	526,464,471.	497,474,100.	497,474,100.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX	9,499,263.	12,202,300.
OTHER LONG TERM LIABILITY	260,000.	370,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	9,759,263.	12,572,300.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 13

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

INTERLAND CAPITAL

88-0380024

ADDRESS

1590 DREW AVENUE, SUITE 200
DAVIS, CA 95618

DESCRIPTION OF TRANSFER

S CORPORATION DISTRIBUTION

AMOUNT
OF TRANSFER

373,280.

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

INTERLAND COMMUNITIES

94-2580849

ADDRESS

1590 DREW AVENUE, SUITE 200
DAVIS, CA 95618

DESCRIPTION OF TRANSFER

AMOUNT
OF TRANSFER

0.

NAME OF CONTROLLED ENTITY

INTERLAND GROWTH, LP

EMPLOYER ID NO

88-0378850

ADDRESS1590 DREW AVENUE, SUITE 200
DAVIS, CA 95618DESCRIPTION OF TRANSFER

PARTNERSHIP DISTRIBUTION

AMOUNT
OF TRANSFER

74,282,719.

NAME OF CONTROLLED ENTITY

JRT WHARF PLAZA I & II, LLC

EMPLOYER ID NO

80-0100507

ADDRESS1590 DREW AVENUE, SUITE 200
DAVIS, CA 95618DESCRIPTION OF TRANSFER

PARTNERSHIP DISTRIBUTION

AMOUNT
OF TRANSFER

4,135,834.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

78,791,833.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 14

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

INTERLAND CAPITAL

88-0380024

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

1590 DREW AVENUE, SUITE 200
DAVIS, CA 95618

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

INTERLAND COMMUNITIES

94-2580849

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

1590 DREW AVENUE, SUITE 200
DAVIS, CA 95618

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

INTERLAND GROWTH, LP

88-0378850

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

1590 DREW AVENUE, SUITE 200
DAVIS, CA 95618

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

JRT WHARF PLAZA I & II, LLC

80-0100507

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

1590 DREW AVENUE, SUITE 200
DAVIS, CA 95618

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALVIN T. LEVITT*	PRESIDENT/DIRECTOR			
343 SANSOME STREET, SUITE 550	20.00	26,000.	0.	0.
SAN FRANCISCO, CA 94104				
PHYLLIS L. COOK	SEC /TREAS /DIRECTOR			
343 SANSOME STREET, SUITE 550	3.00	26,000.	0.	0.
SAN FRANCISCO, CA 94104				
SUSAN FOLKMAN	DIRECTOR			
343 SANSOME STREET, SUITE 550	3.00	26,000.	0.	0.
SAN FRANCISCO, CA 94104				
JEROME SOMERS	DIRECTOR			
343 SANSOME STREET, SUITE 550	3.00	26,000.	0.	0.
SAN FRANCISCO, CA 94104				
DVORA JOSEPH DAVEY	DIRECTOR			
343 SANSOME STREET, SUITE 550	3.00	26,000.	0.	0.
SAN FRANCISCO, CA 94104				
ALISA ROBBINS DOCTOROFF	DIRECTOR			
343 SANSOME STREET, SUITE 550	1.00	13,000.	0.	0.
SAN FRANCISCO, CA 94104				
JOSHUA JOSEPH	DIRECTOR			
343 SANSOME STREET, SUITE 550	1.00	13,000.	0.	0.
SAN FRANCISCO, CA 94104				
DANIEL SAFIER*	DIRECTOR			
343 SANSOME STREET, SUITE 550	1.00	13,000.	0.	0.
SAN FRANCISCO, CA 94104				
CHARLES M. EDELSBERG	EXECUTIVE DIRECTOR			
343 SANSOME STREET, SUITE 550	40.00	540,624.	161,942.	0.
SAN FRANCISCO, CA 94104				
MARY P. SEABURY	CFO			
343 SANSOME STREET, SUITE 550	40.00	262,879.	30,847.	3,701.
SAN FRANCISCO, CA 94104				
DONALD C. LEWIS*	PRESIDENT - INTERLAND LLC			
1590 DREW AVENUE, SUITE 200	40.00	185,331.	29,748.	2,827.
DAVIS, CA 95618				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,157,834.	222,537.	6,528.

* SEE STATEMENT 7

Shimon Ben Joseph Foundation

EIN # 33-1114104

Attachment for Form 990PF
Part VII-B, Question 5c

**Expenditure Responsibility Statement
For the year 2013**

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

- (i) Grantee: **Wexner Foundation**
- (ii) Amount of Grant: Up to **\$4,846,000** awarded in **2012** of which **\$778,428** was paid in **2013**.
- (iii) Purpose of Grant: **for the enhancement of the Wexner Graduate Fellowship / Davidson Scholars Program**
- (iv) & (vi) Reports: The grantee submitted full and complete reports of its expenditure on **December 18, 2013**.
- (v) Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore no independent verification of the report was made (or, provides the details of the independent verification of the grantee's report, if applicable).

The Shimon Ben Joseph Foundation
EIN: 33-1114104
2013 Form 990-PF

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

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

Distributable amounts determined under section 4942(d)

Year ending

December 31, 2006	\$ 4,456,108
December 31, 2007	30,628,736
December 31, 2008	42,067,992
December 31, 2009	37,315,015
December 31, 2010	38,247,383
December 31, 2011	37,564,817
December 31, 2012	39,435,989
December 31, 2013	36,714,849

Aggregate amount of actual payments made in cash

Year ending

December 31, 2006	\$ 5,172,654
December 31, 2007	10,689,537
December 31, 2008	26,167,625
December 31, 2009	49,059,407
December 31, 2010	48,181,096
December 31, 2011	45,435,688
December 31, 2012	48,529,436
December 31, 2013	40,186,505

Total cash payments \$273,421,948

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Recipient and/or Purpose	Tax Status	Recipient Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance	Grants Recorded	Grants Recorded
			2013	2013	2013	2013	2013	Prior to 2013, Paid in 2013	in 2013, Paid in 2013
Afterimage Public Media 39 Mesa Street #206 San Francisco, CA 94129 <i>Educational Outreach for American Jerusalem Jews and the Making of San Francisco</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Afterimage Public Media 39 Mesa Street #206 San Francisco, CA 94129 <i>Educational Outreach for American Jerusalem Jews and the Making of San Francisco</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
American Institutes for Research 1000 Thomas Jefferson Street, NW Washington, DC 20007-3835 <i>Evaluation of the JJJ Education Initiative</i> \$1,681,000 00 2010	501c(3)	PC	\$1,179,931 00	\$0 00	\$0 00	\$253,556 00	\$926,375 00	\$253,556 00	\$0 00
American Israel Education Foundation Inc 251 H Street, NW Washington, DC 20001 <i>General Support</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
American Jewish Committee 165 East 56th Street New York, NY 10022 <i>General Support for the San Francisco Regional Office</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
American Jewish Joint Distribution Committee 711 Third Avenue, 10th Floor New York, NY 10017 <i>JDC Global Learning Networks</i> \$160,000 00 2012	501c(3)	PC	\$80,000 00	\$0 00	\$0 00	\$80,000 00	\$0 00	\$80,000 00	\$0 00
American Jewish World Service, Inc 45 West 36th Street	501c(3)	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00

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New York, NY 10018-7904 <i>Global Justice Program</i> \$25,000 00 2013									
B'nai B'rith Youth Organization Inc. 2020 K St , 7th Floor NW Washington,, DC 20006 <i>Professional Development Institute</i> <i>Cohorts 2 and 3</i> \$4,809,553 00 2008	501c(3)	PC GROUP	\$294,752 00	\$0 00	\$0 00	\$67,780 00	\$226,972 00	\$67,780 00	\$0 00
B'nai B'rith Youth Organization Inc. 2020 K St , 7th Floor NW Washington,, DC 20006 <i>Educator Immersion Project Directors of</i> <i>Jewish Enrichment</i> \$1 963,135 00 2011	501c(3)	PC GROUP	\$1,285,446 00	\$0 00	\$0 00	\$662,819 00	\$622 627 00	\$662,819 00	\$0 00
B'nai B'rith Youth Organization Inc. 2020 K St , 7th Floor NW Washington,, DC 20006 <i>General Support in honor of Lucas</i> <i>Iendenbaum</i> \$1,800 00 2013	501c(3)	PC GROUP	\$0 00	\$1,800 00	\$0 00	\$1,800 00	\$0 00	\$0 00	\$ 1,800 00
Beth Jacob Congregation 9030 W Olympic Blvd Beverly Hills, CA 90211 <i>General Support of Beth Jacob</i> <i>Congregation on the occasion of the</i> <i>Tiferet Award Dinner honoring Rena</i> <i>Slomovic</i> \$2,000 00 2013	501c(3)	PC	\$0 00	\$2 000 00	\$0 00	\$2,000 00	\$0 00	\$0 00	\$ 2,000 00
Beth Jacob Congregation 9030 W Olympic Blvd Beverly Hills, CA 90211 <i>General Support of Beth Jacob</i> <i>Congregation on the occasion of the</i> <i>Tiferet Award Dinner honoring Rena</i> <i>Slomovic</i> \$3,000 00 2013	501c(3)	PC	\$0 00	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$ 3,000 00
Birthright Israel Foundation 33 East 33rd Street, 7th Floor	501c(3)	PC	\$1,820,653 00	\$0 00	\$1,405,000 00	\$1,412,500 00	\$1,813,153 00	\$1,412,500 00	\$0 00

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			2013	2013	2013	2013	2013		
New York, NY 10016 <i>Birthright Israel NEXI</i> \$12,500,000 00 2008									
Birthright Israel Foundation 33 East 33rd Street, 7th Floor New York, NY 10016 <i>Trip Support 2013</i> \$2,500,000 00 2013	501c(3)	PC	\$0 00	\$1,250,000 00	\$0 00	\$1,250,000 00	\$ 0 00	\$0 00	\$1,250,000 00
Board of Jewish Education, Inc 520 Eighth Avenue, 15th Floor New York, NY 10018 <i>Consultation for the Community Based Jewish Teen Initiatives</i> \$500,000 00 2013	501c(3)	PC	\$0 00	\$500,000 00	\$0 00	\$85,000 00	\$415,000 00	\$0 00	\$85,000 00
The Board of Trustees of the Leland Stanford Junior University 450 Serra Mall Stanford, CA 94305 <i>Establish and provide financial support for The Concentration in Education and Jewish Studies</i> \$12,000,000 00 2010	501c(3)	PC	\$3,694,000 00	\$0 00	\$0 00	\$2,186,000 00	\$1,508,000 00	\$2,186,000 00	\$0 00
The Board of Trustees of the Leland Stanford Junior University 450 Serra Mall Stanford, CA 94305 <i>Consortium for Applied Studies in Jewish Education (CASJE) 2 0 (2013-2019)</i> \$1,528,040 00 2013	501c(3)	PC	\$0 00	\$1,528,040 00	\$0 00	\$0 00	\$1,528,040 00	\$0 00	\$0 00
Boston Jewish Music Festival, Inc 123 Gould Street Needham, MA 02494 <i>Co-Sponsor Festival - General Support</i> \$5,000 00 2013	501c(3)	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00
Brandeis Hillel Day School 655 Brotherhood Way San Francisco, CA 94132 <i>Scholarships</i> \$25,000 00	501c(3)	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00

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			2013	2013	2013	2013	2013		
2013									
Brandeis Hillel Day School 655 Brotherhood Way San Francisco, CA 94132 <i>Scholarships</i> \$10,000 00	501(c)(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
2013									
Brandeis Hillel Day School 655 Brotherhood Way San Francisco, CA 94132 <i>Scholarships for the Marin campus (\$5,000) and the San Francisco campus (\$2,500)</i> \$7,500 00	501(c)(3)	PC	\$0 00	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$ 7,500 00
2013									
Brandeis University 415 South Street Waltham, MA 02454 <i>The DeLeT-MAT Project 2010-2014</i> \$2,447,293 00	501(c)(3)	PC	\$863,974 00	\$0 00	\$0 00	\$426,008 00	\$437,966 00	\$426,008 00	\$0 00
2010									
Brandeis University 415 South Street Waltham, MA 02454 <i>IData 2012-2015</i> \$1,606,000 00	501(c)(3)	PC	\$ 567,000 00	\$0 00	-\$217,000 00	\$350 000 00	\$0 00	\$350,000 00	\$0 00
2012									
Brandeis University 415 South Street Waltham MA 02454 <i>Summer Institute for Israel Studies 2012-2014</i> \$350,000 00	501(c)(3)	PC	\$150,000 00	\$0 00	\$0 00	\$100,000 00	\$50 000 00	\$100,000 00	\$0 00
2012									
Brandeis University 415 South Street Waltham, MA 02454 <i>Hadasvah Brandeis Institute Internship Program</i> \$20,000 00	501(c)(3)	PC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
2013									
Brandeis University 415 South Street Waltham, MA 02454 <i>Brandeis Jewish Leadership Institute for</i>	501(c)(3)	PC	\$0 00	\$140,000 00	\$0 00	\$0 00	\$140,000 00	\$0 00	\$0 00

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			2013	2013	2013	2013	2013	Prior to 2013, Paid in 2013	in 2013, Paid in 2013
<i>Russian Speaking Jewish Professionals</i> \$140,000 00 2013									
Brandeis University 415 South Street Waltham, MA 02454 <i>DeLeT Program (2014-2015)</i> \$49,364 00 2013	501c(3)	PC	\$0 00	\$49,364 00	\$0 00	\$0 00	\$49,364 00	\$0 00	\$0 00
Brandeis University 415 South Street Waltham, MA 02454 <i>Summer Institute for Israel Studies (2014-2015)</i> \$150 000 00 2013	501c(3)	PC	\$0 00	\$150,000 00	\$0 00	\$0 00	\$150,000 00	\$0 00	\$0 00
Bridgespan Group 535 Boylston Street, 10th floor Boston, MA 02116 <i>Technical Assistance for Merger Talks Between Partnership for Excellence in Jewish Education and Yeshiva University School Partnership</i> \$30,000 00 2013	501c(3)	PC	\$0 00	\$30,000 00	\$0 00	\$0 00	\$30,000 00	\$0 00	\$0 00
Bridgespan Group 535 Boylston Street, 10th floor Boston MA 02116 <i>Development of a Leadership Pipeline Alliance to ensure high caliber future leadership for Jewish non-profits</i> \$35,000 00 2013	501c(3)	PC	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00	\$0 00	\$35,000 00
Bureau of Jewish Education of San Francisco, Marin County and the Peninsula 639 14th Avenue San Francisco, CA 94118 <i>BASIS implementation 2011-2012</i> \$1,495 138 00 2011	501c(3)	PC	\$0 00	\$0 00	\$92,650 00	\$92,650 00	\$0 00	\$0 00	\$92,650 00
Bureau of Jewish Education of San Francisco, Marin County and the Peninsula 639 14th Avenue	501c(3)	PC	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$15,000 00

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San Francisco, CA 94118 <i>General Support of the INCLUDE Project</i> \$15,000 00 2013									
Center for Creative Change 4115 Wisconsin Avenue, NW, Suite 102 Washington, DC 20016 <i>Moment Magazine's Jews and Science Symposium Planning Grant to be held in Palo Alto</i> \$25,000 00 2013	501c(3)	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
The Center for Jewish Campus Life Inc 5655 Mayfield Avenue Stanford, CA 94305 <i>General Support to Stanford Hillel in Honor of the Birth of Ari Kelman's Son</i> \$1,800 00 2013	501c(3)	PC	\$0 00	\$1,800 00	\$0 00	\$1,800 00	\$0 00	\$0 00	\$ 1,800 00
The Center for Jewish Campus Life Inc. 5655 Mayfield Avenue Stanford, CA 94305 <i>General support of Stanford Hillel</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Charitable Partnership Fund P O Box 13276 Portland, OR 97213 <i>Financial aid for Tivnu Building Justice's Gap Year Program</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Charitable Partnership Fund P O Box 13276 Portland, OR 97213 <i>Financial aid for Tivnu Building Justice's Gap Year Program</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Eli & Bessie Cohen Hillel Academy 6 Community Road Marblehead, MA 01945 <i>PJ Library Co-Sponsorship</i> \$15,000 00 2013	501c(3)	PC	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$15,000 00

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			2013	2013	2013	2013	2013	Prior to 2013, Paid in 2013	in 2013, Paid in 2013
Combined Jewish Philanthropies of Greater Boston, Inc. 126 High Street Boston, MA 02110 <i>H'Yadenu demonstration project to create an effective model for serving students with special learning needs in Jewish day schools</i> \$1,700,000 00 2011	501c(3)	PC	\$1,192,780 00	\$0 00	\$0 00	\$351,278 00	\$841,502 00	\$351,278 00	\$0 00
Combined Jewish Philanthropies of Greater Boston, Inc. 126 High Street Boston, MA 02110 <i>To Reach and Engage Families with Young Children on the North Shore</i> \$75,000 00 2013	501c(3)	PC	\$0 00	\$75,000 00	\$0 00	\$75,000 00	\$0 00	\$0 00	\$75,000 00
Congregation Beth Jacob 1550 Alameda de las Pulgas Redwood City, CA 94061 <i>Support of Membership Engagement work</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Congregation Emanu-El 2 Lake Street San Francisco, CA 94118 <i>General Support on the Occasion of the Rabbi Stephen Pearce Retirement Gala</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103 <i>Innovation Fund</i> \$1,250,000 00 2008	501c(3)	PC	\$500,000 00	\$0 00	\$0 00	\$250,000 00	\$250,000 00	\$250,000 00	\$0 00
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103 <i>2013 Out of Order Seder</i> \$5,000 00 2013	501c(3)	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00
Contemporary Jewish Museum 736 Mission Street	501c(3)	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00

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San Francisco, CA 94103 <i>General Support in Honor of the 17th Annual Family Gala</i> \$5,000 00 2013									
Facing History and Ourselves National Foundation, Inc. 16 Hurd Road Brookline, MA 02445-6919 <i>Facing History and Ourselves Partner Jewish Day Schools Project (2013-2018)</i> \$600,000 00 2013	501c(3)	PC	\$0 00	\$600,000 00	\$0 00	\$150,000 00	\$450,000 00	\$0 00	\$150,000 00
Foundation for Jewish Camp, Inc 253 West 35th St., 4th Floor New York, New York 10001 <i>JWent Campership</i> \$11,117,850 00 2007	501c(3)	PC	\$478,573 00	\$0 00	\$0 00	\$257,334 00	\$221,239 00	\$257,334 00	\$0 00
Foundation for Jewish Camp, Inc 253 West 35th St., 4th Floor New York, New York 10001 <i>New Specialty Camps Incubator 1</i> \$10,467,294 00 2007	501c(3)	PC	\$1,152,576 00	\$0 00	-\$175,065 00	\$935,797 00	\$ 41,714 00	\$935,797 00	\$0 00
Foundation for Jewish Camp, Inc 253 West 35th St., 4th Floor New York, New York 10001 <i>Nativ Senior Jewish Educators in Camps & Schools</i> \$1,648,000 00 2011	501c(3)	PC	\$1,069,216 00	\$0 00	\$0 00	\$367,708 00	\$701,508 00	\$367,708 00	\$0 00
Foundation for Jewish Camp, Inc. 253 West 35th St., 4th Floor New York, New York 10001 <i>Specialty Camps Incubator 2</i> \$7,200,000 00 2011	501c(3)	PC	\$5,507,302 00	\$0 00	\$0 00	\$1,584,697 00	\$3,922,605 00	\$1,584,697 00	\$0 00
Foundation for Jewish Culture 330 Seventh Avenue, 21st Floor New York, NY 10001 <i>General operating support on the occasion of the 2013 Jewish Cultural Achievement Awards</i> \$1,800 00	501c(3)	PC	\$0 00	\$1,800 00	\$0 00	\$1,800 00	\$0 00	\$0 00	\$ 1,800 00

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			2013	2013	2013	2013	2013		
2013 George Washington University 2121 I Street, NW Washington, DC 20052 <i>Experiential Education and Jewish Cultural Arts: A New Program to Prepare Educators</i> \$1,475,000.00	501c(3)	PC	\$0.00	\$1,475,000.00	\$0.00	\$103,490.00	\$1,371,510.00	\$0.00	\$103,490.00
2013 Hannah Senesh Community Day School 342 Smith Street Brooklyn, NY 11231 <i>Early childhood planning and professional development</i> \$37,500.00	501c(3)	PC	\$0.00	\$37,500.00	\$0.00	\$37,500.00	\$0.00	\$0.00	\$37,500.00
2013 Happy Shalom School, Inc. 862 28th Avenue San Francisco, CA 94121 <i>General Support</i> \$10,000.00	501c(3)	PC	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$10,000.00
2012 Hazon 125 Maiden Lane, Suite 8B New York, NY 10038 <i>Research on Jewish Outdoor, Food, and Environmental Education (JOFEE)</i> \$115,000.00	501c(3)	PC	\$57,500.00	\$0.00	\$0.00	\$57,500.00	\$0.00	\$57,500.00	\$0.00
2009 Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220 <i>JIF Education Initiative</i> \$14,992,235.00	501c(3)	PC	\$7,572,064.00	\$0.00	\$0.00	\$2,472,264.00	\$5,099,800.00	\$2,472,264.00	\$0.00
2010 Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220 <i>DeLeI Renewal</i> \$2,640,340.00	501c(3)	PC	\$701,526.00	\$0.00	\$0.00	\$667,382.00	\$34,144.00	\$667,382.00	\$0.00
2010 Hebrew Union College - Jewish Institute of Religion	501c(3)	PC	\$324,133.00	\$0.00	\$0.00	\$0.00	\$324,133.00	\$0.00	\$0.00

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3101 Clifton Avenue Cincinnati, OH 45220 <i>Del et 2013-2014</i> \$324,133 00 2012									
Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220 <i>Del et Program (2014-2015)</i> \$554,975 00 2013	501c(3)	PC	\$0 00	\$554,975 00	\$0 00	\$0 00	\$554,975 00	\$0 00	\$0 00
Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220 <i>General operating support on the occasion of the Music of the Night Tribute Dinner honoring Rabbi David Ellenson Ph.D</i> \$4,000 00 2013	501c(3)	PC	\$0 00	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$ 4,000 00
HelpHoprive Inc Two Radnor Corporate Center 100 Matsonford Road, Suite 100 Radnor PA 19087 <i>Financial Aid and Assistance for injured camper from Goldman Union Camp Institute</i> \$2,500 00 2013	501c(3)	PC	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00	\$0 00	\$ 2,500 00
Hillel The Foundation for Jewish Campus Life Charles and Lynn Schusterman International Center Arthur and Rochelle Belfer Building 800 Eighth Street, NW Washington, DC 20001-3724 <i>Senior Jewish Educator/C.I.I Initiative</i> \$10,692,432 00 2008	501c(3)	PC GROUP	\$1,081,912 00	\$0 00	\$0 00	\$1,080,828 00	\$1,084 00	\$1,080,828 00	\$0 00
Hillel The Foundation for Jewish Campus Life Charles and Lynn Schusterman International Center Arthur and Rochelle Belfer Building	501c(3)	PC GROUP	\$0 00	\$525,000 00	\$0 00	\$170,583 00	\$354,417 00	\$0 00	\$170,583 00

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800 Eighth Street, NW Washington, DC 20001-3724 <i>Transitional Financial Support</i> \$525,000 00 2013									
Hillel: The Foundation for Jewish Campus Life Charles and Lynn Schusterman International Center Arthur and Rochelle Belfer Building 800 Eighth Street NW Washington, DC 20001-3724 <i>General operating support in memory of Edgar Bronfman z"l</i> \$10,000 00 2013	501c(3)	PC GROUP	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Hold On To Your Music Inc. 2128 Duxbury Circle Los Angeles, CA 90034 <i>Help support Jewish day school students' attendance at The Children of Willesden Lane performance in Los Angeles and Chicago</i> \$18,000 00 2013	501c(3)	PC	\$0 00	\$18,000 00	\$0 00	\$18 000 00	\$0 00	\$0 00	\$18,000 00
Innovation Network, Inc. 125 K Street, NW, Suite 1050 Washington, DC 20006 <i>Assessing Networks for Social Change How Grantmakers Can Monitor and Evaluate Networks for Greater Impact</i> \$20,000 00 2013	501c(3)	PC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
Institute of Southern Jewish Life, Inc. 4915 I-55 North, Suite 100A Jackson, MS 39206 <i>Support for the Institute of Southern Jewish Life Education Fellowship (2013-2015)</i> \$250,000 00 2013	501c(3)	PC	\$0 00	\$250 000 00	\$0 00	\$125,000 00	\$125,000 00	\$0 00	\$125 000 00
Interfaithfamily.com 90 Oak Street, Fourth Floor P O Box 428 Newton Upper Falls, MA 02464 <i>Bay Area program</i>	501c(3)	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00

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			2013	2013	2013	2013	2013		
\$25,000 00 2013									
Israel Education Resource Center Inc. 85 Revere Drive Suite 1 Northbrook, IL 60062 <i>Center 2013-2015</i> \$1,950,000 00 2012	501(c)(3)	PC	\$1,700,000 00	\$0 00	\$0 00	\$650,000 00	\$1,050,000 00	\$650,000 00	\$0 00
Israel Education Resource Center Inc. 85 Revere Drive Suite 1 Northbrook, IL 60062 <i>Israel Education for North American High School Students</i> \$10,000 00 2013	501(c)(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
The Israel Institute Inc 1250 I Street NW, Suite 710 Washington, DC 20005 <i>Program Support (2014-2017)</i> \$1,420,000 00 2013	501(c)(3)	PC	\$0 00	\$1,420,000 00	\$0 00	\$0 00	\$1,420,000 00	\$0 00	\$0 00
The Jewish Communal Service Association of North America 25 Broadway Suite 1700 New York, NY 10004 <i>Consultant on Jewish Community Service Leadership</i> \$20,000 00 2013	501(c)(3)	PC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
Jewish Community Center in Manhattan 334 Amsterdam Avenue New York, NY 10023 <i>Jewish Journey Project</i> \$250,000 00 2012	501(c)(3)	PC	\$85,000 00	\$0 00	\$0 00	\$60,000 00	\$25,000 00	\$60,000 00	\$0 00
Jewish Community Center of San Francisco 3200 California St San Francisco, CA 94118 <i>General Support</i> \$15,000 00 2013	501(c)(3)	PC	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$15,000 00
Jewish Community Center of San	501(c)(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00

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Francisco 3200 California St San Francisco, CA 94118 <i>The "Jewishing" Educational Initiative</i> \$10,000 00 2013									
Jewish Community Center of San Francisco 3200 California St San Francisco, CA 94118 <i>Youth Programming</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
The Jewish Community Center of the North Shore, Inc. 4 Community Road Marblehead, MA 01945 <i>North Shore Teen Initiative</i> \$981,043 00 2008	501c(3)	PC	\$3,330 00	\$0 00	\$0 00	\$3,330 00	\$0 00	\$ 3,330 00	\$0 00
The Jewish Community Center of the North Shore, Inc. 4 Community Road Marblehead, MA 01945 <i>North Shore Teen Initiative (2012-2016)</i> \$775,000 00 2010	501c(3)	PC	\$262,604 00	\$0 00	-\$191,547 00	\$71,057 00	\$ 0 00	\$71,057 00	\$0 00
The Jewish Community Center of the North Shore, Inc. 4 Community Road Marblehead, MA 01945 <i>Educational Planning</i> \$2,000 00 2013	501c(3)	PC	\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00	\$0 00	\$ 2,000 00
The Jewish Community Center of the North Shore, Inc. 4 Community Road Marblehead, MA 01945 <i>General support of North Shore Teen Initiative</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties	501c(3)	PC	\$0 00	\$13,319 00	\$0 00	\$13,319 00	\$0 00	\$0 00	\$13,319 00

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121 Stuart Street San Francisco, CA 94105 <i>Jewish Education Challenge Grant</i> \$1,575,000 00 2010									
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties	501c(3)	PC	\$178,907 00	\$0 00	\$0 00	\$166,736 00	\$12,171 00	\$166,736 00	\$0 00
121 Stuart Street San Francisco, CA 94105 <i>Early Childhood Education Initiative - Jewish Resource Specialist</i> \$645,512 00 2010									
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties	501c(3)	PC	\$98,481 00	\$0 00	\$0 00	\$43,480 00	\$55,001 00	\$43,480 00	\$0 00
121 Stuart Street San Francisco, CA 94105 <i>PJ Library Renewal (2011-2014)</i> \$195,000 00 2011									
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties	501c(3)	PC	\$0 00	\$167,935 00	\$0 00	\$55 978 00	\$111 957 00	\$0 00	\$55,978 00
121 Stuart Street San Francisco, CA 94105 <i>JCF-NEXT Birthright Experience Pilot</i> \$167,935 00 2013									
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
121 Stuart Street San Francisco, CA 94105 <i>Interfaith Outreach and Education Fund</i> \$10,000 00 2013									
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties	501c(3)	PC	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00	\$0 00	\$ 2,500 00
121 Stuart Street San Francisco, CA 94105 <i>General Support</i> \$2,500 00									

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			2013	2013	2013	2013	2013		
2013 Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stuart Street San Francisco, CA 94105 <i>Innovation Grant staffing and Youth Impact Grant Initiatives</i> \$5,000 00 2013	501c(3)	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Stuart Street San Francisco, CA 94105 <i>North Peninsula Teen Foundation</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Jewish Community Federation of the Greater East Bay 300 Grand Avenue Oakland, CA 94610-4826 <i>PJ Library Renewal</i> \$56,000 00 2011	501c(3)	PC	\$21,840 00	\$0 00	\$0 00	\$21,840 00	\$0 00	\$21,840 00	\$0 00
Jewish Community Federation of the Greater East Bay 300 Grand Avenue Oakland, CA 94610-4826 <i>PJ Library 2012-2014</i> \$44,160 00 2012	501c(3)	PC	\$44,160 00	\$0 00	\$0 00	\$20,680 00	\$23,480 00	\$20,680 00	\$0 00
The Jewish Community High School of the Bay 1835 Ellis Street San Francisco, CA 94115 <i>Scholarships</i> \$25,000 00 2013	501c(3)	PC	\$0 00	\$25,000 00	\$0 00	\$25 000 00	\$0 00	\$0 00	\$25,000 00
The Jewish Community High School of the Bay 1835 Ellis Street San Francisco, CA 94115 <i>Scholarships</i> \$10,000 00	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00

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2013 The Jewish Community High School of the Bay 1835 Ellis Street San Francisco, CA 94115 <i>The development of the STEM center programming and increase connections between Israeli higher educational institutions and JCHS students</i> \$5,000 00 2013	501c(3)	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00
Jewish Education Service of North America, Inc. 318 West 39th Street 5th Floor New York, NY 10018 <i>General Support in honor of Devorah Silverman</i> \$1,800 00 2013	501c(3)	PC	\$0 00	\$1,800 00	\$0 00	\$1,800 00	\$0 00	\$0 00	\$ 1,800 00
Jewish Federation Council of Greater Los Angeles Goldsmith Center 6505 Wilshire Blvd Los Angeles, CA 90048 <i>High school affordability initiative</i> \$12,700,000 00 2008	501c(3)	PC	\$0 00	\$0 00	\$2,257,325 00	\$2,257,325 00	\$0 00	\$0 00	\$2,257,325 00
Jewish Federation of Silicon Valley 14855 Oka Road Los Gatos, CA 95032 <i>PJ Library 2012-2014</i> \$44,259 00 2012	501c(3)	PC	\$34,600 00	\$0 00	\$0 00	\$20,960 00	\$13,640 00	\$20,960 00	\$0 00
The Jewish Federations of North America Inc. 25 Broadway, Suite 1700 New York, NY 10004 <i>Hurricane Sandy Relief</i> \$1,000,000 00 2012	501c(3)	PC	\$1,000,000 00	\$0 00	\$0 00	\$1,000,000 00	\$0 00	\$1,000,000 00	\$0 00
Jewish Funders Network 150 West 30th Street, Suite 900 New York, NY 10001 <i>Jewish Funders Network membership renewal</i>	501c(3)	PC	\$0 00	\$15,000 00	\$0 00	\$15 000 00	\$0 00	\$0 00	\$15,000 00

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			2013	2013	2013	2013	2013		
\$15,000 00 2013									
Jewish Jumpstart 1801 Avenue of the Stars, Suite 210 Los Angeles, CA 90067-5904 <i>General Operating Support of The Sefaria Project</i> \$250,000 00 2013	501c(3)	PC	\$0 00	\$250,000 00	\$0 00	\$125,000 00	\$125,000 00	\$0 00	\$125,000 00
Jewish Partisan Educational Foundation Inc. 2107 Van Ness Avenue, Suite 302 San Francisco, CA 94109 <i>The I.-Learning Initiative</i> \$5,000 00 2013	501c(3)	PC	\$0 00	\$5 000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00
Jewish Student Connection 149 Westchester Avenue #32 Port Chester, NY 10573 <i>Expansion and Capacity Support</i> \$1 476,500 00 2010	501c(3)	PC	\$223,750 00	\$0 00	\$0 00	\$223,750 00	\$0 00	\$223,750 00	\$0 00
Jewish Student Connection 149 Westchester Avenue #32 Port Chester NY 10573 <i>Bridge Funding for Two Pilot Regions and Capacity Building Support</i> \$497,500 00 2013	501c(3)	PC	\$0 00	\$497,500 00	\$0 00	\$273,750 00	\$223,750 00	\$0 00	\$273,750 00
Jewish Teen Learning Connection Zachs Campus 333 Bloomfield Ave, Suite C West Hartford, CT 06117 <i>General Support in honor of Asher Kuyon</i> \$1,800 00 2013	501c(3)	PC	\$0 00	\$1,800 00	\$0 00	\$1,800 00	\$0 00	\$0 00	\$ 1,800 00
Jewish Theological Seminary of America 3080 Broadway New York, NY 10027 <i>JTF Education Initiative</i> \$14,999,561 00 2009	501c(3)	PC	\$6,944,092 00	\$0 00	\$0 00	\$3,404,224 00	\$3,539,868 00	\$3,404,224 00	\$0 00
Kehillah Jewish High School 3900 Fabian Way Palo Alto, CA 94303	501c(3)	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00

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<i>Scholarships</i> \$5,000 00 2013									
Kevah 748A Gilman Street Berkeley, CA 94710 <i>Teacher Training Program</i> \$250,000 00 2012	501c(3)	PC	\$20,000 00	\$0 00	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Kevah 748A Gilman Street Berkeley, CA 94710 <i>Organizational Evaluation and Planning</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Madison Jewish Day School Inc 2702 Arbor Drive Madison, WI 53711-1825 <i>General operating support</i> \$5,000 00 2013	501c(3)	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00
Mazon Inc A Jewish Response to Hunger 10495 Santa Monica Blvd , Suite 100 Los Angeles, CA 90025 <i>General Support in honor of Zoe Kress</i> \$1,800 00 2013	501c(3)	PC	\$0 00	\$1 800 00	\$0 00	\$1,800 00	\$0 00	\$0 00	\$ 1,800 00
Mechon Hadar 190 Amsterdam New York, NY 10023 <i>From Startup to Sustainability (2012-2015)</i> \$600,000 00 2012	501c(3)	PC	\$400,000 00	\$0 00	\$0 00	\$200,000 00	\$200 000 00	\$200,000 00	\$0 00
Moshe Foundation 1330 Broadway, Suite 801 Oakland, CA 94612 <i>Expanding a Proven Model for Young Adult Jewish Engagement and Education</i> \$3,500,000 00 2012	501c(3)	PC	\$0 00	\$0 00	\$750,000 00	\$750,000 00	\$0 00	\$0 00	\$750,000 00
Moving Traditions 115 West Avenue, Suite 102 Jenkintown, PA 19046 Jenkintown, PA 19046 <i>Support for the Program Evaluation of</i>	501c(3)	PC	\$0 00	\$55,000 00	\$0 00	\$0 00	\$55,000 00	\$0 00	\$0 00

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			2013	2013	2013	2013	2013	Prior to 2013, Paid in 2013	in 2013, Paid in 2013
<i>Rosh Hodesh It's a Girl Thing!</i> \$55,000 00 2013									
MyJewishLearning, Inc 377 5th Ave 2nd Floor New York, NY 10016 <i>General Support</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
National Center for Hebrew Charter School Excellence 6 East 39th Street, 10th Floor New York, NY 10016 <i>General Support Designated for use at the new San Diego Charter School</i> \$25,000 00 2013	501c(3)	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
Network for Research in Jewish Education, Inc. One West Fourth Street New York, NY 10012 <i>General Support of the 2013 NRJE Conference</i> \$2,500 00 2013	501c(3)	PC	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00	\$0 00	\$ 2,500 00
New Center for Arts and Culture 20 Ashburton Place 2nd Floor Suite 1 Boston, MA 02108 <i>Help Sustain New Center NOW Program for Young Adults</i> \$20,000 00 2013	501c(3)	PC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20 000 00
New Center for Arts and Culture 20 Ashburton Place 2nd Floor Suite 1 Boston, MA 02108 <i>General Operating Support in Honor of Jerry and Margery Somers on the Occasion of their 50th Wedding Anniversary</i> \$2,000 00 2013	501c(3)	PC	\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00	\$0 00	\$ 2,000 00
New Teacher Center 725 Front Street, Suite 400	501c(3)	PC	\$0 00	\$0 00	\$178,650 00	\$178,650 00	\$ 0 00	\$0 00	\$178,650 00

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Santa Cruz, CA 95060 <i>Jewish New Teacher Project</i> \$1,719,622 00 2008									
New York University 70 Washington Square South, 1216 New York, NY 10012 <i>Jim Joseph Foundation Graduate Student</i> <i>Fellowships</i> \$5,035,379 00 2008	501c(3)	PC	\$1,544,166 00	\$0 00	\$0 00	\$805,038 00	\$739,128 00	\$805,038 00	\$0 00
New York University 70 Washington Square South, 1216 New York, NY 10012 <i>Berman Jewish Policy Archive Jewish</i> <i>Survey Question Bank</i> \$95,000 00 2011	501c(3)	PC	\$15,000 00	\$0 00	\$0 00	\$12,860 00	\$2,140 00	\$12,860 00	\$0 00
New York University 70 Washington Square South, 1216 New York, NY 10012 <i>The Berman Jewish Policy Archive Jewish</i> <i>Survey Question Bank (2013-2018)</i> \$250,000 00 2013	501c(3)	PC	\$0 00	\$250,000 00	\$0 00	\$0 00	\$250,000 00	\$0 00	\$0 00
Pardes Institute of Jewish Studies North America Inc 5 West 37th Street, Suite 802 New York, NY 10018 <i>Pardes Educators Program Alumni</i> <i>Network</i> \$1,957,025 00 2007	501c(3)	PC	\$105,590 00	\$0 00	-\$105,590 00	\$0 00	\$0 00	\$0 00	\$0 00
Pardes Institute of Jewish Studies North America Inc 5 West 37th Street, Suite 802 New York, NY 10018 <i>Bridge Funding for the Pardes Educators</i> <i>Alumni Network Support Project</i> \$498,000 00 2012	501c(3)	PC	\$256,117 00	\$0 00	\$0 00	\$247,396 00	\$8,721 00	\$247,396 00	\$0 00
Pardes Institute of Jewish Studies North America Inc 5 West 37th Street, Suite 802 New York, NY 10018	501c(3)	PC	\$0 00	\$548,000 00	\$0 00	\$299,000 00	\$249,000 00	\$0 00	\$299,000 00

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<i>Bridge Finding and Business Planning (2013-2014)</i> \$548,000 00 2013									
Partnership for Excellence in Jewish Education Inc. 88 Broad Street 6th Floor Boston, MA 02110 <i>General Support (2012-2014)</i> \$500,000 00 2012	501c(3)	PC	\$500,000 00	\$0 00	\$0 00	\$250,000 00	\$250,000 00	\$250,000 00	\$0 00
Peninsula Temple Beth El 1700 Alameda de las Pulgas San Mateo, CA 94403 <i>For the Family Education Program to support its continuing program development</i> \$35,000 00 2013	501c(3)	PC	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00	\$0 00	\$35,000 00
Reboot, Inc. 245 Russell Street, Unit 20 Hadley, MA 01035 <i>Five Year Expansion</i> \$3,147,490 00 2008	501c(3)	PC	\$376,101 00	\$0 00	\$0 00	\$349,919 00	\$26,182 00	\$349,919 00	\$0 00
Reboot, Inc. 245 Russell Street, Unit 20 Hadley, MA 01035 <i>General support of the Idelsohn Society for Musical Preservation Project</i> \$1,000 00 2013	501c(3)	PC	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00	\$0 00	\$ 1,000 00
Regents of the University of California at Berkeley University Relations 2080 Addison Street #4200 Berkeley, CA 94720-4200 <i>Berkeley Institute for Jewish Law and Israeli Law Economy and Society at Berkeley Law</i> \$250,000 00 2012	501c(3)	PC	\$125,000 00	\$0 00	\$0 00	\$125,000 00	\$0 00	\$125,000 00	\$0 00
Regents of the University of California at Berkeley University Relations	501c(3)	PC	\$0 00	\$1,200,000 00	\$0 00	\$125,000 00	\$1,075,000 00	\$0 00	\$125,000 00

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2080 Addison Street #4200 Berkeley, CA 94720-4200 <i>Berkeley Institute for Jewish Law and Israeli Law Economy and Society</i> \$1,200,000 00 2013									
Repair the World 555 8th Avenue, Suite 1703 New York, NY 10018 <i>Platform for Jewish Service Learning</i> \$5,000,000 00 2008	501c(3)	PC	\$1,000,000 00	\$0 00	\$0 00	\$1 000,000 00	\$0 00	\$1,000,000 00	\$0 00
Repair the World 555 8th Avenue, Suite 1703 New York, NY 10018 <i>Jewish Service-Learning in Israel</i> \$215,050 00 2011	501c(3)	PC	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Repair the World 555 8th Avenue, Suite 1703 New York, NY 10018 <i>General Support</i> \$25,000 00 2013	501c(3)	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
Repair the World 555 8th Avenue, Suite 1703 New York, NY 10018 <i>General Operating Support for Repair the World (2014-2016)</i> \$3,000,000 00 2013	501c(3)	PC	\$0 00	\$3,000,000 00	\$0 00	\$0 00	\$3,000,000 00	\$0 00	\$0 00
Ronald C. Wornick Jewish Day School 800 Foster City Blvd Building 830 Foster City, CA 94404 <i>Scholarships</i> \$5,000 00 2013	501c(3)	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00
Sesame Workshop One Lincoln Plaza New York, NY 10023 <i>Shalom Sesame Educational Initiative</i> \$1,000,000 00 2009	501c(3)	PC	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
The Shalom Hartman Institute of North America	501c(3)	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00

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			2013	2013	2013	2013	2013		
One Pennsylvania Plaza, Suite 1606 New York, NY 10119 <i>Advancing Young Leadership Education in the Bay Area</i> \$5,000.00 2013									
Sixth & I Historic Synagogue 600 I Street, NW Washington, DC 20001 <i>Support for the Sixth & I's pilot program</i> \$18,000.00 2013	501c(3)	PC	\$0.00	\$18,000.00	\$0.00	\$18,000.00	\$0.00	\$0.00	\$18,000.00
The Tehiyah Day School 2603 Tassajara Ave El Cerrito, CA 94530 <i>Financial Assistance for Students Participating in the Summer Trip to Israel Program</i> \$5,000.00 2013	501c(3)	PC	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00	\$0.00	\$5,000.00
Trustees of Columbia University in the City of New York 202 Low Library 535 West 116th Street, Mail Code 4309 New York, NY 10027 <i>New Media in Jewish Studies Collaborative</i> \$250,000.00 2012	501c(3)	PC	\$140,569.00	\$0.00	\$0.00	\$120,000.00	\$20,569.00	\$120,000.00	\$0.00
Union for Reform Judaism 633 Third Avenue New York, NY 10017-6778 <i>Campaign for Youth Engagement Consultancy</i> \$194,050.00 2012	501c(3)	PC	\$194,050.00	\$0.00	\$0.00	\$194,050.00	\$0.00	\$194,050.00	\$0.00
Union for Reform Judaism 633 Third Avenue New York, NY 10017-6778 <i>Help Support Externship for HUC-JIR Students at Reform Day Schools</i> \$5,000.00 2013	501c(3)	PC	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00	\$0.00	\$5,000.00
United Jewish Appeal Federation of Jewish Philanthropies of NY Inc.	501c(3)	PC	\$1,000,000.00	\$0.00	\$0.00	\$1,000,000.00	\$0.00	\$1,000,000.00	\$0.00

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130 East 59th Street New York, NY 10022 <i>Hurricane Sandy Relief</i> \$1,000,000 00 2012									
United Synagogue of Conservative Judaism 820 Second Avenue, 10th Floor New York, NY 10017 <i>General Support of Solomon Schechter Day School Network in honor of Sylvie Legge</i> \$1,800 00 2013	501c(3)	PC	\$0 00	\$1,800 00	\$0 00	\$1,800 00	\$0 00	\$0 00	\$ 1,800 00
University Synagogue 11960 Sunset Boulevard Los Angeles, CA 90049 <i>Early childhood development school teacher training and scholarships for needy families' tuition</i> \$30,000 00 2013	501c(3)	PC	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00	\$0 00	\$30,000 00
Upstart Bay Area 560 Mission Street, Suite 1395 San Francisco, CA 94105 <i>Support of Upstart's work with educational organizations</i> \$10,000 00 2013	501c(3)	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$10,000 00
Upstart Bay Area 560 Mission Street, Suite 1395 San Francisco, CA 94105 <i>General Operating Support</i> \$5 000 00 2013	501c(3)	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$ 5,000 00
Urban Adamah 1050 Parker Street Berkeley, CA 94710 <i>General Operating Support</i> \$8,500 00 2013	501c(3)	PC	\$0 00	\$8,500 00	\$0 00	\$8,500 00	\$0 00	\$0 00	\$ 8,500 00
The Wexner Foundation 8000 Walton Parkway, Suite 110 New Albany, OH 43054 <i>Wexner Graduate Fellowship/Davidson</i>	501c(3)	PF	\$4,569,350 00	\$0 00	\$0 00	\$778,428 00	\$3,790,922 00	\$778 428 00	\$0 00

Schedule of Appropriations and Payments
Fiscal Year 2013

THE SHIMON BEN JOSEPH FOUNDATION
FORM 990-PF, PART XV
EIN 33-1114104

Recipient and/or Purpose	Tax Status	Recipient Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013	Grants Recorded Prior to 2013, Paid in 2013	Grants Recorded in 2013, Paid in 2013
<i>Scholarship Program</i> \$4,846,000 00 2012									
Yeshiva University 500 West 185th Street New York, NY 10033 <i>JJF Education Initiative</i> \$15,000,000 00 2009	501c(3)	PC	\$5,350,185 00	\$0 00	\$0 00	\$3,126,234 00	\$2,223,951 00	\$3,126,234 00	\$0 00
Yeshivat Chovevei Torah Rabbinical School Ltd 3700 Henry Hudson Parkway, Second Floor Riverdale, NY 10463 <i>Organizational Capacity Building Challenge Grant</i> \$3,000,000 00 2011	501c(3)	PC	\$0 00	\$0 00	\$1,383,677 00	\$1,233,677 00	\$ 150,000 00	\$0 00	\$1,233,677 00
Yeshivat Maharat Inc. 3700 Henry Hudson Parkway Bronx, NY 10463 <i>Educational Internship Program</i> \$20,000 00 2013	501c(3)	PC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
Yeshivat Maharat Inc. 3700 Henry Hudson Parkway Bronx, NY 10463 <i>Educational Internship Program</i> \$20,000 00 2013	501c(3)	PC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$20,000 00
Grand Totals (158 items)			\$55,841,230.00	\$15,392,733 00	\$ 5,378,100.00	\$35,780,455.00	\$40,831,608.00	\$27,553,433.00	\$ 8,227,022.00
Amounts approved for future payment during 2013			\$15,392,733 00						
Grant amounts amended during 2013			\$5,378,100 00						
Amounts set aside in 2013 and unpaid at 12/31/13			\$0 00						
Less 2013 payments of above amounts			<u>- \$8,227,022 00</u>						
Approved for future payment (Part XV Line 3b)			<u><u>\$12,543,811 00</u></u>						

**AMENDED & RESTATED
BYLAWS
OF
THE SHIMON BEN JOSEPH FOUNDATION
A California Nonprofit Public Benefit Corporation**

Adopted by the Board of Directors as of April 8, 2013.

Initial Bylaws adopted as of January 28, 2005.

First amended as of March 13, 2012.

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AMENDED & RESTATED
BYLAWS
of
THE SHIMON BEN JOSEPH FOUNDATION
A California Nonprofit Public Benefit Corporation

ARTICLE 1

NAME, OFFICE AND PURPOSES

Section 1.1. **Name.** The name of this Corporation is and shall be THE SHIMON BEN JOSEPH FOUNDATION (hereinafter, the "Corporation").

Section 1.2. **Principal Office.** The principal office of the Corporation shall be located in San Francisco, California. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

Section 1.3. **Purpose.**

(a) The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Internal Revenue Code"), including the primary purpose set forth in Section 1.3(b) and the specific purposes set forth in Section 11.5 of these Bylaws.

(b) The primary objective and purpose of this Corporation shall be to promote, encourage and provide education to Jewish young people in the United States. As used in these Bylaws, the term "education" shall be construed broadly and shall include (but not be limited to) all types of secular and religious educational experiences that will allow Jewish young people to develop leadership skills.

(c) The Corporation is empowered to exercise all rights and powers conferred by the laws of the State of California upon nonprofit corporations, including, but without limitation, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the aforementioned purposes. The sale of assets received as gifts, devises, bequests, or contributions shall constitute a proper use or application under the preceding sentence.

ARTICLE 2

NONPARTISAN ACTIVITIES AND DEDICATION OF ASSETS

Section 2.1. **No Partisan Activities.** This Corporation has been formed under the California Nonprofit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.2. **No Activities Not in Furtherance of Exempt Purposes.** The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Section 1.3 above.

Section 2.3. **Dedication of Assets.** The properties and assets of this Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the Corporation, upon dissolution or otherwise, shall inure to the benefit of any Director or officer of this Corporation or to any private person or individual.

Section 2.4. **Assets Distributed on Liquidation.** Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed exclusively for charitable or educational purposes to one or more nonprofit funds, foundations or corporations (A) which have established their tax-exempt status under Internal Revenue Code Section 501(c)(3), and (B) whose charitable purposes are substantially similar to the primary purposes of the Corporation as set forth in Section 1.3(b) of these Bylaws (each, a "Qualified Organization"), as may be determined by the Board of Directors of the Corporation. Any of such assets not so distributed shall be distributed exclusively for charitable or educational purposes to such Qualified Organizations as shall be determined by the Superior Court in the county in which the principal office of the Corporation is located.

ARTICLE 3

MEMBERSHIP

Section 3.1. **Directors are Members.** The Directors of the Corporation shall be its sole members. Any rights accruing to members under the California Nonprofit Corporation Law shall be held by the Directors, subject to the limitations imposed upon the Family Directors (herein after defined) as set forth herein.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.1. **General Powers.** Subject to the provisions of the California Nonprofit Corporation Law, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 4.2. **Number.**

(a) Directors. The Corporation shall have two (2) classes of directors, as follows: (A) the Public Class, and (B) the Family Class. Unless changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, in accordance with Article 13 of these Bylaws:

(1) the Public Class shall consist of at least five (5) but no more than ten (10) Directors, who shall be referred to herein individually as a "Public Director" and collectively as the "Public Directors." The Public Directors may vary the number of Public Directors, within the foregoing limits, by a resolution adopted by the Public Directors from time to time; and

(2) Subject to the provisions set forth in Section 4.19, the Family Class shall consist of up to three (3) Directors, who shall be referred to herein individually as a "Family Director" and collectively as the "Family Directors." Provided they meet the qualifications set forth in Section 4.3(b) of these Bylaws, Dvora Leah Joseph Davey and Joshua Solomon Joseph shall serve as the initial Family Directors. Subject to the provisions of Section 4.5(c) of these Bylaws, Dvora Leah Joseph Davey and Joshua Solomon Joseph shall each serve until her or his (A) resignation, or inability for any reason to serve, as a Family Director, or (B) removal, with or without cause, from the Board of Directors, or (C) failure to meet any of the qualifications imposed upon Family Directors as set forth in Section 4.3(b) of these Bylaws.

The Public Directors and the Family Directors shall be referred to herein individually as "Director" and collectively as "Directors."

(b) Advisory Directors. The Board may appoint non-voting, advisory directors from time to time for such terms as the Board may determine. Advisory directors, if any, may attend Board of Directors meetings as requested by and as guests of the Board of Directors, but an advisory director shall not have any voting or other rights conferred, or any of the obligations imposed, upon the Directors of the Corporation by law, these Bylaws or the Articles of Incorporation of the Corporation.

Section 4.3. **Qualifications.**

(a) Qualifications Applicable to Public Directors. No individual shall qualify to serve as a Public Director of the Corporation unless he or she meets all of the following requirements:

- (1) The individual practices the Jewish faith;
- (2) The individual is actively involved in Jewish affairs;
- (3) The individual has an interest in Jewish education; and
- (4) The individual is not an issue of the parents of Jim Joseph.

(b) Qualifications Applicable to Family Directors. No individual shall qualify to serve as a Family Director unless he or she meets all of the following requirements:

- (1) The individual is (A) a child of Jim Joseph, (B) an issue of any such child, or (C) an issue of the parents of Jim Joseph;
- (2) The individual is over the age of twenty-one (21);
- (3) The individual practices the Jewish faith;

(4) If the individual is married, the individual's spouse was born to Jewish parents or was converted to the Jewish religion in a traditional orthodox conversion and said spouse has not since converted to another religion; and

(5) If the individual has a child or children, said child or children are educated and brought up in the Jewish faith.

(c) Jewish Faith. For purposes of this Section 4.3, an individual is deemed to practice the Jewish faith if he or she attends Jewish religious services or publicly and substantially participates in the Jewish community.

(d) Determination By Public Directors Conclusive. The determination as to whether an individual qualifies to serve as a Public Director or a Family Director of the Corporation shall be made by the Public Directors, in their absolute discretion, and shall be binding and conclusive and shall not be subject to challenge in any court or in any other manner.

Section 4.4. **Election.**

(a) The Public Directors shall have the exclusive power to appoint or designate individuals to fill vacancies in the Public Class and the Family Class, subject to the qualifications set forth in Section 4.3 of these Bylaws. The Family Directors shall have no power to appoint or designate any individuals to fill any vacancy in either the Public Class or the Family Class.

(b) At the first regular Board meeting each year, the Public Directors (including those Public Directors whose term of office expires with such meeting) shall, by a majority vote, elect successor Directors to fill a vacancy or vacancies occurring on the Board on the date of such meeting. If Directors are not elected at such meeting, they may be elected, by a majority vote of the Public Directors, at any special meeting of the Board or by the unanimous written consent of the Public Directors then in office.

(c) With the goal of constituting a diverse Board, when filling Board vacancies the Directors shall consider candidates, if any, who are lay or professional leaders of national Jewish organizations, lay leaders of national religious organizations, community leaders, or prominent Jewish educators or intellectuals. So long as the assets of the Corporation include real estate or interests in businesses that own real estate, the Board shall also consider candidates, if any, who have extensive experience in the real estate industry.

Section 4.5. Terms of Office.

(a) Public Directors. Public Directors shall serve three (3) year terms. No Public Director shall serve more than nine (9) consecutive years, and a Public Director who has served nine (9) consecutive years may be re-appointed to the Board only after such Public Director has taken a leave of not less than one (1) year from service as a Director of the Corporation. The foregoing notwithstanding, the Public Directors named below may serve more than nine (9) consecutive years without taking a leave of absence but in no event shall any such Public Director be permitted to serve past June 30, 2017: Phyllis Cook, Susan Folkman, Alvin Levitt and Jerome Somers.

(b) Family Directors. Each Family Director shall serve for a six (6) year term and thereafter may serve without limitation on the number of consecutive six (6) year terms.

Each Director, including a Director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor is elected and qualified. A copy of the Articles of Incorporation and Bylaws of the Corporation, and any amendments thereto, shall be delivered to each new Director upon taking office.

Section 4.6. Duties. It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation, or by these Bylaws.

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.

(c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.

(d) Meet at such times and places as required by these Bylaws.

(e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

(f) Manage the Corporation and its assets so as to minimize the imposition of federal and state taxes on the Corporation. Specifically, the Board shall insure that:

(1) The Corporation shall not carry on any activities not permitted to be carried on by (i) an organization which is exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or (ii) an organization the contributions to which are deductible under Internal Revenue Code Section 170(c)(2).

(2) The Corporation shall not engage in any act of "self-dealing" with any "disqualified person" as defined in Internal Revenue Code Section 4941.

(3) The annual net income of the Corporation shall be distributed timely and in a manner so as to avoid the imposition of tax on undistributed income pursuant to Internal Revenue Code Section 4942.

(4) The Corporation shall not retain any "excess business holdings" as defined in Internal Revenue Code Section 4943(c).

(5) The Corporation shall not make any investments which would subject the Corporation to tax under Internal Revenue Code Section 4944.

(6) The Corporation shall not pay or incur any "taxable expenditures" as defined in Internal Revenue Code Section 4945(d).

Section 4.7. Compensation. Directors may receive such reasonable compensation for their services as members of the Board and may be reimbursed for such reasonable expenses as may be fixed or determined by resolution of the Board. A Director serving as a director, officer, employee or manager of any corporation, partnership, or other business in which the Corporation owns an interest shall also be entitled to receive reasonable compensation for his or her services rendered as Director in addition to the compensation being paid to him or her by such business. A Director who renders services to the Corporation such as an investment advisor, attorney, accountant, or other professional shall not be disqualified from rendering professional services to the Corporation and being compensated on a reasonable basis therefor in addition to any compensation that he or she otherwise is entitled to receive as Director. Neither shall a firm with which a Director is a shareholder, partner, officer, or employee be disqualified from dealing with, rendering services to, or discharging duties for the Corporation and being compensated therefor on a reasonable basis. All compensation and reimbursements contemplated by this Section 4.7, if any, shall be subject to the limitations imposed by Internal Revenue Code Section 4941, California Corporations Code Section 5233, and the Corporation's Conflict of Interest Policy, as amended from time to time.

Section 4.8. Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, or independent contractor. The provision of this Section 4.8(a) shall not apply to reasonable compensation paid to a Director as Director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4.9. Place of Meetings. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or outside the State of California which has been designated from time to time by resolution of the Board. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent of all Directors, given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone, video conference, or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

Section 4.10. Regular Meetings. Regular meetings of the Board shall be held at least twice a year, at any place designated from time to time by resolution of the Board.

Section 4.11. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board of Directors, the President, the Vice-President (if any), the Secretary, or by any two (2) Directors (at least one of whom shall be a Public Director), and such meetings shall be held at the place, within or outside the State of California, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the Corporation.

Section 4.12. Notice of Meetings. Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four-(4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or electronic mail. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. If sent by electronic mail, the notice shall be deemed to be delivered on its transmission. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to

absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 4.13. Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 4.14. Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.15. Quorum for Meeting.

(a) A quorum shall consist of a majority of the Public Directors then serving. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion that shall be entertained at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(b) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 4.12 above.

(c) The Directors present at a duly called and held meeting at which a quorum is initially present may continue to transact business, notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the Corporation.

Section 4.16. Majority Action as a Board Action. Except as otherwise provided in the Bylaws, every act or decision done or made by a majority of the then-serving Directors, at a meeting duly held at which a quorum is present, is the act of the Board, unless the Articles of Incorporation or Bylaws of the Corporation, particularly those provisions of the Bylaws that vest the power to appoint, designate and remove any Director and the power to fill all vacancies on the Board solely in the Public Directors, or provisions of the California Nonprofit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Any action or decision that is required under these Bylaws to be made or taken by the Public Directors shall be made or taken by a majority of the Public Directors then in office except as otherwise provided in these Bylaws.

Section 4.17. Conduct of Meetings. Meetings of the Board shall be presided over by the Chairman of the Board of Directors or, in the absence of the Chairman, by the President of the Corporation, or in the absence of the President, by the Vice-President (if any) of the Corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 4.18. Action by Unanimous Written Consent without Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 4.19. Vacancies.

(a) Vacancies on the Board shall exist (1) on the death, resignation or removal of any Director or (2) whenever the number of authorized Directors is increased.

(b) Any Director may resign effective upon giving written notice to the Chairman of the Board of Directors, the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation

would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General of the State of California.

(c) The Public Directors may, by a majority vote of the Public Directors then in office, declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Corporation Law and remove such Director from office. In addition, any Public Director or Family Director may be removed with cause by a majority vote of the Public Directors then in office; and any Family Director may be removed without cause by a vote of at least sixty percent (60%) of the Public Directors then in office.

(d) Any vacancy caused by the death, resignation, disqualification, removal or otherwise of any Director, or by an increase in the number of authorized Directors, or by the removal of Family Director shall be filled by a majority vote of the Public Directors. Vacancies created by the removal of a Public Director may be filled only by a majority vote of the remaining Public Directors.

(e) Notwithstanding the provision of Section 4.19(d), if Dvora Leah Joseph or Joshua Solomon Joseph vacates her or his Family Director seat or is unable to serve for any reason, the Public Directors shall have the discretion, but not the obligation, to fill the vacancy created thereby.

Section 4.20. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 4.21. Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties for such Director or officer upon the prior consent of the Chairman of the Board of Directors or the President, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 5

INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 5.1. **Right to Indemnification.**

(a) Directors and Executive Officers. The Corporation shall indemnify its Directors and executive officers to the full extent permitted by the California Nonprofit Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Law permitted the Corporation to provide prior to such amendment); provided, however, that the Corporation may limit the extent of such indemnification by individual contracts with its Directors and executive officers; and, provided, further, that the Corporation shall not be required to indemnify any Director or executive officer in connection with any proceeding (or part thereof) against the Corporation or its Directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of the Corporation, or (iii) such indemnification is provided by the Corporation, in its sole discretion, pursuant to the powers vested in the Corporation under the California Nonprofit Corporation Law.

(b) Other Officers, Employees and Other Agents. The Corporation shall have the power to indemnify its other officers, employees and other agents as set forth in the California Nonprofit Corporation Law.

(c) Good Faith. For purposes of any determination under this Bylaw, a Director or executive officer shall be deemed to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, to have had no reasonable cause to believe that his or her conduct was unlawful, if his or her action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to him or her by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or another expert selected with reasonable care by the Corporation or another enterprise. The term "another enterprise" as used in this Section 5.1 (c) shall mean any other corporation or any partnership, joint venture, trust or other enterprise, including any employee benefit plan, of which such person is or was serving at the request of the Corporation as a director, officer, employee or other agent. The provisions of this Section 5.1 (c) shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be

deemed to have met the applicable standard of conduct set forth by the California Nonprofit Corporation Law.

Section 5.2. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any Director, officer or agent of the Corporation, against any liability asserted against or incurred by the Director, officer, or agent in any such capacity or arising out of the Director, officer, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 5.1.

ARTICLE 6

OFFICERS

Section 6.1. Number of Officers. The officers of this Corporation shall be a Chairman of the Board of Directors, a President, a Secretary and a chief financial officer who shall be designated the Treasurer. The Corporation may also have, as determined by the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. One person may hold two or more offices, except neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board of Directors or the President and no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 6.2. Qualification, Election, and Term of Office. Any person over twenty-one (21) years of age may serve as officer of this Corporation. Officers shall be elected annually by the Board at the regular annual meeting of the Board. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 6.3. Subordinate Officers. The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 6.4. Removal and Resignation. Any officer may be removed, with or without cause, by the Board at any time. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or later specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The foregoing provisions of this Section shall be superseded by any conflicting terms of a contract

which has been approved or ratified by the Board relating to the employment of any officer of the Corporation.

Section 6.5. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by persons appointed by the Board. In the event of a vacancy in any office other than that of Chairman of the Board of Directors or President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6.6. Duties of the Chairman of the Board of Directors. The Chairman of the Board of Directors shall, if present, preside at all meetings of the Board of Directors. The Chairman of the Board of Directors shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 6.7. Duties of the President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. In the absence of the Chairman of the Board of Directors, the President shall preside at all Board meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

Section 6.8. Duties of the Secretary. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records as authorized by law or by these Bylaws.

(e) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request thereof, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 6.9. Duties of the Treasurer. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

(b) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request thereof.

(f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

(g) Prepare and certify, or cause to be prepared and certified, the financial statements to be included in any required reports.

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

ARTICLE 7

COMMITTEES

Section 7.1. **Executive Committee.** The Corporation shall have an Executive Committee, which will consist of at least three (3) or more of its Directors (who may also be serving as officers of this Corporation). The Executive Committee shall manage all of the assets of the Corporation and shall supervise, control, and invest all funds of the Corporation that require investment. The Executive Committee shall possess such additional powers as are delegated to it from time to time by the Board of Directors, except with respect to:

(a) The filling of vacancies on the Board or on any committee which has the authority of the Board.

(b) The fixing of compensation of the Directors for serving on the Board or on any committee.

(c) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

(e) The appointment of committees of the Board or the members, thereof.

(f) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Internal Revenue Code Section 4941, California Corporations Code Section 5233(d)(3), and the Corporation's Conflict of Interest Policy, as amended from time to time.

By a majority vote of the Directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below three (3), the number of Directors on the Executive Committee, and fill vacancies therein from the members of the Board.

An affirmative vote of a majority of the entire membership of the Executive Committee shall be necessary to approve any action. The Executive Committee shall keep regular minutes of its proceedings and cause them to be filed with the corporate records. All action by the Executive Committee shall be reported to the Board of Directors no later than the next regular Board meeting succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided no rights of third persons shall be prejudicially affected thereby.

Section 7.2. **Other Committees.** The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Section 7.3. **Meetings and Action of Committees.** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 8.1. **Execution of Instruments.** The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 8.2. **Checks and Notes.** All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall be authorized from time to time by resolution of the Board; provided that, any such instrument for an amount in excess of Five Thousand Dollars (\$5,000) shall require the signatures of two (2) persons so authorized by the Board. The Board may, from time to time by

resolution, change the monetary threshold above which said instruments require two (2) signatures.

Section 8.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 8.4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or educational purposes of this Corporation.

ARTICLE 9

CORPORATE RECORDS AND REPORTS

Section 9.1. Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of Directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

Section 9.2. Directors' Inspection Rights. Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

ARTICLE 10
FISCAL YEAR

Section 10.1. **Fiscal Year.** The fiscal year of the Corporation shall end on December 31 of each year.

ARTICLE 11
DISTRIBUTIONS

Section 11.1. The assets of the Corporation shall be held as an endowment for charitable and educational purposes; and the Board shall have the power and authority to invade the principal of such endowment as and to the extent provided by Sections 11.2 or 11.5 hereof.

Section 11.2. The Board shall distribute annually from the current net income of the Corporation (or if income is insufficient, from the principal) such amounts and at such times as will avoid imposition of tax pursuant to Internal Revenue Code Section 4942.

Section 11.3. Any current net income of the Corporation that is not distributed shall be held as "accumulated net income" for a period of ten years, and the Board may distribute any "accumulated net income" as the Board, in its discretion, shall determine, to Qualified Charities (hereinafter defined) for the primary purpose of the Corporation as set forth in Section 1.3(b) of these Bylaws.

Section 11.4. Any accumulated net income of the Corporation which is not distributed within the ten year period provided in Section 11.3 shall be added to principal.

Section 11.5. In addition to the distributions hereinabove provided, the Directors may make the following distributions if approved by a vote of not fewer than two-thirds (2/3) of the then serving Directors:

(i) all of the income, current and accumulated, and/or up to ten percent (10%) of the principal of the Corporation, determined as of the date of approval by two-thirds of the then serving Directors, may be distributed to any Qualified Charity for any charitable Jewish purposes in the United States; and

(ii) up to the entire income, current and accumulated, and/or principal of the Corporation may be distributed to any Qualified Charity for the purpose of providing aid to Jewish people in holocaust-type situations where Jewish lives are in jeopardy.

Section 11.6. For purposes of this Article 11, the term "Qualified Charity" shall mean any domestic organization that, at the time of a distribution authorized by Section 11.3 or 11.5, is an organization recognized by the Internal Revenue Service as being described in Internal Revenue Code Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a).

ARTICLE 12

CONSTRUCTION AND DEFINITIONS

Section 12.1. **Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

ARTICLE 13

AMENDMENTS

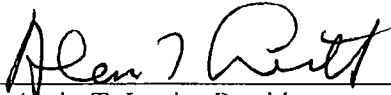
Section 13.1. **Amendments by Directors.** Neither Section 1.3(b), Section 4.2(a)(2), Section 4.3, Section 4.4, Section 4.15, Section 4.19(c), Section 4.19(d), Section 4.19(e), Article 11 nor Article 13 of these Bylaws may be amended or repealed unless approved by a vote of not fewer than two-thirds (2/3) of the then serving Directors. All other sections and articles of these Bylaws may be amended or repealed by a majority vote of the Directors then serving. A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each Director at which the amendment(s) are to be considered.

CERTIFICATE OF OFFICER

I, Alvin T. Levitt, hereby certify:

- (1) That I am the duly elected and acting President of The Shimon Ben Joseph Foundation, a California nonprofit public benefit corporation; and
- (2) That the foregoing Bylaws, consisting of twenty-one (21) pages, including this one, constitute the Amended & Restated Bylaws of said Corporation, as duly adopted by the Directors by unanimous consent effective as of April 8, 2013.

IN WITNESS WHEREOF, I have hereunto set my hand this 26 day of September, 2014.



Alvin T. Levitt, President

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

► information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

Part I only

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

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

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

04

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

MARY SEABURY

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

Telephone No. ► **530-758-9210**

Fax No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2013** or
- ☐ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	587,005.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	462,005.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	125,000.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions

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

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

0 4

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

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

MARY SEABURY

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

- I request an additional 3-month extension of time until **NOVEMBER 17, 2014**.
- For calendar year **2013**, or other tax year beginning _____, and ending _____.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return _____ Final return _____
Change in accounting period _____
- State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	587,005.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	587,005.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature *Joan Menake* Title **CPA**

Date **7/21/14**

Form 8868 (Rev. 1-2014)