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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
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OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013, or tax year beginning 06-01-2013, and ending 05-31-2014

Name of foundation BEN B AND JOYCE E EISENBERG FOUNDATION		A Employer identification number 99-0246427
Number and street (or P O box number if mail is not delivered to street address) Room/suite 12400 WILSHIRE BOULEVARD		B Telephone number (see instructions) (310) 820-1232
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90025		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 69,690,797	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	30,975	30,975		
	4 Dividends and interest from securities	289,835	289,835		
	5a Gross rents	1,095,638	1,095,638		
	b Net rental income or (loss) <u>601,916</u>				
	6a Net gain or (loss) from sale of assets not on line 10	742,603			
	b Gross sales price for all assets on line 6a <u>9,079,763</u>				
	7 Capital gain net income (from Part IV, line 2)		742,603		
	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) (attach schedule)					
11 Other income (attach schedule)	2,523,992	2,523,992			
12 Total. Add lines 1 through 11	4,683,043	4,683,043			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	449,860	224,930		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	400			
	b Accounting fees (attach schedule)	22,500			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	57,587	46,580		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	534,295	532,403		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	1,064,642	803,913		0
25 Contributions, gifts, grants paid	2,853,235			2,853,235	
26 Total expenses and disbursements. Add lines 24 and 25	3,917,877	803,913		2,853,235	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	765,166				
b Net investment income (if negative, enter -0-)		3,879,130			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	500	500	500	500	500
	2	Savings and temporary cash investments	1,468,845	1,265,535	1,265,535	1,265,535	1,265,535
	3	Accounts receivable ▶ <u>144,261</u>					
		Less allowance for doubtful accounts ▶ <u>85,000</u>	70,651	59,261	59,261	59,261	59,261
	4	Pledges receivable ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ <u>7,500</u>					
		Less allowance for doubtful accounts ▶ _____		7,500	7,500	7,500	7,500
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges		12,480	12,480	12,480	12,480
	10a	Investments—U S and state government obligations (attach schedule)	2,376,880	2,588,107	2,594,349	2,594,349	2,594,349
	b	Investments—corporate stock (attach schedule)	2,982,467	953,936	3,053,395	3,053,395	3,053,395
	c	Investments—corporate bonds (attach schedule)	1,097,331	1,086,004	1,067,122	1,067,122	1,067,122
	11	Investments—land, buildings, and equipment basis ▶ <u>9,490,296</u>					
	Less accumulated depreciation (attach schedule) ▶ <u>5,222,145</u>	4,313,481	4,268,151	9,750,000	9,750,000	9,750,000	
12	Investments—mortgage loans						
13	Investments—other (attach schedule)	3,065,905	6,112,078	6,511,586	6,511,586	6,511,586	
14	Land, buildings, and equipment basis ▶ _____						
	Less accumulated depreciation (attach schedule) ▶ _____						
15	Other assets (describe ▶ _____)	10,163,167	9,955,091	45,369,069	45,369,069	45,369,069	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,539,227	26,308,643	69,690,797	69,690,797	69,690,797	
Liabilities	17	Accounts payable and accrued expenses	19,854	23,315			
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)	95,797	96,586			
23	Total liabilities (add lines 17 through 22)	115,651	119,901				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, bldg, and equipment fund	33,998,098	33,998,098				
29	Retained earnings, accumulated income, endowment, or other funds	-8,574,522	-7,809,356				
30	Total net assets or fund balances (see page 17 of the instructions)	25,423,576	26,188,742				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,539,227	26,308,643				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	25,423,576
2	Enter amount from Part I, line 27a	2	765,166
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	26,188,742
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	26,188,742

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)
1 a	PUBLICLY TRADED SECURITIES - sched attach	P	2013-06-30	2014-05-31
b	PUBLICLY TRADED SECURITIES - sched attach	P	2011-06-30	2014-05-31
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,960,366		5,774,530	185,836
b	3,119,397		2,562,630	556,767
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			185,836
b			556,767
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	742,603
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		{ If (loss), enter -0- in Part I, line 8 }	3

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	3,019,385	59,481,377	0.05076
2011	2,813,098	57,706,593	0.04875
2010	2,796,281	57,507,736	0.04862
2009	2,822,297	56,445,936	0.05000
2008	2,848,368	56,967,367	0.05000

2	Total of line 1, column (d).	2	0.24813
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04963
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	68,000,892
5	Multiply line 4 by line 3.	5	3,374,680
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	38,791
7	Add lines 5 and 6.	7	3,413,471
8	Enter qualifying distributions from Part XII, line 4.	8	2,853,235

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 77,583, 36,321, 40,000, 76,321, 658, 1,920.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding activities. Includes questions about political influence, tax on political expenditures, and substantial contributors.

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) <input checked="" type="checkbox"/>	11	Yes	
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <input type="checkbox"/> N/A	13	Yes	
14	The books are in care of <input type="checkbox"/> RICHARD A BENDER Telephone no <input type="checkbox"/> (310) 820-1232 Located at <input type="checkbox"/> 12400 WILSHIRE BLVD 1250 LOS ANGELES CA ZIP +4 <input type="checkbox"/> 90025			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <input type="checkbox"/>	16	Yes	No

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> 20___, <input type="checkbox"/> 20___, <input type="checkbox"/> 20___, <input type="checkbox"/> 20___			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> 20___, <input type="checkbox"/> 20___, <input type="checkbox"/> 20___, <input type="checkbox"/> 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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.)	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ELLER COMMERCIAL PROPERTY MANAGEMENT 127 EAST 9TH STREET SUITE 801 LOS ANGELES, CA 90015	PROPERTY MANAGEMENT	60,000
SPEAR SECURITY 1642 N CAHUENGA BLVD 201 HOLLYWOOD, CA 90028	SECURITY SERVICES	62,352
RZ PAINTING AND WALLCOVERING CO ROBERT ZAKAS P O BOX 1062 MONROVIA, CA 91017	PAINTING CONTRACTOR	68,685

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	

Total. Add lines 1 through 3 ▶

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	12,362,079
b	Average of monthly cash balances.	1b	1,476,051
c	Fair market value of all other assets (see instructions).	1c	55,198,309
d	Total (add lines 1a, b, and c).	1d	69,036,439
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	
3	Subtract line 2 from line 1d.	3	69,036,439
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,035,547
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	68,000,892
6	Minimum investment return. Enter 5% of line 5.	6	3,400,045

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	3,400,045
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	77,583
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	77,583
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,322,462
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,322,462
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,322,462

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	2,853,235
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,853,235
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,853,235

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,322,462
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			2,636,967	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>2,853,235</u>				
a Applied to 2012, but not more than line 2a			2,636,967	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				216,268
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				3,106,194
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE SCHEDULE ATTACHED SEE SCHEDULE ATTACHED SEE SCHEDULE ATTACHE, CA 90025	UNRELATED TO ALL LISTED	PUBLIC	PROGRAMS AND FACILITIES	2,853,235
Total			3a	2,853,235
b <i>Approved for future payment</i> SEE SCHEDULE ATTACHED SEE SCHEDULE ATTACHED SCHEDULE ATTACHED, CA 90025	UNRELATED TO ALL LISTED		PROGRAMS AND FACILITIES	13,350,000
Total			3b	13,350,000

Form 990PF Part VIII Line 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
JOYCE EISENBERG-KEEFER 127 E 9TH ST SUITE 801 LOS ANGELES, CA 90015	Pres /Dir 40 00	240,000	29,860	
RICHARD A BENDER 12400 WILSHIRE BLVD 1250 LOS ANGELES, CA 90025	SECRETARY/TREAS 10 00	180,000		
RICHARD STERN 2040 FAIRBURN AVENUE LOS ANGELES, CA 90025	Director 0 00	0		
Edna Weiss 12400 Wilshire Blvd 1250 Los Angeles, CA 90025	Director 0 00	0		
Joyce Green 12400 Wilshire Blvd 1250 Los Angeles, CA 90025	Director 0 00	0		

TY 2013 Accounting Fees Schedule

Name: BEN B AND JOYCE E EISENBERG FOUNDATION

EIN: 99-0246427

Software ID: 13000170

Software Version: 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDITING FEES	22,500	0	0	0

TY 2013 Contractor Compensation Explanation**Name:** BEN B AND JOYCE E EISENBERG FOUNDATION**EIN:** 99-0246427**Software ID:** 13000170**Software Version:** 2013v4.0

Contractor	Explanation
ELLER COMMERCIAL PROPERTY MANAGEMENT	PURSUANT TO MANAGEMENT AGREEMENT
RZ PAINTING AND WALLCOVERING CO ROBERT ZAKAS	TIME AND MATERIALS
SPEAR SECURITY	CONTRACTED SERVICES

TY 2013 General Explanation Attachment

Name: BEN B AND JOYCE E EISENBERG FOUNDATION

EIN: 99-0246427

Software ID: 13000170

Software Version: 2013v4.0

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	PART XV, LINE 2A RICHARD A BENDER 12400 WILSHIRE BLVD , SUITE 1250 LOS ANGELES, CA 90025 (310) 820-1232 PART XV, LINE 2B LETTER OUTLINING SPECIFIC PURPOSE OF REQUEST, BUDGET AND OPERATING STATEMENT, INFO ABOUT THE REQUESTING ORGANIZATION, AND IRS DETERMINATION LETTER PART XV, LINE 2D GENERALLY RESTRICTED TO HEALTH AND WELFARE WITH EMPHASIS ON THE ELDERLY, CHILDREN, MEDICAL RESEARCH, AND ISRAEL

TY 2013 Investments - Land Schedule

Name: BEN B AND JOYCE E EISENBERG FOUNDATION

EIN: 99-0246427

Software ID: 13000170

Software Version: 2013v4.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Buildings	4,190,000	3,959,709	230,291	5,775,000
Improvements	1,525,296	1,262,436	262,860	
Land	3,775,000		3,775,000	3,975,000

TY 2013 Legal Fees Schedule

Name: BEN B AND JOYCE E EISENBERG FOUNDATION

EIN: 99-0246427

Software ID: 13000170

Software Version: 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	400	0	0	0

TY 2013 Other Assets Schedule**Name:** BEN B AND JOYCE E EISENBERG FOUNDATION**EIN:** 99-0246427**Software ID:** 13000170**Software Version:** 2013v4.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST RECEIVABLE	27,716	18,068	18,068
EISENBERG-CORNELL PARTNERSHIP	64,846	70,207	250,000
EISENBERG-WALD PARTNERSHIP	2,333,379	2,342,636	7,100,000
INVESTMENT IN EISENBERG NEW MART BLDG	7,736,225	7,523,179	38,000,000
MISCELLANEOUS	1,001	1,001	1,001

TY 2013 Other Expenses Schedule

Name: BEN B AND JOYCE E EISENBERG FOUNDATION

EIN: 99-0246427

Software ID: 13000170

Software Version: 2013v4.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	36,788	36,788		
OFFICE EXPENSE	1,005	503		
Rental Expenses	493,722	493,722		
TELEPHONE	2,780	1,390		

TY 2013 Other Income Schedule

Name: BEN B AND JOYCE E EISENBERG FOUNDATION

EIN: 99-0246427

Software ID: 13000170

Software Version: 2013v4.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Income from Partnerships	497,038		
New Mart Title Holding Co	2,026,954		

TY 2013 Other Liabilities Schedule

Name: BEN B AND JOYCE E EISENBERG FOUNDATION

EIN: 99-0246427

Software ID: 13000170

Software Version: 2013v4.0

Description	Beginning of Year - Book Value	End of Year - Book Value
TENANT SECURITY DEPOSITS	95,797	96,586

TY 2013 Taxes Schedule

Name: BEN B AND JOYCE E EISENBERG FOUNDATION

EIN: 99-0246427

Software ID: 13000170

Software Version: 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	32,000	32,000		
FOREIGN TAXES ON DIVIDENDS	3,573	3,573		
PAYROLL TAXES	22,014	11,007		

TY 2013

Transfers From Controlled Entities

Name: BEN B AND JOYCE E EISENBERG FOUNDATION

EIN: 99-0246427

Software ID: 13000170

Software Version: 2013v4.0

Name	US / Foreign Address	EIN	Description	Amount
EISENBERG PROPERTIES - NEW MART BLD	12400 WILSHIRE BLVD STE 1250 LOS ANGELES, CA 90025	95-4793324	Distribution of excess funds from title holding 501(c)(2) corp	2,240,000
Total				2,240,000

BEN B AND JOYCE E EISENBERG FOUNDATION
(99-0246427)
FEDERAL FORM 990PF, PART I, LINE 5b
NET RENTAL INCOME
TAX YEAR 6/1/13 TO 5/31/14

RENTAL INCOME	<u>1,095,638</u>
RENTAL EXPENSES.	
COMMISSIONS	2,111
ADVERTISING	2,043
INSURANCE	23,042
LEGAL FEES	1,830
MISCELLANEOUS	561
PEST CONTROL	6,554
REPAIR & MAINTENANCE	102,291
PROPERTY AND OTHER TAXES	133,770
TELEPHONE	2,780
UTILITIES	31,061
BAD DEBTS, UNCOLLECTIBLE RENTS	4,945
DEPRECIATION	50,655
FIRE & ALARM	1,895
OFFICE EXPENSE	3,017
OUTSIDE SERVICES	60,000
PROTECTION SERVICES	62,352
TRASH REMOVAL	4,815
TOTAL RENTAL EXPENSES	<u>493,722</u>
NET RENTAL INCOME	<u><u>601,916</u></u>

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FEDERAL FORM 990PF, PART I, LINE 23, STATEMENT 4
AND
CALIFORNIA FORM 199, PART II, LINE 17, STATEMENT 5
RENTAL EXPENSES
TAX YEAR 6/1/13 TO 5/31/14

COMMISSIONS	2,111
BAD DEBTS, UNCOLLECTIBLE RENTS	4,945
BUILDING PROMOTIONS	2,043
DEPRECIATION	50,655
INSURANCE	1,895
LEGAL FEES	23,042
FIRE & ALARM	1,830
MISCELLANEOUS	561
OFFICE EXPENSE	3,017
PROPERTY MANAGEMENT	60,000
PEST CONTROL	6,554
PROPERTY AND OTHER TAXES	133,770
PROTECTION SERVICES	62,352
REPAIR & MAINTENANCE	102,291
TELEPHONE	2,780
TRASH REMOVAL	4,815
UTILITIES	31,061
TOTAL RENTAL EXPENSES	<u>493,722</u>

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

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)
 FORM 990PF, PART I, LINE 6
 CALIFORNIA FORM 199, PART II, LINE 6
 TAX YEAR 6/1/13 TO 5/31/14

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
NORTHERN TRUST-ACCOUNT # 23-03413					
<u>SHORT TERM</u>					
AMERICAN EXPRESS CO	4/3/2013	6/4/2013	1,142 08	927 15	214 93
AMERICAN WTR WKS CO INC NEW COM	4/3/2013	6/4/2013	276 67	275 65	1 02
AMGEN INC	4/3/2013	6/4/2013	292 01	313 65	-21 64
APPLE COMPUTER INC	4/3/2013	6/4/2013	7,620 45	9,614 74	-1,994 29
C R BARD INC	4/3/2013	6/4/2013	17,363 05	16,939 85	423 20
BHP LTD SPONSORED ADR	4/3/2013	6/4/2013	131 96	133 84	-1 88
CVA CORP NCOM STK	4/3/2013	6/4/2013	8,661 21	6,805 32	1,855 89
CITRIX SYS INC	4/3/2013	6/4/2013	249 08	283 70	-34 62
COSTCO WHSL CORP NEW	4/3/2013	6/4/2013	993 30	927 60	65 70
DANAHER CORP	4/3/2013	6/4/2013	1,229 78	1,173 29	56 49
WALT DISNEY CO	4/3/2013	6/4/2013	641 86	548 90	92 96
E I DU PONT NEMOUR &	4/3/2013	6/4/2013	10,770 69	8,692 46	2,078 23
EMC CORP COM	4/3/2013	6/4/2013	8,707 60	8,866 43	-158 83
EXELON CORP	4/3/2013	6/4/2013	18,309 40	21,412 37	-3,102 97
EXPRESS SCRIPTS HLDG CO	4/3/2013	6/4/2013	18,686 68	16,034 07	2,652 61
EXXON MOBILE CORP	4/3/2013	6/4/2013	1,087 30	1,098 06	-10 76
GILEAD SCIENCES INC	5/6/2013	6/4/2013	11,885 51	12,437 01	-551 50
GOOGLE INC CL A	10/8/2012	6/4/2013	856 73	757 84	98 89
HOME DEPOT INC	4/3/2013	6/4/2013	1,534 06	1,308 64	225 42
#REORG / INTERCONTINEN NAME CHANGE INTERCONI 2R1HAZ1	6/7/2012	6/4/2013	19,964 81	15,268 91	4,695 90
INTL BUSINESS MACHINES	10/8/2012	6/4/2013	411 73	419 80	-8 07
J P MORGAN CHASE & CO	4/3/2013	6/4/2013	1,241 77	1,009 91	231 86
MERCK & CO INC	3/14/2013	6/4/2013	17,153 10	14,953 11	2,199 99
METLIFE INC	2/26/2013	6/4/2013	20,539 89	16,551 73	3,988 16
NATIONAL - OILWELL INC	4/3/2013	6/4/2013	487 83	527 09	-39 26
NIKE INC CLASS B	4/3/2013	6/4/2013	375 73	331 17	44 56
NORFOLK SOUTHN CORP COM	4/3/2013	6/4/2013	922 83	840 44	82 39
NUCOR CORP	4/3/2013	6/4/2013	449 89	403 98	45 91
OMNICOM GROUP	4/3/2013	6/4/2013	617 38	558 05	59 33
ORACLE CORPORATION	4/3/2013	6/4/2013	783 69	729 53	54 16
PFIZER INC	12/4/2012	6/4/2013	41,314 10	35,889 70	5,424 40
PRECISION CASTPARTS CORP	4/3/2013	6/4/2013	9,166 15	6,882 40	2,283 75
RIO TINTO PLC	5/29/2013	6/4/2013	8,522 81	11,134 95	-2,612 14
ST JUDE MEDICAL INC	4/3/2013	6/4/2013	16,285 21	16,486 06	-200 85
SCHLUMBERGER LTD ISIN #AN8068571086	4/3/2013	6/4/2013	437 09	441 06	-3 97
SIMON PPTY GROUP INC NEW	4/3/2013	6/4/2013	331 47	323 38	8 09
STARBUCKS CORP COM	8/10/2012	6/4/2013	25,573 55	18,373 98	7,199 57
UNITEDHEALTH GROUP INC	4/3/2013	6/4/2013	9,946 61	8,366 63	1,579 98
V F CORP	4/3/2013	6/4/2013	1,116 24	990 10	126 14
VERIZON COMMUNICATIONS	4/3/2013	6/4/2013	339 29	335 59	3 70
WELLS FARGO & CO NEW	4/3/2013	6/4/2013	1,214 38	1,088 28	126 10
EATON CORP PLC COM USD0 50	12/3/2012	6/4/2013	23,092 85	18,139 05	4,953 80
#REORG / NOBLE STOCK MERGER NOBLE CO 2R1JA21 EFF 11-20	4/3/2013	6/4/2013	21,029 86	19,512 78	1,517 08
BRISTOL MYERS SQUIBB CO	6/4/2013	6/7/2013	12,194 86	12,082 48	112 38
WILLIS GROUP HOLDINGS COM USD0 000115 (NEW)	5/29/2013	6/10/2013	10,431 86	9,505 08	926 78
WILLIS GROUP HOLDINGS COM USD0 000115 (NEW)	11/9/2012	6/11/2013	702 22	611 12	91 10
FRESENIUS MED CARE AG &	5/29/2013	6/14/2013	4,479 58	4,285 39	194 19
BHP BILLITON PLC - ADR	5/29/2013	6/18/2013	6,309 75	6,747 38	-437 63
#REORG / CSL LTD-UNSPON ADR MAND EXCH CSL LTD 2W1AAW1	5/29/2013	6/19/2013	5,546 89	4,938 48	608 41
AUTOLIV INC	5/29/2013	6/24/2013	10,327 45	8,495 13	1,832 32
ADR ICAP PLC SPONSORED ADR REPSTG 2 ORD SH ADR	5/29/2013	6/26/2013	665 53	665 26	0 27
MFN NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	5/28/2013	7/1/2013	37,810 02	41,149 83	-3,339 81
UNITED STATES TREAS NTS NT 375 DUE 06-30-2013 REG	1/29/2013	7/1/2013	50,000 00	50,052 90	-52 90
BANK N S HALIFAX COM STK	6/4/2013	7/2/2013	10,231 71	10,933 45	-701 74
ACCENTURE PLC SHS CL A NEW	6/4/2013	7/2/2013	16,320 34	18,423 32	-2,102 98
BANK N S HALIFAX COM STK	6/4/2013	7/3/2013	2,056 94	2,209 35	-152 41
BG PLC ADR FIN INST N	5/29/2013	7/5/2013	4,557 63	4,919 69	-362 06
BANK N S HALIFAX COM STK	6/4/2013	7/5/2013	4,816 70	5,211 80	-395 10
BANK N S HALIFAX COM STK	6/4/2013	7/8/2013	3,003 38	3,229 05	-225 67
UNITED STATES TREAS NTS	9/20/2013	7/10/2013	34,060 98	34,927 15	-866 17
ADR PETROFAC LTD ADS	7/10/2013	7/11/2013	14,055 20	16,774 89	-2,719 69
ADR SUBSEA 7 S A SPONSORED ADR	5/29/2013	7/11/2013	4,673 68	5,742 12	-1,068 44
ADR PUBLICIS S A NEW SPONSORED ADR	5/29/2013	7/30/2013	488 26	474 93	13 33
ADR PUBLICIS S A NEW SPONSORED ADR	5/31/2013	7/31/2013	2,944 27	2,851 25	93 02
BLACKROCK INC CL A	6/4/2013	8/1/2013	11,982 46	11,634 00	348 46
DIGITAL RLTY TR INC COM	6/4/2013	8/1/2013	7,329 64	7,935 56	-605 92

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)
 FORM 990PF, PART I, LINE 6
 CALIFORNIA FORM 199, PART II, LINE 6
 TAX YEAR 6/1/13 TO 5/31/14

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
AGRIUM INC	11/9/2012	8/2/2013	6,556 09	8,113 55	-1,557 46
AKZO N V SPONSORED ADR 00	7/10/2013	8/2/2013	8,269 15	7,500 80	768 35
ADR ARKEMA SPONSORED ADR	5/29/2013	8/2/2013	8,194 25	7,363 58	830 67
BASF AG SPONSORED ADR 00	7/10/2013	8/2/2013	5,777 18	5,166 20	610 98
BAIDU COM INC SPONSORED ADR SHS	5/29/2013	8/2/2013	10,256 22	8,243 11	2,013 11
BANK N S HALIFAX COM STK	7/10/2013	8/2/2013	11,494 14	10,925 81	568 33
BAYER A G 00	6/12/2013	8/2/2013	12,741 33	11,612 41	1,128 92
BLACKROCK INC CL A	6/4/2013	8/2/2013	7,701 96	7,479 00	222 96
ADR BRAMBLES LTD ADR	7/10/2013	8/2/2013	8,357 73	7,945 80	411 93
ADR BUNZL PLC SPONSORED ADR NEW TO SEC # 2014278 E	7/10/2013	8/2/2013	9,434 52	7,852 80	1,581 72
CNOOC LTD SPND ADR 00	5/29/2013	8/2/2013	4,003 27	4,400 30	-397 03
CANON INC ADR REPSTG 5 SHS	5/29/2013	8/2/2013	4,080 20	4,307 05	-226 85
CENOVUS ENERGY INC COM	5/29/2013	8/2/2013	3,932 37	4,452 06	-519 69
CHINA MOBILE HONG KONG LTD SPONSORED ADR	7/10/2013	8/2/2013	16,017 42	15,866 23	151 19
ADR CIELO S A SPONSORED	5/29/2013	8/2/2013	9,187 68	8,160 22	1,027 46
CORUS ENTMT INC CL B NON	5/29/2013	8/2/2013	5,573 06	5,437 82	135 24
CREDIT SUISSE GROUP SPONSORED ADR	5/29/2013	8/2/2013	3,542 33	2,547 40	994 93
ADR DAIHATSU MTR CO LTD	5/29/2013	8/2/2013	13,303 61	11,839 45	1,464 16
ADR DEUTSCHE BOERSE ADR	5/29/2013	8/2/2013	6,227 54	4,719 99	1,507 55
DIGITAL RLTY TR INC COM	6/4/2013	8/2/2013	4,821 82	5,211 41	-389 59
ENBRIDGE INC COM	5/29/2013	8/2/2013	6,931 45	7,140 44	-208 99
ERICSSON L M TEL CO ADR CL	7/10/2013	8/2/2013	8,894 23	7,191 05	1,703 18
EXPERIAN PLC	5/29/2013	8/2/2013	5,758 94	5,055 67	703 27
FANUC CORPORATION	7/10/2013	8/2/2013	17,809 72	17,279 72	530 00
ADR GIVAUDAN SA ADR	7/10/2013	8/2/2013	12,910 23	9,431 84	3,478 39
ADR GRUPO FINANCIERO BANORTE S A B DE C	5/29/2013	8/2/2013	10,309 60	11,884 21	-1,574 61
ADR HENKEL AG & CO KGAA	7/15/2013	8/2/2013	12,529 60	12,188 85	340 75
ADR ICAP PLC SPONSORED ADR REPSTG 2 ORD SH ADR	5/29/2013	8/2/2013	5,987 91	5,097 29	890 62
ADR ICICI BK LTD	5/29/2013	8/2/2013	8,950 05	12,503 74	-3,553 69
ADR IND & COMM BK OF-UNSPON ADR ADR IND & CO	5/29/2013	8/2/2013	15,895 28	16,954 87	-1,059 59
ADR JARDINE MATHESON HLDGS LTE ADR	7/10/2013	8/2/2013	20,268 01	24,986 18	-4,718 17
#REORG/KONINKLIJKE AHOLD	7/10/2013	8/2/2013	11,352 07	9,093 27	2,258 80
ADR L OREAL CO ADR	7/10/2013	8/2/2013	12,566 15	9,876 11	2,690 04
LINDE AG-SPONSORED ADR	7/10/2013	8/2/2013	16,272 29	14,618 63	1,653 66
ADR MINDRAY MED INTL LTD	7/10/2013	8/2/2013	13,452 76	12,346 67	1,106 09
NESTLE S A SPONSORED ADR	7/10/2013	8/2/2013	8,269 16	7,565 96	703 20
NEW GOLD INC CDA COM	5/29/2013	8/2/2013	5,840 71	8,728 41	-2,887 70
ADR NOKIAN TYRES OYJ ADR	5/29/2013	8/2/2013	11,692 35	11,494 78	197 57
ADR NORDEA BK AB SWEDEN	7/10/2013	8/2/2013	12,106 99	9,568 21	2,538 78
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	5/28/2013	8/2/2013	69,900 00	74,689 70	-4,789 70
MFB NORTN FUNDS EMERGING MKTS EQTY EQTY IN	7/8/2013	8/2/2013	299,362 25	312,545 00	-13,182 75
ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	7/10/2013	8/2/2013	12,479 33	11,299 22	1,180 11
ADR PARTNER COMMUNICATIONS CO LTD ADR ISIN US70211M10	5/29/2013	8/2/2013	16,031 03	11,663 88	4,367 15
ADR PERNO RICHARD S A ADR	7/10/2013	8/2/2013	7,478 07	6,745 36	732 71
ADR PUBLICIS S A NEW SPONSORED ADR	5/31/2013	8/2/2013	15,918 26	14,472 76	1,445 50
ADR REED ELSEVIER P L C	7/10/2013	8/2/2013	15,767 99	14,038 66	1,729 33
ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US7711	7/10/2013	8/2/2013	19,071 73	15,424 36	3,647 37
ADR SABMILLER PLC SPONSORED ADR	5/29/2013	8/2/2013	18,343 67	18,414 27	-70 60
ADR SAFRAN ADR EURO CO	7/10/2013	8/2/2013	12,920 59	8,895 07	4,025 52
SANOFI-AVENTIS SPONSORED	7/10/2013	8/2/2013	26,704 82	26,054 70	650 12
SAP AKTIENGESSELLSCHAFT SPONSORED ADR	5/29/2013	8/2/2013	3,137 96	2,911 92	226 04
ADR SBERBANK RUSSIA SPONSORED ADR	7/10/2013	8/2/2013	11,136 63	11,223 23	-86 60
ADR SCHNEIDER ELEC SA ADR	7/10/2013	8/2/2013	19,213 05	16,265 04	2,948 01
SGS SA HLDG SA ADR ADR	5/29/2013	8/2/2013	11,488 54	10,553 08	935 46
SILVER WHEATON CORP COM	5/29/2013	8/2/2013	6,782 43	10,472 05	-3,689 62
SODEXO	7/10/2013	8/2/2013	10,237 35	8,957 99	1,279 36
ADR SOFTBANK CORP ADR	7/10/2013	8/2/2013	2,748 20	2,145 04	603 16
ADR SONOVA HLDG AG UNSP	7/10/2013	8/2/2013	11,863 18	12,296 27	-433 09
ADR SVENSKA CELLULOSA AKTIEBOLAGET SCA SPONSORED	5/29/2013	8/2/2013	12,377 67	8,817 37	3,560 30
TOSHIBA CORP ADR	7/17/2013	8/2/2013	10,447 02	12,190 68	-1,743 66
TOYOTA MOTOR CORP SP ADR	7/10/2013	8/2/2013	21,026 00	16,232 71	4,793 29
ADR TULLOW OIL PLC ADR ADR	5/29/2013	8/2/2013	3,894 20	5,140 97	-1,246 77
ADR TURKIYE GARANTI BANKASI A A SPONSORED ADR	5/29/2013	8/2/2013	8,889 50	12,254 21	-3,364 71
ADR UNICHARM CORP SPONSORED ADR	7/10/2013	8/2/2013	11,278 47	12,892 31	-1,613 84
UNILEVER N V	7/10/2013	8/2/2013	10,454 53	9,411 80	1,042 73
ADR UNITED OVERSEAS BK LTD SPONSORED ADR ISIN #US91127	5/29/2013	8/2/2013	6,723 48	6,148 77	574 71
ADR VOLKSWAGEN A G SPONSORED ADR REPSTG PREF	6/17/2013	8/2/2013	20,228 31	19,329 27	899 04
AON PLC COM	7/10/2013	8/2/2013	16,409 81	15,514 56	895 25
ACCENTURE PLC SHS CL A NEW	5/29/2013	8/2/2013	5,356 71	4,779 70	577 01
CHECK POINT SOFTWARE TECH	7/10/2013	8/2/2013	27,680 28	22,145 96	5,534 32
ADR ASML HLDG NV NY REG 2012 (POST REV SPLIT)	7/10/2013	8/2/2013	16,397 41	12,598 84	3,798 57
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	5/28/2013	8/2/2013	67,037 00	67,954 67	-917 67
CREDIT SUISSE GROUP SPONSORED ADR	8/16/2012	8/15/2013	30 58	17 52	13 06
UNITED STATES TREAS NTS DTD 00307 75% DUE 08/15/2	12/27/2012	8/15/2013	50,000 00	50,225 75	-225 75
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CO	8/2/2013	8/20/2013	293 00	299 81	-6 81
MFC FLEXSHARES TR MORNINGSTAR DEVELOPED MARK	8/8/2013	8/20/2013	25,682 77	25,881 20	-198 43

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MFB NORTHN FDS SMALL CAP INDEX FD	5/28/2013	8/20/2013	16,343 30	14,821 22	1,522 08
MFO VANGUARD INFLATION	8/2/2013	8/20/2013	24,886 20	26,961 17	-2,074 97
ABBVIE INC COM USD0 01	6/4/2013	8/21/2013	16,540 15	16,901 67	-361 52
ANALOG DEVICES INC	6/4/2013	8/21/2013	27,412 60	26,950 14	462 46
APPLE COMPUTER INC	7/2/2013	8/21/2013	13,091 55	10,840 92	2,250 63
AUTOMATIC DATA PROCESSING	6/4/2013	8/21/2013	41,684 95	39,907 86	1,777 09
BCE INC COM NEW	6/4/2013	8/21/2013	25,558 65	28,077 02	-2,518 37
BAXTER INTL INC	6/4/2013	8/21/2013	24,253 60	23,773 46	480 14
BLACKROCK INC CL A	6/4/2013	8/21/2013	3,704 05	3,878 00	-173 95
BRISTOL MYERS SQUIBB CO	6/4/2013	8/21/2013	31,637 68	35,547 68	-3,910 00
CISCO SYS INC	6/4/2013	8/21/2013	26,173 12	24,369 95	1,803 17
COCA COLA CO	6/4/2013	8/21/2013	1,845 69	1,937 29	-91 60
CULLEN FROST BANKERS INC	7/8/2013	8/21/2013	19,887 51	19,087 04	800 47
EMERSON ELECTRIC CO	6/4/2013	8/21/2013	27,587 18	24,638 39	2,948 79
ARTHUR J GALLAGER & CO	6/4/2013	8/21/2013	15,682 82	15,718 13	-35 31
GENERAL ELECTIC CO	6/4/2013	8/21/2013	16,996 86	16,761 51	235 35
GENUINE PARTS CO	6/4/2013	8/21/2013	20,531 58	19,885 53	646 05
GLAXO PLC ADR	6/4/2013	8/21/2013	25,751 87	25,588 69	163 18
HCP, INC	6/4/2013	8/21/2013	30,717 42	35,635 53	-4,918 11
HEALTH CARE REIT INC COM	6/4/2013	8/21/2013	32,795 90	36,300 96	-3,505 06
INTEL CORP	6/7/2013	8/21/2013	27,611 37	31,386 32	-3,774 95
JOHNSON & JOHNSON	6/4/2013	8/21/2013	52,506 13	49,534 90	2,971 23
KIMBERLY CLARK CORP	6/4/2013	8/21/2013	39,706 10	40,958 40	-1,252 30
KINDER MORGAN INC DEL COM	6/4/2013	8/21/2013	41,609 75	42,673 78	-1,064 03
KRAFT FOODS GROUP INC COM	6/4/2013	8/21/2013	41,127 52	42,638 07	-1,510 55
MATTEL INC	6/4/2013	8/21/2013	35,084 85	37,565 67	-2,480 82
MC DONALDS CORP COMMON	6/4/2013	8/21/2013	26,383 60	27,087 03	-703 43
NATIONAL RETAIL PPTYS INC COM STK	6/4/2013	8/21/2013	18,123 16	20,201 63	-2,078 47
NEXTERA ENERGY INC COM	6/4/2013	8/21/2013	14,412 40	13,596 39	816 01
ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	6/4/2013	8/21/2013	33,702 02	32,459 84	1,242 18
ONEOK INC NEW	6/4/2013	8/21/2013	41,963 03	36,459 56	5,503 47
PAYCHEX INC	8/2/2013	8/21/2013	10,919 64	11,212 83	-293 19
PHILIP MORRIS INTERNATIONAL	6/4/2013	8/21/2013	20,898 30	22,617 84	-1,719 54
PROCTER & GAMBLE CO	6/4/2013	8/21/2013	21,175 89	20,474 91	700 98
QUALCOMM INC	6/7/2013	8/21/2013	4,935 71	4,617 81	317 90
RLTY INC CORP COM	6/4/2013	8/21/2013	11,736 09	12,625 00	-888 91
SOUTHERN CO	6/4/2013	8/21/2013	29,008 69	30,473 54	-1,464 85
TUPPERWARE CORP	6/4/2013	8/21/2013	14,427 82	14,094 70	333 12
US BANCORP	4/3/2013	8/21/2013	699 56	651 55	48 01
UNITED TECHNOLOGIES CORP	6/4/2013	8/21/2013	5,489 07	5,061 66	427 41
VENTAS INC COM	6/4/2013	8/21/2013	12,300 28	14,152 00	-1,851 72
WILLIAMS COMPANY INC COMMON STOCK \$1 PAR	6/4/2013	8/21/2013	41,248 36	40,940 72	307 64
MFC FLEXSHARES TR IBOX 5 YR TARGET DURATION TIPS IN	8/20/2013	8/27/2013	79,248 59	79,059 80	188 79
UNITED STATES TREAS NTS US TREASURY T-NOTE 3 125% DUE	11/9/2012	9/30/2013	50,000 00	51,281 42	-1,281 42
UNITED STATES TREAS NTS 2 75% DUE 10-31-2013 REG	11/9/2012	10/16/2013	50,046 71	51,218 92	-1,172 21
UNITED STATES TREAS NTS DTD 03-15-2011 1 25% DUE O	11/9/2012	10/17/2013	50,232 25	50,675 95	-443 70
UTD STATES TREAS 1 25% DUE 02-15-2014 02-15-2014 REG	11/9/2012	10/17/2013	50,185 38	50,642 75	-457 37
UNITED STATES TREAS NTS DTD 01/30/2012 25% DUE 04	8/14/2013	10/18/2013	50,034 99	50,047 04	-12 05
MFC FLEXSHARES TR MORNINGSTAR DEVELOPED MARK	8/8/2013	11/4/2013	30,639 97	28,789 20	1,850 77
MFO DFA INVT DIMENSIONS	8/2/2013	11/5/2013	27,229 00	25,785 00	1,444 00
MFO DFA US SMALL CAP PORTFOLIO 6-10 SMALL CO PO	8/20/2013	11/5/2013	7,556 00	7,027 62	528 38
MOLEX INC	10/4/2013	12/6/2013	9,515 28	7,335 15	2,180 13
UNITED STATES TREAS NTS DTD 00323 75% DUE 12-15-2	12/27/2012	12/16/2013	25,000 00	25,130 94	-130 94
AT&T INC	6/4/2013	12/23/2013	380 04	391 60	-11 56
ABBVIE INC COM USD0 01	10/4/2013	12/23/2013	105 50	90 35	15 15
ALTRIA GROUP INC	6/4/2013	12/23/2013	493 08	470 73	22 35
AMERICAN ELECTRIC POWER	10/4/2013	12/23/2013	139 85	128 68	11 17
ANALOG DEVICES INC	6/4/2013	12/23/2013	100 58	91 98	8 60
ANNALY MTG MGMT INC COM	10/4/2013	12/23/2013	3,760 63	4,096 73	-336 10
H & R BLOCK INC	8/21/2013	12/23/2013	114 36	115 68	-1 32
BOEING CO COM	10/4/2013	12/23/2013	411 45	338 62	72 83
CARDINAL HEALTH INC	10/4/2013	12/23/2013	134 02	104 41	29 61
CINCINNATI FINANCIAL CORP CISCO SYS INC	10/4/2013	12/23/2013	156 27	142 37	13 90
CISCO SYS INC	10/4/2013	12/23/2013	150 43	153 74	-3 31
CLOROX CO	8/21/2013	12/23/2013	92 66	84 14	8 52
COMMERCIAL METALS COMPANY	10/4/2013	12/23/2013	136 92	112 27	24 65
CONOCOPHILLIPS	10/4/2013	12/23/2013	418 18	409 74	8 44
CORRECTIONS CORP AMER NEW	10/4/2013	12/23/2013	97 49	104 96	-7 47
DELUXE CORP	8/21/2013	12/23/2013	51 55	42 76	8 79
DIAMOND OFFSHORE DRILLING	8/21/2013	12/23/2013	166 51	192 22	-25 71
DOW CHEMICAL CO	10/4/2013	12/23/2013	264 90	231 51	33 39
E I DU PONT DE NEMOURS &	10/4/2013	12/23/2013	251 06	232 16	18 90
FEDERATED INVS INC PA CL B	8/21/2013	12/23/2013	112 76	110 56	2 20
ARTHUR J CALLAGER & CO	10/4/2013	12/23/2013	92 32	87 14	5 18
GAMESTOP CORP CL A COM	10/4/2013	12/23/2013	198 98	196 62	2 36
GANNETT INC	10/4/2013	12/23/2013	85 59	77 38	8 21

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GREENHILL & CO INC COM	8/21/2013	12/23/2013	115 27	98 37	16 90
HAWAIIAN ELEC INDS INC COM	8/21/2013	12/23/2013	104 03	100 64	3 39
HOLLYFRONTIER CORP COM	8/21/2013	12/23/2013	147 60	137 37	10 23
HOME DEPOT INC	10/4/2013	12/23/2013	725 16	674 90	50 26
HOSPITALITY PPTYS TR COM SH BEN INT	10/4/2013	12/23/2013	54 32	55 15	-0 83
IRON MOUNTAIN INC	12/11/2013	12/23/2013	120 72	116 14	4 58
J P MORGAN CHASE & CO	10/4/2013	12/23/2013	757 76	677 17	80 59
LEGETT & PLATT INC	10/4/2013	12/23/2013	92 71	88 73	3 98
ELI LILLY & CO	8/21/2013	12/23/2013	152 55	158 34	-5 79
LINEAR TECHNOLOGY	10/4/2013	12/23/2013	135 18	117 95	17 23
LOCKHEED MARTIN CORP	8/21/2013	12/23/2013	145 51	123 74	21 77
M D C HLDGS INC	8/21/2013	12/23/2013	94 70	89 48	5 22
MERCK & CO INC	10/4/2013	12/23/2013	49 43	48 23	1 20
MERCURY GEN CORP NEW COM	8/21/2013	12/23/2013	49 62	43 80	5 82
MICROSOFT CORP COM	6/4/2013	12/23/2013	586 87	559 20	27 67
NEW YOURK COMMUNITY BANCORP INC COM	10/4/2013	12/23/2013	66 44	61 72	4 72
NORTHROP GRUMMAN CORP	8/21/2013	12/23/2013	225 80	188 87	36 93
NUCOR CORP	8/21/2013	12/23/2013	9,184 36	8,069 60	1,114 76
OMEGA HEALTHCARE INVS INC REIT	10/4/2013	12/23/2013	90 13	90 32	-0 19
PACKAGING CORP AMER	8/21/2013	12/23/2013	62 44	53 63	8 81
PAYCHEX INC	8/1/2013	12/23/2013	90 80	80 48	10 32
PEOPLES UTD FINL INC COM	8/21/2013	12/23/2013	29 67	29 58	0 09
PEPCO HOLDINGS INC	8/21/2013	12/23/2013	56 79	57 03	-0 24
PFIZER INC	10/4/2013	12/23/2013	485 80	460 21	25 59
PHILIP MORRIS INTERNATIONAL	6/4/2013	12/23/2013	170 58	183 14	-12 56
PIEDMONT OFFICE REALTY TRU-A	10/4/2013	12/23/2013	68 12	69 99	-1 87
RAYTHEON CO NEW	8/21/2013	12/23/2013	267 84	228 87	38 97
REGAL ENTMT GROUP CL A CL	10/4/2013	12/23/2013	98 00	93 74	4 26
STAPLES INC	10/4/2013	12/23/2013	79 60	72 40	7 20
SYSCO CORP	8/21/2013	12/23/2013	4,552 42	4,052 50	499 92
TECO ENERGY INC COM	8/21/2013	12/23/2013	102 12	100 20	1 92
UNITED PARCEL SERVICE INC CL B	10/4/2013	12/23/2013	414 36	354 68	59 68
VAL NATL BANCORP COM	8/21/2013	12/23/2013	60 30	63 72	-3 42
VECTREN CORP	8/21/2013	12/23/2013	140 96	134 84	6 12
VERIZON COMMUNICATIONS	8/21/2013	12/23/2013	10,208 97	10,023 83	185 14
WELLS FARGO & CO NEW	8/21/2013	12/23/2013	409 04	381 87	27 17
WESTERN UNION CO	10/4/2013	12/23/2013	85 35	91 60	-6 25
WINDSTREAM HLDGS INC COM	10/4/2013	12/23/2013	3,660 76	3,518 65	142 11
ACCENTURE PLC SHS CL A NEW	10/4/2013	12/23/2013	324 50	292 34	32 16
SEADRILL LTD COM STK	10/4/2013	12/23/2013	118 53	135 64	-17 11
SEAGATE TECHNOLOGY PLC COM USD0 00001	8/21/2013	12/23/2013	111 66	79 52	32 14
GARMIN LTD COMMON STOCK	10/4/2013	12/23/2013	92 12	87 43	4 69
LYONDELLBASELL IND N V COM USD0 01 CL 'A'	10/4/2013	12/23/2013	155 88	143 52	12 36
AFLAC INC	8/21/2013	1/7/2014	5,849 89	5,347 80	502 09
AT&T INC	10/4/2013	1/7/2014	32,135 05	32,059 76	75 29
ABBVIE INC COM USD0 01	6/4/2013	1/7/2014	7,704 94	6,664 83	1,040 11
ALTRIA GROUP INC	10/4/2013	1/7/2014	40,098 27	38,283 95	1,814 32
AMERICAN ELECTRIC POWER	8/21/2013	1/7/2014	12,007 03	11,041 77	965 26
ANALOG DEVICES INC	6/4/2013	1/7/2014	8,618 06	8,002 26	615 80
APPLE COMPUTER INC	7/2/2013	1/7/2014	14,062 11	10,840 91	3,221 20
ARCHER DANIELS MIDLAND CO	12/23/2013	1/7/2014	10,198 12	10,276 79	-78 67
BANK OF HAWAII CORPORATION	8/21/2013	1/7/2014	7,789 01	7,295 05	493 96
BLACKROCK INC CL A	6/4/2013	1/7/2014	16,785 60	14,681 00	2,104 60
H & R BLOCK INC	10/4/2013	1/7/2014	10,533 71	10,699 78	-166 07
BOEING CO COM	8/21/2013	1/7/2014	34,839 42	25,836 64	9,002 78
CVR ENERGY INC COM STK	12/23/2013	1/7/2014	9,772 17	9,664 48	107 69
CA INC COM	12/23/2013	1/7/2014	12,372 58	11,054 86	1,317 72
CARDINAL HEALTH INC	8/21/2013	1/7/2014	13,589 37	10,154 02	3,435 35
CHEVRONTXACO CORP COM	10/4/2013	1/7/2014	10,121 72	9,925 17	196 55
CINCINNATI FINANCIAL CORP CISCO SYS INC	8/21/2013	1/7/2014	9,697 43	8,970 82	726 61
CISCO SYS INC	1/16/2013	1/7/2014	15,012 21	14,176 58	835 63
CLOROX CO	10/4/2013	1/7/2014	11,048 12	10,262 37	785 75
COMMERCIAL METALS COMPANY	8/21/2013	1/7/2014	11,693 06	8,999 60	2,693 46
COMPUTER SCIENCES CORP	8/21/2013	1/7/2014	6,233 81	5,746 72	487 09
CONOCOPHILLIPS	8/21/2013	1/7/2014	38,647 82	36,129 50	2,518 32
CORRECTIONS CORP AMER NEW	8/21/2013	1/7/2014	9,063 28	9,618 40	-555 12
DTE ENERGY CO	8/21/2013	1/7/2014	6,306 13	6,443 52	-137 39
DELUXE CORP	8/21/2013	1/7/2014	10,992 00	9,064 84	1,927 16
DIAMOND OFFSHORE DRILLING	10/4/2013	1/7/2014	12,560 54	14,222 43	-1,661 89
DOW CHEMICAL CO	8/21/2013	1/7/2014	21,755 02	18,811 25	2,943 77
E I DU PONT DE NEMOURS &	8/21/2013	1/7/2014	23,433 34	21,514 50	1,918 84
ENTERGY CORP NEW COM	8/21/2013	1/7/2014	5,196 80	5,383 90	-187 10
FEDERATED INVS INC PA CL B	10/4/2013	1/7/2014	8,234 65	7,737 76	496 89
FRONTIER COMMUNICATIONS CORP COM	12/23/2013	1/7/2014	9,940 32	10,003 95	-63 63
ARTHUR J GALLAGER & CO	6/4/2013	1/7/2014	7,983 42	7,257 82	725 60
GAMESTOP CORP CL A COM	8/21/2013	1/7/2014	13,759 24	14,876 89	-1,117 65

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GANNETT INC	8/21/2013	1/7/2014	9,599 39	8,042 70	1,556 69
GENERAL ELECTRIC CO	10/4/2013	1/7/2014	27 23	24 02	3 21
GENUINE PARTS CO	6/4/2013	1/7/2014	8,805 26	8,138 48	666 78
GREENHILL & CO INC COM	10/4/2013	1/7/2014	9,644 66	8,310 41	1,334 25
HAWAIIAN ELEC INDS INC COM	10/4/2013	1/7/2014	8,413 05	8,252 14	160 91
HOLLYFRONTIER CORP COM	10/4/2013	1/7/2014	11,172 74	10,390 41	782 33
HOME DEPOT INC	8/21/2013	1/7/2014	59,091 85	53,689 16	5,402 69
HOSPITALITY PPTYS TR COM SH BEN INT	8/21/2013	1/7/2014	5,534 44	5,498 51	35 93
INTL BUSINESS MACHINES	10/4/2013	1/7/2014	26,055 57	25,413 68	641 89
IRON MOUNTAIN INC	12/11/2013	1/7/2014	16,686 42	15,974 65	711 77
J P MORGAN CHASE & CO	8/21/2013	1/7/2014	66,296 63	58,749 25	7,547 38
KLA-TENCOR CORP	8/21/2013	1/7/2014	8,273 78	7,417 41	856 37
LEGGETT & PLATT INC	8/21/2013	1/7/2014	7,736 70	7,500 62	236 08
ELI LILLY & CO	10/4/2013	1/7/2014	12,531 53	12,926 60	-395 07
LINEAR TECHNOLOGY	8/21/2013	1/7/2014	8,538 70	7,358 70	1,180 00
LOCKHEED MARTIN CORP	8/21/2013	1/7/2014	23,312 52	19,282 56	4,029 96
M & T BK CORP	8/21/2013	1/7/2014	9,247 83	9,316 80	-68 97
M D C HLDGS INC	10/4/2013	1/7/2014	9,653 11	9,303 63	349 48
MERCK & CO INC	10/4/2013	1/7/2014	52,951 96	48,999 44	3,952 52
MERCURY GEN CORP NEW COM	8/21/2013	1/7/2014	6,240 67	5,563 10	677 57
MICROSOFT CORP COM	10/4/2013	1/7/2014	50,148 31	47,173 14	2,975 17
MOTOROLA SOLUTIONS INC	8/21/2013	1/7/2014	6,959 27	5,898 90	1,060 37
NEW YORK COMMUNITY BANCORP INC COM	8/21/2013	1/7/2014	5,936 47	5,440 98	495 49
NORTHROP GRUMMAN CORP OMEGA HEALTHCARE INVS INC REIT	10/4/2013	1/7/2014	17,565 62	14,447 40	3,118 22
OMEGA HEALTHCARE INVS INC REIT	8/21/2013	1/7/2014	8,213 25	8,004 54	208 71
OWENS & MINOR INC NEW COM	12/23/2013	1/7/2014	6,967 17	6,890 07	77 10
PACKAGING CORP AMER	8/21/2013	1/7/2014	11,453 20	9,653 40	1,799 80
PAYCHEX INC	10/4/2013	1/7/2014	9,072 98	8,087 22	985 76
PEOPLES UTD FINL INC COM	10/4/2013	1/7/2014	10,134 05	9,938 63	195 42
PEPCO HOLDINGS INC	10/4/2013	1/7/2014	4,978 95	5,017 95	-39 00
PFIZER INC	8/21/2013	1/7/2014	42,898 33	39,766 03	3,132 30
PHILIP MORRIS INTERNATIONAL	10/4/2013	1/7/2014	16,545 46	17,851 81	-1,306 35
PIEDMONT OFFICE REALTY TRU-A	8/21/2013	1/7/2014	4,344 54	4,544 44	-199 90
PLUM CREEK TIMBER CO INC	8/21/2013	1/7/2014	4,703 13	4,730 78	-27 65
RAYTHEON CO NEW	10/4/2013	1/7/2014	16,847 00	14,491 46	2,355 54
REGAL ENTMT GROUP CL A CL	8/21/2013	1/7/2014	7,761 35	7,610 90	150 45
REYNOLDS AMERICAN INC COM	10/4/2013	1/7/2014	13,330 35	13,196 29	134 06
SENIOR HSG PPTYS TR SH BEN INT SH BEN INT	8/21/2013	1/7/2014	2,959 19	3,054 60	-95 41
SIX FLAGS ENTMT CORP NEW	12/23/2013	1/7/2014	7,088 76	7,018 83	69 93
STAPLES INC	8/21/2013	1/7/2014	7,196 25	6,541 20	655 05
SYSCO CORP	10/4/2013	1/7/2014	6,750 79	5,997 05	753 74
TECO ENERGY INC COM	10/4/2013	1/7/2014	9,611 36	9,451 75	159 61
TEXAS INSTRS INC COM	10/4/2013	1/7/2014	22,855 07	20,484 99	2,370 08
UNITED PARCEL SERVICE INC CL B	8/21/2013	1/7/2014	40,556 81	34,241 25	6,315 56
VAL NATL BANCORP COM	10/4/2013	1/7/2014	9,360 30	9,936 54	-576 24
VECTREN CORP	10/4/2013	1/7/2014	9,886 62	9,437 16	449 46
VERIZON COMMUNICATIONS	10/4/2013	1/7/2014	15,939 77	15,415 73	524 04
WELLS FARGO & CO NEW	10/4/2013	1/7/2014	32,796 62	30,714 64	2,081 98
WESTERN UNION CO	8/21/2013	1/7/2014	7,368 53	7,605 54	-237 01
WYNN RESORTS LTD COM	8/21/2013	1/7/2014	13,717 87	9,449 96	4,267 91
XILINX INC	12/23/2013	1/7/2014	9,654 31	9,554 90	99 41
ACCENTURE PLC SHS CL A NEW	8/21/2013	1/7/2014	28,443 00	25,386 26	3,056 74
SEADRILL LTD COM STK	8/21/2013	1/7/2014	9,553 15	10,248 66	-695 51
SEAGATE TECHNOLOGY PLC COM USD0 00001	8/21/2013	1/7/2014	11,712 93	7,912 24	3,800 69
GARMIN LTD COMMON STOCK	8/21/2013	1/7/2014	6,262 16	5,493 70	768 46
LYONDELLBASELL IND N V COM USD0 01 CL 'A'	8/21/2013	1/7/2014	13,673 68	11,767 46	1,906 22
MFO DFA US SMALL CAP PORTFOLIO 6-10 SMALL CO PO	12/12/2013	1/13/2014	13,134 00	12,500 34	633 66
MFC FLEXSHARES TR MORNINGSTAR US MKT FACTOR	1/8/2014	1/13/2014	397 74	398 65	-91
MFC FLEXSHARES TR MORNINGSTAR DEVELOPED MARK	8/8/2013	1/13/2014	9,082 64	8,433 20	649 44
GOLDMAN SACHS 2 9% DUE 07-19-2018 07-19-2018 REG	7/16/2013	1/28/2014	25,452 50	24,979 25	473 25
MFC ALPS ETF TR ALERIAN MLP ETF	11/4/2013	2/4/2014	11,088 05	11,097 39	-9 34
MFO DFA US SMALL CAP PORTFOLIO 6-10 SMALL CO PO	8/20/2013	2/4/2014	38,058 00	36,849 78	1,208 22
FNMA 1 09-20-2017	10/16/2013	2/4/2014	49,757 00	49,587 00	170 00
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS	8/27/2013	2/4/2014	8,847 86	8,878 55	-30 69
MFC ALPS ETF TR ALERIAN MLP ETF	1/13/2014	3/6/2014	71,087 48	71,129 24	-41 76
MFO DFA INVT DIMENSIONS	12/3/2013	3/6/2014	8,173 00	8,353 04	-180 04
MFO DFA US SMALL CAP PORTFOLIO 6-10 SMALL CO PO	8/20/2013	3/6/2014	44,906 00	39,762 13	5,143 87
MFC FLEXSHARES TR MORNINGSTAR DEVELOPED MARK	2/4/2014	3/6/2014	40,590 19	37,685 72	2,904 47
GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 0	7/9/2013	3/11/2014	40,584 00	39,987 20	596 80
MFC ALPS ETF TR ALERIAN MLP ETF	10/2/2013	3/27/2014	168,036 75	165,613 56	2,423 19
MFC FLEXSHARES TR MORNINGSTAR US MKT FACTOR	3/6/2014	5/5/2014	641,259 11	632,100 35	9,158 76
MFC FLEXSHARES TR MORNINGSTAR DEVELOPED MARK	3/26/2014	5/5/2014	19,723 92	18,337	1,387 02
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CO	1/13/2014	5/6/2014	32,748 99	31,444 33	1,304 66
MFO DFA US SMALL CAP PORTFOLIO 6-10 SMALL CO PO	8/20/2013	5/6/2014	77,036 00	72,416 37	4,619 63
SUBTOTAL OF SHORT TERM GAIN /LOSS			5,960,366	5,774,530	185,837

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)
 FORM 990PF, PART I, LINE 6
 CALIFORNIA FORM 199, PART II, LINE 6
 TAX YEAR 6/1/13 TO 5/31/14

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
<u>LONG TERM 15 % RATE</u>					
AMERICAN EXPRESS CO	5/12/2010	6/4/2013	33,501 01	19,905 37	13,595 64
AMERICAN WTR WKS CO INC NEW COM	1/30/2012	6/4/2013	10,197 40	8,610 65	1,586 75
AMGEN INC	3/6/2012	6/4/2013	22,874 50	15,831 30	7,043 20
APPLE COMPUTER INC	7/28/2006	6/4/2013	49,757 11	7,210 13	42,546 98
BHP LTD SPONSORED ADR	5/12/2010	6/4/2013	12,799 89	11,634 37	1,165 52
CVS CORP COM STK	4/27/2012	6/4/2013	22,542 08	17,597 15	4,944 93
CITRIX SYS INC	7/22/2010	6/4/2013	10,772 52	8,049 50	2,723 02
COSTCO WHSL CORP NEW	5/12/2010	6/4/2013	28,916 21	17,127 79	11,788 42
DANAHER CORP	4/4/2003	6/4/2013	37,754 19	10,396 55	27,357 64
WALT DISNEY CO	1/31/2007	6/4/2013	23,364 01	12,615 18	10,748 83
E I DU PONT DE NEMOURS &	3/22/2010	6/4/2013	12,103 15	8,146 35	3,956 80
EMC CORP COM	5/12/2010	6/4/2013	21,206 45	16,788 83	4,417 62
EXPRESS SCRIPTS HLDG CO	1/24/2012	6/4/2013	9,156 47	7,575 81	1,580 66
EXXON MOBIL CORP	3/17/2000	6/4/2013	40,592 56	16,435 88	24,156 68
FRANKLIN RESOURCES INC	7/6/2011	6/4/2013	27,872 05	20,026 09	7,845 96
GOOGLE INC CL A	1/13/2012	6/4/2013	29,985 71	14,840 35	15,145 36
HOME DPOT INC	2/6/2012	6/4/2013	45,868 43	26,725 57	19,142 86
INTL BUSINESS MACHINES	6/13/2008	6/4/2013	21,204 24	12,978 18	8,226 06
J P MORGAN CHASE & CO	3/13/2012	6/4/2013	42,274 38	27,554 03	14,720 35
NATIONAL-OILWELL INC	5/14/2009	6/4/2013	19,094 72	10,063 57	9,031 15
NIKE INC CLASS B	12/8/2009	6/4/2013	16,657 29	8,488 03	8,169 26
NORFOLD SOUTHN CORP COM	8/10/2011	6/4/2013	21,455 78	18,833 81	2,621 97
NUCOR CORP	2/6/2012	6/4/2013	11,247 31	11,285 10	-37 79
OMNICOM GROUP	10/21/2011	6/4/2013	23,399 04	17,335 93	6,063 11
ORACLE CORPORATION	10/4/2010	6/4/2013	22,147 90	17,701 39	4,446 51
PRECISION CASTPARTS CORP	10/25/2011	6/4/2013	11,937 31	9,448 52	2,488 79
QUALCOMM INC	1/13/2012	6/4/2013	7,887 32	6,818 17	1,069 15
SCHLUMBERGER LTD ISIN #AN8068571086	5/7/2012	6/4/2013	17,993 64	21,452 60	-3,458 96
SIMON PPTY GROUP INC NEW	7/23/2010	6/4/2013	24,031 84	12,432 15	11,599 69
US BANCORP	4/28/2008	6/4/2013	387 96	384 58	3 38
UNITEDHEALTH GROUP INC	5/12/2010	6/4/2013	14,671 25	7,299 42	7,371 83
V F CORP	6/27/2011	6/4/2013	36,277 86	20,476 66	15,801 20
VERIZON COMMUNICATIONS	9/29/2011	6/4/2013	14,346 86	10,972 86	3,374 00
WELLS FARGO & CO NEW	3/13/2012	6/4/2013	39,507 98	26,952 16	12,555 82
WILLIS GROUP HOLDINGS COM USD0 000115 (NEW)	1/17/2012	6/10/2013	3,674 86	3586 08	88 78
FRESENIUS MED CARE AG &	1/17/2012	6/14/2013	1,399 87	1,366 92	32 95
BHP BILLITON PLC - ADR	2/1/2012	6/18/2013	6,252 90	7,108 27	-855 37
#REORG/CSL LTD-UNSPON ADR AMD EXCH CSL LTD 2W1AAW1	1/17/2012	6/18/2013	55 14	32 50	22 64
#REORG/CSL LTD-UNSPON ADR AMD EXCH CSL LTD 2W1AAW1	1/17/2012	6/19/2013	2,197 32	1,332 50	864 82
GNMA POOL #005228 3 5%	6/7/2012	6/20/2013	550 66	588 69	-38 03
ADR ICAP PLC SPONSORED ADR REPSTG 2 ORD SH ADR	4/3/2012	6/26/2013	6,784 08	7,907 40	-1,123 32
ACCENTURE PLC SHS CL A NEW	2/1/2012	6/28/2013	3,062 57	2,405 96	656 61
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	1/11/2012	7/1/2013	30,089 98	24,839 82	5,250 16
BG PLC ADR FIN INST N	1/17/2012	7/5/2013	6,264 61	8,248 69	-1,984 08
UNITED STATES TREAS NTS	7/25/2008	7/10/2013	16,028 70	15,946 30	82 40
ADR PETROFAC LTD ADS	2/1/2012	7/11/2013	4,984 47	5,953 25	-968 78
ADR SUBSEA 7 S A SPONSORED ADR	1/17/2012	7/11/2013	6,554 11	7,147 69	-593 58
GNMA POOL #005228 3 5%	6/7/2012	7/22/2013	413 39	441 94	-28 55
AKZO N V SPONSORED ADR 00	2/1/2012	8/2/2013	10,310 91	8,319 20	1,991 71
ADR ARKEMA SPONSORED ADR	6/22/2012	8/2/2013	10,857 38	8,259 35	2,598 03
BASF AG SPONSORED ADR 00	3/13/2012	8/2/2013	7,853 35	6,551 92	1,301 43
ADR BRAMBLES LTD ADR	5/2/2012	8/2/2013	6,815 53	6,354 80	460 73
ADR BUNZL PLC SPONSORED ADR NEW TO SEC # 2014278 E	2/1/2012	8/2/2013	17,296 64	11,205 60	6,091 04
CNOOC LTD SPND ADR 00	6/19/2012	8/2/2013	5,459 00	5,955 87	-496 87
CANON INC ADR REPSTG 5 SHS	2/1/2012	8/2/2013	5,218 85	7,124 70	-1,905 85
CENOVUS ENERGY INC COM	2/1/2012	8/2/2013	5,135 55	6,075 76	-940 21
CHINA MOBILE HONG KONG LTD SPONSORED ADR	1/17/2012	8/2/2013	8,035 49	7,350 90	684 59
CORUS ENTMT INC CL B NON	2/1/2012	8/2/2013	7,351 71	6,302 75	1,048 96
CREDIT SUISSE GROUP SPONSORED ADR	1/17/2012	8/2/2013	4,836 92	3,632 41	1,204 51
ADR DEUTSCHE BOERSE ADR	5/2/2012	8/2/2013	8,702 95	8,208 89	494 06
ERICSSON L M TEL CO ADR CL	5/2/2012	8/2/2013	11,304 79	9,143 43	2,161 36
EXPERIAN PLC	1/17/2012	8/2/2013	9,979 66	7,119 65	2,860 01
FANUC CORPORATION	5/2/2012	8/2/2013	7,930 27	8,627 71	-697 44
ADR GIVAUDAN SA ADR	2/1/2012	8/2/2013	17,744 58	11,795 80	5,948 78
ADR ICAP PLC SPONSORED ADR REPSTG 2 ORD SH ADR	7/16/2012	8/2/2013	1,427 42	1,163 31	264 11
#REORG/KONINKLIJKE AHOLD	2/1/2012	8/2/2013	14,585 99	11,324 65	3,261 34
ADR L OREAL CO ADR	2/1/2012	8/2/2013	9,769 93	6,039 20	3,730 73
LINDE AG-SPONSORED ADR	2/1/2012	8/2/2013	14,539 16	11,502 60	3,036 56
NESTLE S A SPONSORED ADR	2/1/2012	8/2/2013	10,770 76	8,736 75	2,034 01
NEW GOLD INC CDA COM	2/1/2012	8/2/2013	6,027 19	9,579 47	-3,552 28
ADR NORDEA BK AB SWEDEN	2/1/2012	8/2/2013	13,588 16	8,665 45	4,922 71
MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY IN	7/26/2012	8/2/2013	430,576 32	419,141 25	11,435 07
ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	2/1/2012	8/2/2013	11,608 68	8,991 00	2,617 68

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)
 FORM 990PF, PART I, LINE 6
 CALIFORNIA FORM 199, PART II, LINE 6
 TAX YEAR 6/1/13 TO 5/31/14

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
ADR PERNOD RICARD S A ADR	6/20/2012	8/2/2013	9,711 79	8,093 72	1,618 07
ADR REED ELSEVIER P L C	1/17/2012	8/2/2013	10,769 64	6,718 27	4,051 37
ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US7711	2/1/2012	8/2/2013	22,455 42	15,700 45	6,754 97
SAP AKTIENGESSELLSCHAFT SPONSORED ADR	2/1/2012	8/2/2013	13,074 82	9,840 50	3,234 32
ADR SBERBANK RUSSIA SPONSORED ADR	7/27/2012	8/2/2013	4,688 49	4,402 57	285 92
ADR SCHNEIDER ELEC SA ADR	1/17/2012	8/2/2013	13,660 43	10,141 44	3,518 99
SGS SA HLDG SA ADR ADR	2/1/2012	8/2/2013	15,810 97	12,134 35	3,676 62
SILVER WHEATON CORP COM	2/1/2012	8/2/2013	5,377 65	7,730 55	-2,352 90
SODEXO	2/1/2012	8/2/2013	15,217 69	12,083 85	3,133 84
ADR SOFTBANK CORP ADR	5/9/2012	8/2/2013	19,340 45	8,139 97	11,200 48
TOYOTA MOTOR CORP SP ADR	2/7/2012	8/2/2013	12,722 75	7,546 95	5,175 80
ADR TULLOW OIL PLC ADR ADR	2/1/2012	8/2/2013	5,487 65	7,501 60	-2,013 95
UNILEVER N V	2/1/2012	8/2/2013	13,574 67	10,903 08	2,671 59
ADR UNITED OVERSEAS BK LTD SPONSORED ADR ISIN #US91127	1/25/2012	8/2/2013	5,171 91	4,106 82	1,065 09
ACCENTURE PLC SHS CL A NEW	1/17/2012	8/2/2013	3,794 33	2,731 56	1,062 77
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREA	10/25/2011	8/20/2013	4,909 41	5,183 92	-274 51
GNMA POOL #005228 3 5%	6/7/2012	8/20/2013	385 76	412 40	-26 64
MFB NORTHN MID CAP INDEX FD FD	7/26/2012	8/20/2013	9,315 00	7,292 86	2,022 14
MFB NORTHN HI YIELD FXD INC FD	1/11/2012	8/20/2013	1,199 00	1,139 62	59 38
MFB NORTHN FDS SMALL CAP INDEX FD	7/26/2012	8/20/2013	237,808 51	178,441 61	59,366 90
PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL	12/12/2011	8/20/2013	909 00	858 83	50 17
PIMCO COMMODITY REALRETURN STRATEGY FUND	12/12/2011	8/20/2013	6,372 00	8,082 53	-1,710 53
MFO VANGUARD INFLATION	7/26/2012	8/20/2013	132,608 91	143,151 55	-10,542 64
CHEVRONTEXACO CORP COM	11/13/2008	8/21/2013	8,125 29	5,030 35	3,094 94
COCA COLA CO	10/21/2011	8/21/2013	27,416 15	24,643 71	2,772 44
GENERAL ELECTIC CO	10/21/2011	8/21/2013	21,299 27	15,075 41	6,223 86
INTEL CORP	5/8/2012	8/21/2013	14,625 60	18,279 63	-3,654 03
MC DONALDS CORP COMMON	8/1/2012	8/21/2013	28,295 45	25,804 46	2,490 99
PROCTER & GAMBLE CO	7/31/2009	8/21/2013	14,647 98	10,344 50	4,303 48
QUALCOMM INC	9/23/2011	8/21/2013	28,680 50	22,270 51	6,409 99
US BANCORP	10/21/2011	8/21/2013	24,889 88	19,591 61	5,298 27
UNITED TECHNOLOGIES CORP	2/20/2004	8/21/2013	17,382 04	8,299 48	9,082 56
GNMA POOL #005228 3 5%	6/7/2012	9/20/2013	322 36	344 62	-22 26
FNMA NT 4 625 10-15-2013	10/27/2006	10/15/2013	65,000 00	65,000 00	0 00
GNMA POOL #005228 3 5%	6/7/2012	10/21/2013	344 54	368 33	-23 79
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREA	10/17/2012	11/4/2013	3,131 49	3,145 77	-14 28
MORGAN STANLEY 5 7% DUE	1/21/2011	11/4/2013	28,483 00	25,268 75	3,214 25
MFB NORTHN MID CAP INDEX FD FD	10/3/2012	11/4/2013	8,578 00	6,450 81	2,127 19
MFB NORTHN HI YIELD FXD INC FD	1/11/2012	11/4/2013	210 00	195 68	14 32
GNMA POOL #005228 3 5%	6/7/2012	11/20/2013	449 46	480 50	-31 04
US TREAS NTS 00377 25 DUE 11-30-2013 REG	7/23/2012	12/2/2013	50,000 00	50,023 61	-23 61
UNITED STATES TREAS NTS DTD 00323 75% DUE 12-15-2	8/23/2012	12/16/2013	25,000 00	25,165 12	-165 12
GNMA POOL #005228 3 5%	6/7/2012	12/20/2013	373 84	399 66	-25 82
EMERSON ELECTRIC CO	12/13/2012	12/23/2013	69 51	51 74	17 77
GENERAL ELECTIC CO	12/12/2012	12/23/2013	82 23	65 53	16 70
UNITED STATES TREAS NTS DTD 12/31/2011 125% DUE 1	1/18/2012	12/31/2013	50,000 00	49,902 51	97 49
CHEVRONTEXACO CORP COM	10/8/2012	1/7/2014	26,991 25	15,243 54	11,747 71
EMERSON ELECTRIC CO	12/13/2012	1/7/2014	10,954 90	8,226 82	2,728 08
GENERAL ELECTIC CO	12/12/2012	1/7/2014	7,161 36	5,745 14	1,416 22
MFB NORTHN MID CAP INDEX FD FD	12/19/2012	1/13/2014	6,978 01	5,452 24	1,525 77
UNITED STATES TREAS NTS 1 DUE 01-15-201401-15-2014	11/9/2012	1/15/2014	50,000 00	50,451 34	-451 34
GNMA POOL #005228 3 5%	6/7/2012	1/21/2014	348 87	372 96	-24 09
DEUTSCHE BK AG 3 25% DUE	2/6/2012	1/23/2014	26,117 75	25,639 75	478 00
MFB NORTHN MID CAP INDEX FD FD	7/26/2012	2/4/2014	39,310 00	29,972 64	9,337 36
MFB NORTHN HI YIELD FXD INC FD	1/11/2012	2/4/2014	5,330 00	5,052 50	277 50
PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL	12/12/2011	2/4/2014	5,289 00	4,908 88	380 12
PIMCO COMMODITY REALRETURN STRATEGY FUND	6/19/2009	2/4/2014	10,219 00	13,123 17	-2,904 17
UTD STATES TREAS CPN 25 DUE 05-31-2014	6/12/2012	2/5/2014	75,040 76	74,976 81	63 95
WESTPAC BKG CORP 3% DUE	12/2/2010	2/11/2014	36,513 68	34,962 89	1,550 79
GNMA POOL #005228 3 5%	6/7/2012	2/20/2014	303 22	324 16	-20 94
NATL SEMICONDUCTOR 3 95% DUE 04-15-2015	5/2/2012	2/25/2014	25,993 00	27,250 00	-1,257 00
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREA	11/5/2012	3/6/2014	8,998 79	8,935 81	62 98
MFB NORTHN MID CAP INDEX FD FD	1/11/2012	3/6/2014	44,633 00	30,717 15	13,915 85
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	9/5/2012	3/6/2014	88,778 00	81,638 19	7,139 81
PIMCO COMMODITY REALRETURN STRATEGY FUND	6/19/2009	3/6/2014	7,016 00	8,412 25	-1,396 25
GNMA POOL #005228 3 5%	6/7/2012	3/20/2014	215 59	230 48	-14 89
GNMA POOL #005228 3 5%	6/7/2012	4/21/2014	278 91	298 17	-19 26
MFB NORTHN MID CAP INDEX FD FD	1/11/2012	5/5/2014	81,030 00	56,673 91	24,356 09
UNITED STATES TREAS NTS DTD 00236 2 25% DUE 05-31-	12/27/2012	5/5/2014	25,036 05	25,710 04	-673 99
GNMA POOL #005228 3 5%	6/7/2012	5/20/2014	255 23	272 86	-17 63
UNITED STATES TREAS NTS DTD 00236 2 25% DUE 05-31-	12/27/2012	5/23/2014	25,005 78	25,425 08	-419 30
SUBTOTAL OF LONG TERM GAIN/LOSS TAXABLE AT 15% RATE			3,119,397	2,562,631	556,767

BEN B AND JOYCE E EISENBERG FOUNDATION (99-0246427)
 FORM 990PF, PART I, LINE 6
 CALIFORNIA FORM 199, PART II, LINE 6
 TAX YEAR 6/1/13 TO 5/31/14

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST	GAIN (LOSS)
SUBTOTAL OF NORTHERN TRUST GAIN/LOSS			9,079,764	8,337,160	742,604
GRAND TOTAL			9,079,764	8,337,160	742,604
GAIN/LOSS RECAP					
TOTAL OF SHORT TERM GAIN/LOSS			5,960,366	5,774,530	185,837
TOTAL OF LONG TERM GAIN/LOSS			3,119,397	2,562,631	556,767
			9,079,764	8,337,160	742,604

**BEN B. & JOYCE E. EISENBERG FOUNDATION
TAX RETURN FYE 5/31/14
"Net Investment Income/Adj. Net Income - Other Income"**

Other Income

Eisenberg & Wald Partnership	479,257
Eisenberg, Cornell & Rose Partnership	17,781
New Mart Building	<u>2,026,954</u>
Total	<u><u>2,523,992</u></u>

Source. 5-2014 Trial Balance

Other Income

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10A
CALIFORNIA FORM 199, SCHEDULE L, LINE 5
INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS
TAX YEAR 6/1/13 TO 5/31/14

SHARES	DESCRIPTION	Cost BALANCE 05/31/2013	Cost BALANCE 05/31/2014	FMV 05/31/2014
UBS --ACCOUNT # TP 6315055				
US GOVERNMENT OBLIGATIONS				
75,000	FHLM 6 0 DUE 5/1/17	965	549	530
60,000	GNMA PL 6 5% DUE 2/20/24	818	651	739
67,000	GNMA PL 7 000% DUE 9/20/25	674	502	575
25,000	GNMA PL 7 000% DUE 4/15/26	318	107	108
25,000	GNMA PL 7 000% DUE 1/15/27	391	253	283
50,000	GNMA PL 6 0 DUE 4/15/29	1,485	1,216	1,307
25,000	FNMA PL MA0641 04 0000 DUE 2/1/31	15,754	12,793	13,380
50,000	GNMA PL 6 0 DUE 9/20/31	1,541	1,221	1,297
20,000	FHLMC POOL 5 5000% DUE 11/01/31	1,594	909	993
25,000	GNMA PL 5 5 DUE 11/20/34	4,669	3,579	3,855
25,000	GNMA PL 4 00 DUE 04/15/39	14,162	11,112	10,729
25,000	GNMA PL 4 0 DUE 05/20/39	14,724	11,570	12,231
25,000	GNMA PL 4 5000% DUE 05/20/39	12,049	9,122	9,083
11,000	GNMA PL 3 5000% DUE 08/15/39	9,948	7,401	7,090
25,000	GNMA PL 4 0000% DUE 07/20/39	17,548	14,231	14,025
11,000	GNMA PL 4 0000% DUE 07/20/40	-		
25,000	GNMA PL 004511M 04 0000 DUE 8/20/39	30,883	20,183	20,764
25,000	GNMA PL 004518M 04 0000 DUE 8/20/39	17,235	14,015	14,549
25,000	GNMA PL 4 0 DUE 02/20/40	17,173	14,498	15,384
25,000	GNMA PL 4 5 DUE 02/20/40	15,558	12,588	13,258
65,000	GNMA PL 721321C 04 50 DUE 4/20/40	64,823	57,653	59,831
25,000	GNMA PL 004833M 4 0000% DUE 10/20/40	19,290	16,304	15,937
35,000	GNMA PL 004990M 4 0000% DUE 3/20/41	20,749	15,441	15,398
15,000	GNMA PL 005262M 3 5000% DUE 12/20/41	11,875	9,926	9,893
25,000	GNMA PL 005283M 6 0000% DUE 1/20/42	19,022	12,481	12,608
30,629	GNMA PL MA0313M 4 0000% DUE 07/20/42	26,494	19,729	19,349
100,000	GNMA PL MA0311M 3 0000% DUE 08/20/42	102,509	91,024	86,055
50,000	GNMA PL MA0312M 3 5000% DUE 08/20/42	48,287	40,600	38,934
50,000	GNMA PL MA0776M 3 5000% DUE 02/20/43	52,907	45,856	44,336
25,000	FED FARM 6 3200% MATURES 12/15/15	27,561	25,559	27,343
25,000	FFCB CALL 3 6500% MATURES 12/21/20	25,070	25,049	27,770
50,000	GNMA PL MA1279M 3 5000% DUE 9/20/43	-	48,988	49,099
50,000	FNR 2013-106 LQ 4 0000 DUE 09/25/43	-	43,182	42,683
		<u>596,076</u>	<u>588,291</u>	<u>589,416</u>

CA MUNICIPAL SECURITIES

50000	CALIFORNIA ST TAX MAND SINK FND 6 2% 10/1/19	50,848	50,518	60,647
25000	UNIV CA TAX SR F 4 650 051522	24,965	25,616	26,910
25000	ST OF CA VART GEN OBLI BN TAX OID 5 700 110121	25,616	24,965	29,894
25000	PERALTA CA CMTY COLL DST TAX RV 6 709% 08/01/23	28,037	27,584	28,825
50000	CALIF STWD CMNTYS DV AMBAC TAX 5 896% 6/1/24	51,243	51,038	52,222
25000	SAN BERNARDINO CNTY CA 6 020% DUE 08/01/23	27,569	27,214	26,384
100000	CALIFORNIA EDL FACS AUTH TAX SR B RV	-	98,174	93,521
50000	ALUM ROCK CA UN ELEM SD TAX SR B	-	51,392	51,982
		<u>208,278</u>	<u>356,501</u>	<u>370,385</u>

NORTHERN TRUST--ACCOUNT # 23-86285

50000	UNITED STATES TREAS NTS 25% DUE 06-30-2014 REG	-	50,041	50,006
50000	UNITED STATES TREAS NTS DTD 00419 25% DUE 08-31-2014	-	50,041	50,023
50000	UNITED STATES TREAS NTS DTD 00423 25% DUE 09-30-2014 REG	-	50,057	50,029
25000	UNITED STATES TREAS NTS TNOTE 25% DUE 09-15-2014 REG (WIT)	-	25,025	25,014
50000	FEDERAL HOME LN BKS 25% DUE 02-20-2015 REG (FHLBT)	-	49,963	50,040
50000	FEDERAL HOME LN BKS TRANCHE 375% DUE 08-28-2015 REG (FHLBT)	-	50,090	50,119
50000	UNITED STATES TREAS NTS 25% DUE 01-15-2015	-	50,054	50,051

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

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10A
CALIFORNIA FORM 199, SCHEDULE L, LINE 5
INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS
TAX YEAR 6/1/13 TO 5/31/14

SHARES	DESCRIPTION	Cost BALANCE 05/31/2013	Cost BALANCE 05/31/2014	FMV 05/31/2014
UBS --ACCOUNT # TP 6315055				
50000	UNITED STATES TREAS NTS 25% DUE 02-15-2015	-	50,050	50,059
50000	UNITED STATES TREAS NTS 25% 03-31-2015 REG	-	50,050	50,066
50000	UNITED STATES TREAS NTS DTD 06/30/2013 375% DUE 06-30-2015 REG	-	50,077	50,137
50000	UNITED STATES TREAS NTS DTD 10/15/2013 625% DUE 10-15-2016 REG	-	50,008	50,113
50000	2017 FEDERAL HOME LN BKS TRANCHE 1 0% DUE 06-21-2017 REG (FHLBT)	-	50,736	50,212
20000	FEDERAL HOME LN MTG CORP 1 5% DUE 11-13-2017 REG	-	20,396	20,098
50000	FNMA 1 875% DUE 02-19-2019 (FNMA)	-	50,462	50,846
60000	UNITED STATES TREAS NTS DTD 1 5% DUE 01-31-2019 REG	-	59,942	60,173
25000	UNITED STATES TREAS NTS DTD 10-15-2011 0 5% 10-15-2014	-	25,071	25,040
50000	FEDERAL HOME LN MTG CORP MTN 2.875 02-09-2015	50,567	50,567	50,928
35000	FHLMC PREASSIGN 00049 3 75 03-27-2019	35,176	35,176	38,647
50000	FNMA 0 875% DUE 10-26-2017 REG (FNMA)	50,230	50,230	49,756
65000	FNMA NT 4 625 10-15-2013	63,695		
50000	FEDERAL HOME LN 0.5% DUE 11-20-2015	50,134	50,134	50,215
50000	FEDERAL HOME LN MTG CORP 1 25% DUE 10-02-2019 REG	50,095	50,095	48,787
70000	FNMA PREASSIGN 00377 4 625% 10-15-2014	69,210	69,210	71,178
50000	FEDERAL HOME LN 1 0% DUE 06-21-2017	50,736		
20000	FEDERAL HOME LN MTG CORP 1.5% DUE 11-13-2017	20,396		
50000	FEDERAL HOME LN CORP PREASSIGN 000742.375% DUE 01-13-2022	52,832	52,832	50,026
50000	UNITED STATES TREAS NTS DTD 00307.75% DUE 08-15-2013 REG	50,226		
50000	UNITED STATES TREAS NTS DTD 00323.75% DUE 12-15-2013 REG	50,296		
50000	UNITED STATES TREAS NTS DTD 12/31/2011 .125% DUE 12-31-2013 REG	49,903		
50000	UNITED STATES TREAS NTS DTD 3.3755% DUE 06-30-2013 REG	50,053		
50000	UNITED STATES TREAS NTS DTD 3.3755% DUE 07-31-2013 REG	50,873		
50000	UNITED STATES TREAS NTS T-NOTE 3 125% DUE 09-30-2013 REG	51,281		
50000	UNITED STATES TREAS NTS 377 25% DUE 11-30-2013 REG	50,024		
50000	UNITED STATES TREAS NTS 2.75% NT 31/10/2013 DUE 10-31-2013 REG	51,219		
50000	UNITED STATES TREAS NTS CPN .125% DUE 07-31-2014	24,943	49,945	50,004
75000	UNITED STATES TREAS NTS CPN .25% DUE 05-31-2014	74,977		
50000	UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-2014 REG	50,937		
50000	UNITED STATES TREAS NTS DTD 03-15-2011 1.25% DUE 03-15-2014 REG	50,676		
50000	UNITED STATES TREAS NTS DTD 10-31-2012 0.25% DUE 10-31-2014 REG	19,981	50,010	50,037
50000	UNITED STATES TREAS NTS DTD 1 0% DUE 01-15-2014 REG	50,451		
50000	UNITED STATES TREAS NTS 1.25% DUE 02-15-2014 REG	50,643		
50000	UNITED STATES TREAS NTS 0.25% DUE 07-15-2015 REG	24,951	49,969	50,064
50000	UNITED STATES TREAS NTS 1 0% DUE 08-31-2016 REG	50,996	50,996	50,598
50000	UNITED STATES TREAS NTS DTD 02-29-2012 0.875% DUE 02-28-2017 REG	50,737	50,737	50,254
25000	UNITED STATES TREAS NTS 0 75% DUE 10-31-2017 REG	25,135	25,135	24,807
50000	UNITED STATES TREAS NTS DTD 08/15/2012 1 625% DUE 08-15-2022	50,205	50,205	47,656
75000	UNITED STATES TREAS NTS DTD 11/15/2012 1 625% DUE 11-15-2022	74,933	74,933	71,150
50000	UNITED STATES TREAS NTS DTD 11/15/2012 1.75% DUE 05-15-2022	51,098	51,098	48,324
50000	UNITED STATES TREAS NTS .25% DUE 12-15-2014 REG	24,918	49,939	50,047
50000	UNITED STATES TREAS NTS 00377 25% DUE 11-30-2013 REG	-	50,045	50,043
TOTAL		<u>1,572,526</u>	<u>1,643,315</u>	<u>1,634,548</u>
GRAND TOTAL		<u>2,376,881</u>	<u>2,588,107</u>	<u>2,594,349</u>

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

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10B
CALIFORNIA FORM 199, SCHEDULE L , LINE 7
INVESTMENTS - CORPORATE STOCK
TAX YEAR 6/1/13 TO 5/31/14

SHARES	DESCRIPTION	COST 5/31/2013	COST 05/31/14	FMV 05/31/14
UBS --ACCOUNT #: TP 6315055				
1,000	AMER STATES WATER CO	25,260	25,260	60,560
1,000	AMGEN	13,473	13,473	115,990
2,000	APPLE COMPUTER INC	23,610	23,610	1,266,000
1	ARES CAPITAL CORP	8	8	17
1,000	AT&T INC	28,701	28,701	35,470
1,000	BRISTOL MYERS SQUIBB CO	25,473	25,473	49,740
500	CATERPILLAR INC	30,641	30,641	51,115
500	CALGENE CORP	27,925	27,925	76,515
1,000	COCA COLA CO COM	37,975	37,974	40,910
1,000	COSTCO WHSL CORP	53,237	53,237	116,020
1,000	CVS CAREMARK CORP	32,126	32,126	78,320
1,000	EXXON MOBIL CORP	75,341	75,341	100,530
1,000	GENERAL ELECTRIC	12,173	12,173	26,790
4,000	GENTEX CORP	30,851	30,851	115,680
500	HEALTH CARE REIT INC SBI	23,461	22,753	31,615
2,000	INTEL CORP.	49,117	49,117	54,640
300	J P MORGAN CHASE & CO	27,350	27,350	61,127
1,100	JOHNSON & JOHNSON COM	21,609	21,608	30,438
1,500	MICROSOFT	42,639	42,639	61,410
500	NATIONAL GRID PLC NEW SPON ADR	28,736	28,736	37,365
1,000	NORFOLK STHN CORP	64,563	64,563	100,750
1,000	PFIZER	5,431	5,431	29,630
300	PRAXAIR INC	14,516	14,516	39,672
1,000	PROCTER & GAMBLE CO	61,533	61,533	80,790
8	SMUCKER J M CO NEW-SPIN OFF	267	267	821
1,000	STARBUCKS CORP	28,676	28,676	73,240
1,000	TEVA PHARMACEUTICALS IND LTD	38,911	38,911	50,490
32	TRAVELERS COS INC (Exchange for Travelers Property)	-	-	-
1,000	VERIZON COMMUNICATIONS	28,789	41,443	63,099
1,000	VODAFONE GROUP PLC NEW SPON	27,880	27,857	19,080
1,000	WALT DISNEY CO , HOLDING INC	28,567	28,567	84,010
2,000	WELLS FARGO & CO , NEW	33,176	33,176	101,560
	TOTAL	942,015	953,936	3,053,395

NORTHERN TRUST--ACCOUNT #: 23-86284

280	ABBOTT LABORATORIES , COMMON (ABT)	-		
455	AMERICAN EXPRESS CO , COMMON (AXP)	20,833		
265	AMERICAN WTR WKS CO INC NEW COM (AWK)	8,886		
238	AMGEN INC COMMON STOCK (AMGN)	16,145		
128	APPLE INC (AAPL)	16,825		
355	AUTODESK INC COMMON STOCK (ADSK)	-		
265	AUTOMATIC DATA PROCESSING INC COM (ADP)	-		
196	BHP BILLITON LTD SPONSORED ADR	11,768		
880	BRISTOL MYERS SQUIBB CO COMMON (BMY)	-		
289	CHEVRON CORP COM (CVX)	20,745		
177	CITRIX SYS INC COMMON STOCK (CTXS)	8,333		
1,288	CISCO SYSTEMS INC	27,219		
167	C R BARD (BCR)	16,940		
735	COCA COLA CO COM (KO)	25,509		
260	CONCOPHILLIPS COM (COP)	-		

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

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10B
CALIFORNIA FORM 199, SCHEDULE L , LINE 7
INVESTMENTS - CORPORATE STOCK
TAX YEAR 6/1/13 TO 5/31/14

SHARES	DESCRIPTION	COST	COST	FMV
		5/31/2013	05/31/14	05/31/14
271	COSTCO WHSL CORP NEW COM (COST)	18,055		
380	COVIDEN PLC (COV)	-		
544	CVS CAREMARK CORP (CVS)	24,402		
634	DANAHER CORP (DHR)	11,570		
505	DOMINION RES INC VA NEW COM (D)	-		
412	DUPONT E I DE NEMOURS & CO (DD)	16,839		
353	EATON CORP COMMON STOCK (ETN)	18,234		
1,223	EMC CORP (EMC)	25,655		
366	EMERSON ELECTRIC CO , COMMON STOCK, \$1 PAR (EMR)	18,962		
582	EXELON CORP COM (EXC)	21,412		
447	EXPRESS SCRIPTS HLDG CO COM (ESRX)	23,610		
460	EXXON MOBIL CORP. (XOM)	17,534		
181	FRANKLIN RES INC COMMON STOCK (BEN)	20,026		
1,307	GENERAL ELEC CO COM (GE)	23,984		
227	GILEAD SCIENCES INC (GILD)	12,437		
36	GOOGLE INC CL A (GOOG)	15,598		
76	GRANGER W W COMMON STOCK (GWW)	-		
425	HJ HEINZ (HNZ)	-		
618	HOME DEPOT INC COMMON (HD)	28,034		
121	INTERCONTINENTAL EXCHANGE INC COM (ICE)	15,269		
676	INTEL CORP COM (INTC)	18,627		
105	INTERNATIONAL BUSINESS MACHINE CORP (IBM)	13,398		
200	JOHNSON & JOHNSON COMMON (JNJ)	-		
550	JOHNSON CONTROLS INC COMMON STOCK (JCI)	-		
806	JPMORGAN CHASE & CO (JPM)	28,564		
301	MCDONALDS CORP COMMON, NO PAR (MCD)	26,286		
663	MERCK & CO INC NEW COM (MRK)	28,630		
468	METLIFE INC	16,552		
281	NATIONAL OILWELL VARCO COM STK (NOV)	10,591		
272	NIKE INC CL B (NKE)	8,819		
536	NOBLE ENERGY INC (NBL)	19,513		
291	NORFOLK SOUTHN CORP COM (NSC)	19,674		
260	NUCOR CORP COMMAN \$ 40 PAR (NUE)	11,689		
389	OMNICON GROUP INC , COMMON STOCK \$ 50 PAR (OMC)	17,894		
673	ORACLE CORP	18,431		
99	PRECISION CASTPARTS CORP COM (PCP)	16,331		
1,498	PRIZER INC	35,890		
795	PRINCIPAL FINL GROUP INC COM STK (PFG)	-		
193	PROCTER & GAMBLE CO (PG)	10,994		
570	QUALCOMM INC COM (QCOM)	30,109		
253	SCHLUMBERGER LTD COM STK (SLB)	21,894		
147	SIMON PROPERTY GROUP INC COM (SPG)	12,756		
385	ST JUDE MED INC COM (STJ)	16,486		
720	SPECTRA ENERGY CORP (SE)	-		
406	STARBUCKS CORP COM (SBUX)	18,374		
174	UNITED TECHNOLOGIES CORP (UTX)	8,580		
396	UNITEDHEALTH GROUP INC COM (UNH)	15,666		
706	US BANCORP (USB)	20,628		
201	V F CORP , COMMON STOCK (VFC)	21,467		
303	VERIZON COMMUNICATIONS COM (VZ)	11,308		
374	WAL MART STORES, INC (WMT)	-		
374	WALT DISNEY CO (DIS)	13,164		
1,006	WELLS FARGO & CO NEW COM STK (WFC)	28,040		
278	WHOLE FOODS MKT INC COM (WFM)	-		

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

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10B
CALIFORNIA FORM 199, SCHEDULE L , LINE 7
INVESTMENTS - CORPORATE STOCK
TAX YEAR 6/1/13 TO 5/31/14

SHARES	DESCRIPTION	COST	COST	FMV
		5/31/2013	05/31/14	05/31/14
TOTAL		1,005,177	-	-
NORTHERN TRUST--ACCOUNT #: 23-93750				
167	ACCENTURE PLC SHS CL A NEW (CAN)	9,917		
125	ANHEUSER BUSH INBEV SA/NV SPONSORED ADR (BUD)	-		
79	AGRIUM INC COM (AGU)	8,114		
888	AKZO NOBEL N V SPONSORED ADR (AKZOY)	15,375		
173	ARKEMA SPONSORED ADR (ARKAY)	14,310		
173	ASML HOLDING NV NY REG 2012 (POST REV SPLIT)/ (ASML)	12,097		
143	AUTOLIV INC COM STK (ALV)	8,495		
4,860	ALCATEL- LUCENT (ALU)	-		
150	BAYTEX ENERGY CORP COM (BTE)	-		
130	BRIDGESTONE CORP ADR-EACH INTO 10 ORD Y50 (BRDCY)	-		
74	BAIDU INC SPONSORED ADR (BIDU)	8,243		
198	BANK NS HALIFAX COM STK (BNS)	10,555		
146	BASF AKTIENGESELLSCHAFT - LEVEL 1 (BASFY)	11,267		
634	BG PLC ADR FINAL INSTALLMENT NEW (BRGYY)	13,168		
221	BHP BILLITON PLC SPONSORED ADR (BBL)	13,856		
712	BRAMBLES LTD ADR (BMBLY)	10,881		
250	BUNZL PLC SPONSORED ADR NEW (BZLFY)	18,539		
294	CANON INC ADR REPSTG 5 SHS (CAJ)	11,432		
309	CENOVUS ENERGY INC COM (CVE)	10,528		
453	CHECK POINT SOFTWARE TECHNOLOGIES ORD	20,988		
441	CHINA MOBILE LTD (CHL)	22,805		
367	CIELO S A SPONSORED ADR (CIOXY)	8,160		
52	CNOOC LTD SPONSORED ADR (CEO)	10,356		
52	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACLA (CTSH)	-		
545	CORUS ENTMT INC CL B NON VTG (CJREF)	11,741		
281	CREDIT SUISSE GROUP SPONSORED ADR ISIN (CS)	6,197		
291	CSL LTD ADR (CMXHY)	6,303		
297	DAIHATSU MTR CO LTD (DHTMY)	11,839		
80	DIAGEO PLC SPONSORED ADR NEW (DEO)	-		
2,105	DEUTSCHE BOERSE ADR (DBOEY)	12,929		
640	DEUTSCHE TELEKOM AG SPONSORED ADR (DREGY)	-		
156	ENBRIDGE INC COM (ENB)	7,140		
1,672	ERICSSON (ERIC)	15,995		
839	EXPERIAN PLC (EXPGY)	12,175		
932	FANUC CORPORATION (FANUY)	25,125		
168	FRESNIUS MEDICAL CARE AG AND CO KGAA (FMS)	5,652		
230	GOLDCORP INC NEW COM (GG)	-		
1,086	GIVAUDAN SA ADR (GVDNY)	20,937		
309	GRUPO FINANCIERO BANORTE A B DE C (GBOOY)	11,884		
1,307	ICAP PLC SPONSORED ADR REPSTG 2 ORD SH ADR (IAPLY)	14,833		
280	ICICI BK LTD (IBN)	12,504		
1,216	IND & COMM BK OF-UNSPON ADR (IDCBY)	16,955		
-	INFORMA PLC (IFPJY)	-		
358	JARDINE MATHESON HLDGS LTD ADR (JMHLY)	23,513		
215	JUPITER COMMUNICATION CO LTD ADR (JUPIY)	-		
1,521	KONINKLUKE AHOLD NV SPONSORED ADR 2007 (AHONY)	19,855		
1,569	LINDE AG-SPONSORED ADR (LNEGY)	25,543		
646	LOREAL CO ADR (LRLCY)	15,348		
270	LVMH MOET HENNESSY LOUIS VUITTON ADR (LVMUY)	-		
316	MINDRAY MED INTL LTD SPONSORED ADR (MR)	12,007		
268	NESTLE S A SPONSORED ADR REPSTG REG SH (NSRGY)	15,908		
1,782	NEW GOLD INC CDA COM (NGD)	18,308		
516	NOKIAN TYRES OYJ ADR ADR (NKRY)	11,495		
1,729	NORDEA BK A B SWEDEN (NRBAY)	15,168		

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

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10B
CALIFORNIA FORM 199, SCHEDULE L , LINE 7
INVESTMENTS - CORPORATE STOCK
TAX YEAR 6/1/13 TO 5/31/14

SHARES	DESCRIPTION	COST	COST	FMV
		5/31/2013	05/31/14	05/31/14
103	NOVO-NORDISK A S ADR (SLW)	-		
274	NOVARTIS AG (NVS)	16,052		
755	OGX PETROLEO E GAS PARTICIPACOES S ASponsored ADR	-		
2,086	PARTNER COMMUNICATIONS CO LTD ADR ISIN (PTNR)	11,664		
245	PENN WEST PETROLEUM LTD COM STK (PWE)	-		
679	PERNOD RICARD S A ADR (PDRDY)	14,182		
1,800	PETROFAC LTD ADS (POFCY)	21,474		
66	PRECISION DRILLING CORP COM STK (PDS)	-		
996	PUBLICIS A NEW SPONSORED ADR (PUBGY)	17,799		
508	REED ELSEVIER P L C SPONSORED ADR NEW (RUK)	20,422		
194	RIO TINTO PLC SPONSORED ADR (RIO)	11,135		
654	ROCHE HLDG LTD SPONSORED ADR ISIN (RHHBY)	29,796		
370	SAGE GROUP PLC UNSPONSORED ADR (SGPYY)	-		
368	SABMILLER PLC SPONSORED ADR (SBMRY)	18,414		
213	SAFRAN ADR (SAFRY)	8,510		
417	SANOFI SPONSORED ADR (SNY)	20,300		
217	SAP AG SPONSORED ADR (SAP)	12,752		
1,299	SBERBANK RUSSIA SPONSORED ADR (SBRCY)	15,170		
95	SHINHAN FINL GROUP CO LTD SPONSORED ADR (SHG)	-		
1,950	SCHNEIDER ELEC SA ADR (SBGSY)	25,564		
1,200	SGS SA (SGSOY)	22,687		
554	SILVER WHEATON CORP COM (SLW)	18,203		
120	SOCIEDAD QUIMICA Y MINERA DE CHILE SA SPONSORED ADR	-		
272	SODEXO (SDXAY)	20,690		
619	SOFTBANK CORP ADR (SFTBY)	9,601		
615	SUBSEA 7 S A SPONSORED ADR (SUBCY)	12,890		
469	SVENSKA CELLULOSA AKTIEBOLAGET SCA SPONSORED ADR (SVCBY)	8,817		
590	TESCO PLC SPONSORED ADR (TSCDY)	-		
203	TOYOTA MTR CORP SPONSORED ADR (TM)	17,855		
1,154	TULLOW OIL PLC ADR (TUWOY)	12,643		
2,262	TURKIYE GARANTI BANKASI A S SPONSORED ADR (TKGBY)	12,254		
977	UNICHARM CORP SPONSORED ADR (UNICY)	12,534		
580	UNILEVER N V NEW YORK SHS NEW (UN)	19,793		
345	UNITED OVERSEAS BK LTD SPONSORED ADRISIN (UOVEY)	10,256		
242	VOLKSWAGEN A G SPONSORED ADR REPSTG PREF SH (VLKPY)	11,675		
620	VODAFONE GROUP PLC NEW SPONSORED ADR (VOD)			
375	WILLIS GROUP HOLDINGS COM (WSH)	13,703		
TOTAL		<u>1,035,275</u>	-	-
TOTAL NORTHERN TRUST		<u>2,040,452</u>	-	-
GRAND TOTAL		<u>2,982,467</u>	<u>953,936</u>	<u>3,053,395</u>

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

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 10C
CALIFORNIA FORM 199, SCHEDULE L, LINE 6
INVESTMENTS - CORPORATE NOTES
TAX YEAR 6/1/13 TO 5/31/14

SHARE	DESCRIPTION	COST 05/31/13	COST 05/31/14	FMV 05/31/14
NORTHERN TRUST--ACCOUNT # 23-86285				
	25000 NATIONAL SEMICONDUCTOR CORP MTN 3 95% DUE 04-15-2015/04-06-2010 BEO	27,250	-	-
	30000 BOENG CO 0 95% DUE 05-15-2018 REG	29,670	29,670	29,441
	25000 KEYBANK NATL ASSN CLEVELAND OHIO GLOBAL BK NTS BOOK ENTRY 3/A2 1 65% DUE 02-01-2018 REG	25,200	25,200	25,064
	25000 MEDTRONIC INC 1 375% DUE 04-01-2018 REG	24,950	24,963	24,942
	25000 WAL MART STORES INC 1.25% DUE 04-11-2018 REG	24,977	24,977	24,811
	25000 BB & T CORP SR MEDIUM TERM NTS BOOK ENTRY 6 85% DUE 04-30-2019 REG	31,109	32,109	30,524
	25000 BLACKROCK INC 5 0 % DUE 12-10-2019/12-10-2009	30,005	30,005	28,580
	25000 PRAXAIR INC 4.5% DUE 08-15-2019 BEO	29,119	29,119	27,916
	25000 DISNEY WALT CO NEW MEDIUM TERM NTS 3 75% DUE 06-01-2021	27,781	27,781	26,965
	30000 GENERAL DYNAMICS CORP 3 875% DUE 07-15-2021/07-12-2011 REG	-	31,437	32,279
	25000 AT & T INC 2.625% DUE 12-01-2022	24,981	24,981	24,052
	25000 BAXTER NTL NC 2 4% DUE 08-15-2022 REG	24,892	24,892	23,659
	25000 INTEL CORP 2.7% DUE 12-15-2022 REG	24,968	24,968	24,389
	25000 INTERNATIONAL BUSINESS MACHS CORP 1.875 % DUE 08-01-2022 REG	25,600	24,600	23,068
	25000 METLIFE INC SR COMPONENT DEB SER C TRANCHE 2 STEP UP DUE 12-15-2022	25,417	25,417	24,778
	25000 PHILIP MORRIS INTL 2.5% DUE 08-22-2022 REG	24,718	24,718	24,153
	25000 PNC BK N A PITTSBURGH PA 2 7% DUE 11-01-2022	25,078	25,078	24,161
	25000 US BANKCORP MEDIUM TERM SUB NTS 2.95% DUE 07-15-2022 (MTNI)	25,685	25,685	24,631
	25000 STATE STREET CORPORATION 3.1% DUE 05-15-2023 REG	24,960	24,960	24,412
	12852 GNMA POOL 005228 3 5% DUE 11-20-2026 BEO (GNMAI)	18,274	13,739	13,581
	25000 TRANSCANADA PIPELINES LTD 0.75% DUE 01-15-2016 REG	24,966	24,956	25,105
	25000 TORONTO DOMINION BK SR MEDIUM TERM BK NT 1 4% DUE 04-30-2018 (MTN1)	24,983	24,983	24,814
	25000 BK MONTREAL MEDIUM TERM SR NTS BOOK ENTRY TRANCHE #TR 201 2.55% DUE 11-06-2022/11-06-2012	24,742	24,742	24,246
	25000 MANITOBA PROV CDA 2 1% DUE 09-06-2022	24,993	24,993	23,961
	25000 SANOFI S A 1 25% DUE 04-10-2018 REG	24,890	24,890	24,714
	55000 TOTAL CAP CDA LTD GTD NT 1 45% 01-15-2018	54,947	54,947	55,218
	40000 BNP PARIBAS TRANCHE # TR 143 3.25% DUE 03-03-2023	39,716	39,716	39,318
	25000 DEUTSCHE BK AG GLOBAL MEDIUM TERM NTS BOOK ENTRY 3 7% DUE 05-30-2014 REG	-	24,905	25,130
	25000 SUMITOMO MITSUI BK CORP 1 5% DUE 01-18-2018 BEO	24,928	24,928	24,869
	25000 SHELL INTL FIN B V 1.125% DUE 08-21-2017 REG	24,839	24,839	25,021
	50000 STATOIL ASA 2 45% DUE 01-17-2023 REG	50,136	50,136	48,230
	40000 VODAFONE GROUP PLC NEW 1.5% DUE 02-19-2018 REG	39,816	39,816	39,917
	25000 ASTRAZENECA PLC 1 95% DUE 09-18-2019 REG	24,969	24,969	24,916
	30000 BP CAP MKTS LC 2.75% DUE 05-10-2023	29,699	29,699	28,851
	25000 DIAGEO CAP PLC 2.625% DUE 04-29-2023/ 04-29-2013 REG	24,939	24,939	24,000
	25000 MORGAN STANLEY 5 75% DUE 01-25-2021	25,269	-	-
	35000 WESTPAC BKG CORP 3% DUE 12-09-2015	34,963	-	-
	25,000 AIR PRODS & CHEMS INC 3 0% DUE 11-03-2021 REG	26,563	26,563	25,287
	25,000 JOHN DEERE CAPITAL CORP TRANCHE # TR 00384 75% DUE 01-22-2016 REG	24,974	24,974	25,155
	25,000 RIO TINTO FIN USA LTD 3 75% DUE 09-20-2021 REG	-	-	-
	25,000 RIO TINTO FIN USA LTD 3 5% DUE 11-20-2020/11-02-2010 REG	26,726	26,726	26,144
	25,000 DEUTSCHE BK AG GLOBAL MEDIUM 3 25% DUE 01-11-2016	25,640	-	-
	25,000 BANK NEW YORK INC MED TERM SR NTS BOOK ENTRY 3 4% DUE 05-15-2024/04-15-2014 REG	-	24,987	25,383
	25,000 BARCLAYS BK PLC 2 5% DUE 02-20-2019 REG	-	24,999	25,438
		<u>1,097,331</u>	<u>1,086,004</u>	<u>1,067,122</u>
GRAND TOTAL		<u>1,097,331</u>	<u>1,086,004</u>	<u>1,067,122</u>

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

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART II, LINE 13
CALIFORNIA FORM 199, SCHEDULE L , LINE 9
INVESTMENTS - OTHER (MUTUAL FUNDS)
TAX YEAR 6/1/13 TO 5/31/14

SHARES	DESCRIPTION	COST 05/31/13	COST 05/31/14	FMV 05/31/14
NORTHERN TRUST--ACCOUNT # 23-03413				
MUTUAL FUNDS				
4,943	MFB NORTHERN MID CAP INDEX FD (NOMIX)	191,443	62,221	86,157
17,224	MFB NORTHERN FDS SMALL CAP INDEX FD (NSIDX)	193,263	-	
37,462	MFB NORTHERN FDS EMERG MKTS EQ IND FD (NOEMX)	689,047	-	
33,195	MFB NORTHERN HIGH YIELD FIXED INC FD (NHFIX)	231,841	246961	254,605
6,155	MFC BARBLAYS BK PLC BARCLAYS ETN+ SELECTML	-	168443	182,865
38,588	MFO DFA INCT DIMENSIONS GROUP INC EMERG MK	-	722627	786,044
20,950	MFC FLEXSHARES TR MORNINGSTAR DEVELOPED M	-	1218452	1,374,320
3,930	MFC FLEXSHARES TR STOXX GLOBAL BROAD INFRA	-	169697	177,715
2,755	MFO DSA US SMALL CAP PORTFOLIO (DFSTX)	-	77276	83,981
10,485	MFC FLEXSHARES TR MORNINGSTAR US MKT FACTO	-	835969	861,972
24,955	MFC FLEXSHARES TRUST QUALITY DIVID INDEXFD (I	-	851714	865,939
		<u>1,305,594</u>	<u>4,353,360</u>	<u>4,673,597</u>
MANAGED EQUITY FUNDS				
2,175	MFC SPDR GOLD SHS (GLD)	-		
25,943	MFO PIMCO FDS PAC INVT MGMT SER HIGH YLD	231,406	242928	253,203
5,831	MFO VANGUARD INFLATION PROTECTED SEC	163,962		
6,070	MFC FLEXSHARES TR MORNINGSTAR GLOBAL	205,409	208760	218,824
35,197	MFO PIMCO FDS PAC INVT MGMT SER COMMODITY	222,558	230597	210,480
13,480	MFC FLEXSHARES TR IBOXX 3YR TARGET DUR	-	336919	339,966
		<u>823,335</u>	<u>1,019,204</u>	<u>1,022,473</u>
REAL ESTATE FUNDS				
18,142	MFB NORTHERN FDS GLOBAL REAL EST IND FD	368,865	162,000	180,327
		<u>368,865</u>	<u>162,000</u>	<u>180,327</u>

UBS -ACCOUNT # TP 6315055

MUTUAL FUNDS				
153	ASIA TIGERS FUND INC	645	645	1,813
1,015	KAYNE ANDERSON MLP INVESTMENT	24,152	25866	40,385
1,000	TEMPLETON DRAGON FUND INC	13,754	13754	24,960
2,239	SELIGMAN COMM MUTUAL FUNDS	62,153	63905	123,488
2,013	DWS COMMUNICATIONS FUND CLASS A	40,662	40662	49,489
347	FRANKLIN BIOTECHNOLOGY DISCOVERY	28,115	31173	49,486
22	CALAMOS STRATEGIC TOTAL RETURN FUND	298	293	260
2,000	DOUBLELINE OPPORTUNISTIC CR FD	50,000	50000	46,940
2,000	DOUBLELINE INCOME SOLUTIONS FD	50,000	50000	44,860
16,924	DWS BALANCED FUND CLASS A	226,022	228705	184,475

BEN B JOYCE E EISENBERG FOUNDATION
 (99-0246427)
 FORM 990 PF, PART II, LINE 13
 CALIFORNIA FORM 199, SCHEDULE L , LINE 9
 INVESTMENTS - OTHER (MUTUAL FUNDS)
 TAX YEAR 6/1/13 TO 5/31/14

SHARES	DESCRIPTION	COST 05/31/13	COST 05/31/14	FMV 05/31/14
10,000	MFS MULTIMARKET INC TR SBI	70,000	70000	66,300
168	TEMPLETON EMERGING MARKET INCOME FUND	2,311	2510	2,733
500	TEMPLETON RUSSIA & EAST EUROPEAN FUND	-		
		<u>568,112</u>	<u>577,514</u>	<u>635,189</u>
GRAND TOTAL		3,065,906	6,112,078	6,511,586

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART XV, LINE 3A
AND
CALIFORNIA FORM 199, PART II, LINE 9
CONTRIBUTIONS PAID DURING THE YEAR
TAX YEAR 6/1/13 TO 5/31/14

RECIPIENT	ADDRESS	PURPOSE	AMOUNT
American Cancer Society	5731 W Slauson Ave, #200	Culver City, CA 90230	Program support 25,000
American Comm Weizmann	9911 W Pico Blvd #900	Los Angeles, CA 90035	Medical Research 200,000
American Friend Israel Philharmonic	122 East 42nd St, #4507	New York, NY 10168	Program support 25,000
American Jewish University	15600 Mulholland Drive	Bel Air, CA 90077	Program support 127,500
American Youth Symphony	9431 Sunset Blvd	Beverly Hills, CA 90210	Program support 500
Anti Defamation League	10495 Santa Monica Blvd	Los Angeles, CA 90025	Program support 52,000
Arthritis Foundation	800 West 6th Street, #1250	Los Angeles, CA 90017	Program support 1,000
Aviva Family & Children's Services	7130 Franklin Ave	Los Angeles, CA 90046	Program support 1,000
Builders of Jewish Education	6505 Wilshire Blvd, Ste 300	Los Angeles 90048	Program support 1,800
Camp Max Straus	5670 Wilshire Blvd #1590	Los Angeles, CA 90036	Program support 1,000
CAST	5042 Wilshire Blvd, #586	Los Angeles, CA 90036	Program support 5,000
Cedar Sinai Heart Institute	8700 Beverly Blvd	Los Angeles, CA 90048	Program support 50,000
Cedar Sinai Medical Center	8700 Beverly Blvd	Los Angeles, CA 90048	Program support 25,000
Center Theater Group Affiliates	601 W Temple Street	Los Angeles, CA 90012	Program support 1,950
CORI	2336 Santa Monica Blvd #206	Santa Monica, CA 90404	Medical research 177,750
Educational Institutions/Hebrew Union College	3077 University Avenue	Los Angeles, CA 90007	Program support 1,000
Eduparents org	2321 Sable Tree Circle	Tustin, CA 92780	Program support 5,000
FBI, Inc	110 East 9th Street, C-786	Los Angeles, CA 90079	Program support 5,000
Friends of the Observatory	2800 E Observatory Rd	Los Angeles, CA 90027	Program support 10,000
Geffen Playhouse	10886 Le Conte Avenue	Los Angeles, CA 90024	Program support 10,000
Girl Scouts of Greater Los Angeles	801 S Grand Ave, #300	Los Angeles, CA 90017	Program support 500
Guardians - Jewish Home for the Aging	10780 Santa Monica Blvd Ste 225	Los Angeles, CA 90025	Program support 287,700
Greater LA Zoo Assn	5333 Zoo Drive	Los Angeles, CA 90027	Program support 7,500
Israel Children Centers	2151 W Hillsboro Blvd #306	Deerfield Beach, FL 33442	Program support 144,335
Jewish Family Services	3580 Wilshire Blvd, Ste 700	Los Angeles, CA 90010	Program support 25,000
Jewish Homes for the Aging	7150 Tampa Ave	Reseda, CA 91335	Program support 1,436,100
Jewish Vocational Services	6505 Wilshire Blvd #200	Los Angeles, CA 90048	Program support 25,000
KCET	2900 W Alameda Ave	Burbank, CA 91505-4267	Program support 500
L A R C	10560 Wilshire Blvd, Ste 1403	Los Angeles, CA 90024	Program support 1,000
L A Food Bank	1734 E 41st Street	Los Angeles, CA 90058-1502	Program support 5,000
LAFD Wdow's/Orphans	815 Colorado Blvd, Fourth Floor	Los Angeles, CA 90041	Program support 5,000
Leukemia & Lymphoma Society	10400 Wilshire Blvd	Los Angeles, CA 90024	Program support 5,000
Magen David	3175 Commercial Avenue, Suite 101	Northbrook, IL 60062	Program support 1,000
Music Center - L A County	135 North Grand Avenue	Los Angeles, CA 90012	Program support 2,500
One For All	1127 E 67th Street	Inglewood, CA 90302	Program support 500
SCJSHOF	15600 Mulholland Drive	Bel Air, CA 90212	Program support 10,000
Shalhevet School	910S Fairfax Avenue	Los Angeles, CA 90036	Program support 10,000
Sinai Temple	10400 Wilshire Blvd	Los Angeles, CA 90024	Program support 25,000
Thalians	P O Box 749	Beverly Hills, CA 90213	Medical Research 1,500
The Spine Institute	444 So San Vicente, Ste 901	Los Angeles, CA 90048	Program support 25,000
Temple Adat Elohim	2420 E Hillcrest Drive	Thousand Oaks, CA 91362	Program support 1,200
USC - Gerontology	3715 McClintock Avenue, #110 Juliette Kohl Trojan Band Center, 837	Los Angeles, CA 9089-0191	Program support 2,500
USC Trojan Marching Band	Downy Way, Stonier Hall Basement	Los Angeles, CA 90089	Program support 10,000
Unstoppable Foundation	P O Box 877	Agoura Hills, CA 91376	Program support 1,000
Valley Beth Shalom	15739 Ventura Blvd	Encino, CA 91436	Program support 25,000
Valpo Surf Project Inc	3210 Barry Ave	Los Angeles, CA 90066	Program support 2,000
Veterans' holiday Celebration, Inc	11901 Santa Monica Blvd STE 486	Los Angeles, CA 90025	Program support 5,000
Vista Del Mar	3200 Motor Ave	Los Angeles, CA 90034	Program support 1,000
Cancer Support Community	1990 South Bundy Drive, Suite 100	Los Angeles, CA 90025	Program support 36,900
Westside JCC	5870 West Olympe Blvd	Los Angeles, CA 90036	Program support 25,000

2,853,235

BEN B JOYCE E EISENBERG FOUNDATION
(99-0246427)
FORM 990 PF, PART XV, LINE 3B
GRANTS APPROVED FOR FUTURE PAYMENT
TAX YEAR 6/1/13 TO 5/31/14

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Los Angeles Jewish Homes for the Aging	Capital facilities	12,500,000
American Comm. Weizmann	Medical Research	600,000
Guardians - Jewish Home for the Aging	Program support	250,000
		<u>13,350,000</u>