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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 191,227,347.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

A Employer identification number
56-2305694
B Telephone number (see instructions)
310-449-4500
C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	2,570,662.	1,867,961.		
5a Gross rents	7,168,315.	7,168,315.		
b Net rental income or (loss)	7,016,068.			
6a Net gain or (loss) from sale of assets not on line 10	3,571,211.			
b Gross sales price for all assets on line 6a	66,623,412.			
7 Capital gain net income (from Part IV, line 2)		3,279,807.		
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)				
SEE STATEMENT 1	2,354,127.	1,127,350.		
12 Total. Add lines 1 through 11	15,664,315.	13,443,433.	0.	
13 Compensation of officers, directors, trustees, etc	549,842.	341,452.		208,390.
14 Other employee salaries and wages	565,279.	351,038.		214,241.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE ST 2	542,861.	92,286.		450,575.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) SEE ST 3	1,285,902.	742,531.		543,371.
17 Interest	1,219,136.	1,219,136.		
18 Taxes (attach schedule)(see instrs) SEE STM 4	915,209.	893,323.		21,886.
19 Depreciation (attach sch) and depletion	1,226,146.	1,226,146.		
20 Occupancy				
21 Travel, conferences, and meetings	114,302.			114,302.
22 Printing and publications.				
23 Other expenses (attach schedule)				
SEE STATEMENT 5	1,248,180.	1,104,920.		143,259.
24 Total operating and administrative expenses. Add lines 13 through 23	7,666,857.	5,970,832.		1,696,024.
25 Contributions, gifts, grants paid PART XV	10,783,569.			8,252,041.
26 Total expenses and disbursements. Add lines 24 and 25	18,450,426.	5,970,832.	0.	9,948,065.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-2,786,111.			
b Net investment income (if negative, enter -0-)		7,472,601.		
c Adjusted net income (if negative, enter -0-)			0.	

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	9,774,474.	6,369,637.	6,369,637.
	2	Savings and temporary cash investments			
	3	Accounts receivable	227,553.		
		Less: allowance for doubtful accounts	136,900.	227,553.	227,553.
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)	6,912,357.		
		Less: allowance for doubtful accounts	13,914,357.	6,912,357.	6,912,357.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	705,284.	1,339,650.	1,339,650.
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 6	56,257,208.	74,937,170.	74,937,170.
	c	Investments — corporate bonds (attach schedule) STATEMENT 7	25,864,922.	10,484,015.	10,484,015.
	11	Investments — land, buildings, and equipment: basis	76,735,100.		
LIABILITIES		Less: accumulated depreciation (attach schedule) SEE STMT 8	14,077,679.	63,883,567.	62,657,421.
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) STATEMENT 9	26,213,469.	26,624,131.	26,624,131.
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe SEE STATEMENT 10)	3,098,349.	1,675,413.	69,828.
	16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)	199,848,530.	191,227,347.	191,227,347.
	17	Accounts payable and accrued expenses	513,352.	612,043.	
	18	Grants payable	2,438,553.	4,970,081.	
	19	Deferred revenue			
NET ASSETS OR FUND BALANCES	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	33,764,902.	27,737,548.	
	22	Other liabilities (describe SEE STATEMENT 11)	407,898.	1,931,246.	
	23	Total liabilities (add lines 17 through 22)	37,124,705.	35,250,918.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. X			
	24	Unrestricted	162,723,825.	155,976,429.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	162,723,825.	155,976,429.	
	31	Total liabilities and net assets/fund balances (see instructions)	199,848,530.	191,227,347.	

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	162,723,825.
2	Enter amount from Part I, line 27a	2	-2,786,111.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 12	3	463,658.
4	Add lines 1, 2, and 3	4	160,401,372.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 13	5	4,424,943.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	155,976,429.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a VARIOUS ACCOUNTS	P	VARIOUS	VARIOUS
b PFIC GAIN/ (LOSS)	P	VARIOUS	VARIOUS
c SEC 1231 FROM PARTNERSHIP	P	VARIOUS	VARIOUS
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 65,867,227.		62,714,302.	3,152,925.
b 1,534.			1,534.
c 125,348.			125,348.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			3,152,925.
b			1,534.
c			125,348.
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	3,279,807.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 	3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	8,730,200.	196,064,656.	0.044527
2012	8,377,333.	187,451,700.	0.044691
2011	8,049,474.	192,912,958.	0.041726
2010	8,084,925.	182,502,970.	0.044300
2009	7,763,879.	193,948,015.	0.040031

2 Total of line 1, column (d).	2	0.215275
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	0.043055
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	179,174,097.
5 Multiply line 4 by line 3	5	7,714,341.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	74,726.
7 Add lines 5 and 6	7	7,789,067.
8 Enter qualifying distributions from Part XII, line 4	8	9,948,065.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. .Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	74,726.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	74,726.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	74,726.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	42,906.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	42,906.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	31,820.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA DE		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.THEGILBERTFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>MONINA UMALI</u> Telephone no <u>310-477-5252</u> Located at <u>2730 WILSHIRE BLVD SANTA MONICA CA</u> ZIP + 4 <u>90403</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If 'Yes,' enter the name of the foreign country	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2014 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 2014)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☒ Yes ☐ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARTIN H. BLANK, JR. 2730 WILSHIRE BLVD, SUITE 301 SANTA MONICA, CA 90403	COO 10.00	323,227.	0.	7,277.
RICHARD S. ZIMAN 2730 WILSHIRE BLVD, SUITE 301 SANTA MONICA, CA 90403	CEO 6.50	226,615.	0.	12,252.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHELDON E. KATZER 2730 WILSHIRE BLVD, SUITE 301 LOS ANGELES, CA 90403	ASSET MANAGER 40	200,000.	0.	5,942.
MONINA UMALI 2730 WILSHIRE BLVD, SUITE 301 SANTA MONICA, CA 90403	ACCOUNTING MG 40	111,661.	0.	15,831.
ROBERTA DIAMOND 2730 WILSHIRE BLVD, SUITE 301 SANTA MONICA, CA 90403	ADMINISTRATOR 40	90,230.		4,063.
SEAN M. OSTROVSKY 2730 WILSHIRE BLVD, SUITE 301 LOS ANGELES, CA 90403	PGRM OFFICER 40	102,693.	0.	7,458.
ASENCION BUSTAMANTE 2730 WILSHIRE BLVD, STE 301 SANTA MONICA, CA 90403	HANDYMAN 40	52,968.	0.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GEORGINA ASSET MANAGEMENT 729 COVENTRY RD KENSINGTON, CA 94707	CONTRACTOR	495,045.
JANIS MINTON 270 18TH STREET SANTA MONICA, CA 90402	CONSULTANT	239,400.
LOEB & LOEB 10100 SANTA MONICA BLVD #2200 LOS ANGELES, CA 90067	LAWYER	537,240.
E. A. DAVIDOVITS 555 PRICE AVE. #200 REDWOOD CITY, CA 94063	CONTRACTOR	525,976.
LARUE CORRIGAN MCCORMICK & TEASDALE LLP 5959 TOPANGA CANYON BLVD STE 180 WOODLAND HILLS, CA 91367	ACCOUNTANTS	129,138.
Total number of others receiving over \$50,000 for professional services		4

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	101,212,798.
b Average of monthly cash balances	1b	8,123,325.
c Fair market value of all other assets (see instructions)	1c	114,558,122.
d Total (add lines 1a, b, and c)	1d	223,894,245.
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	41,991,608.
3 Subtract line 2 from line 1d	3	181,902,637.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,728,540.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	179,174,097.
6 Minimum investment return. Enter 5% of line 5	6	8,958,705.

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	8,958,705.
2a Tax on investment income for 2014 from Part VI, line 5	2a	74,726.	
b Income tax for 2014 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	74,726.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	8,883,979.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	8,883,979.
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	8,883,979.

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	9,948,065.
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	9,948,065.
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	74,726.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,873,339.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				8,883,979.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			8,150,677.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2014.				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 9,948,065.				
a Applied to 2013, but not more than line 2a			8,150,677.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2014 distributable amount				1,797,388.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				7,086,591.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

BAA

Form 990-PF (2014)

N/A

- (4) Gross investment income**

[illegible]

SEE STATEMENT FOR LINE 2A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE EXHIBIT	NONE	PUB CHAR		8,252,041.
Total			3 a	8,252,041.
b Approved for future payment SEE EXHIBIT	NONE	PUB CHAR		5,341,848.
Total			3 b	5,341,848.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities	525990		14	2,570,662.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property		1,255,164.			
b	Not debt-financed property			16	7,016,068.	
6	Net rental income or (loss) from personal property					
7	Other investment income	525990	685,282.	14	400,181.	
8	Gain or (loss) from sales of assets other than inventory	531120	291,404.	18	3,279,807.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	MANAGEMENT FEE INCOME	525990	13,500.			
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		2,245,350.		13,266,718.	
13	Total. Add line 12, columns (b), (d), and (e)					13 15,512,068.

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

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

[illegible]

Payments

Paid Date is any date between 1/1/2014 and 12/31/2014

29 May 2015

Payee Name	Payment Amount	Payment Date
American Federation for Aging Research	\$0	9/29/2014
American Federation for Aging Research	\$0	9/29/2014
American Jewish Joint Distribution - refund	(\$139,985)	5/22/2014
Bureau of Jewish Education of Greater Los Angeles	\$500	5/27/2014
Dottie's House Inc	\$500	4/1/2014
The Foundation for Jewish Education	\$500	5/27/2014
Westside Food Bank	\$500	3/26/2014
American Cancer Society	\$1,000	4/14/2014
Belmont-Redwood Shores Public School	\$1,000	2/4/2014
Cedars-Sinai Medical Center	\$1,000	10/2/2014
Center for Community Solutions	\$1,000	3/26/2014
Council of American Jewish Museums	\$1,000	1/24/2014
Exceptional Childrens Foundation	\$1,000	4/10/2014
Findings Art Center Inc	\$1,000	1/14/2014
Friends of Auschwitz-Birkenau Foundation	\$1,000	2/20/2014
Leukemia & Lymphoma Society Inc	\$1,000	6/5/2014
Los Angeles Youth Network	\$1,000	4/29/2014
Marlborough School	\$1,000	10/7/2014
Phase One	\$1,000	10/7/2014
Reboot	\$1,000	7/24/2014
Southern California Bulldog Rescue	\$1,000	8/26/2014
The Rape Foundation	\$1,000	8/20/2014
Yitzhak Rabin Hillel Center	\$1,000	4/4/2014
Working Dreams	\$1,200	11/24/2014
Breed Street Shul Project, Inc.	\$1,500	4/7/2014
Jews for Judaism	\$1,500	11/12/2014
National Parks Conservation Association	\$1,500	1/31/2014
Princess Grace Foundation	\$1,500	9/16/2014
Jewish Family Service of Los Angeles	\$1,800	5/6/2014
Childhelp	\$2,000	3/7/2014
Clairobosc Dance Company	\$2,000	10/10/2014
Lewa Wildlife Conservancy USA	\$2,000	10/31/2014
American Jewish University	\$2,500	10/23/2014
Art Division	\$2,500	11/24/2014
Body Traffic	\$2,500	12/8/2014
California Dance Institute	\$2,500	12/8/2014
Chrysalis	\$2,500	4/21/2014
Connecting Cultures Mobile Museum Inc.	\$2,500	10/2/2014
Di Rosa Preserve	\$2,500	12/9/2014
Discovery Eye Foundation	\$2,500	11/24/2014
Equal Justice America, Inc.	\$2,500	8/14/2014
JConnect	\$2,500	8/7/2014
Jewish Big Brothers Association of Los Angeles	\$2,500	9/2/2014
Jewish Home for the Aging	\$2,500	6/18/2014
Los Angeles Jewish Symphony	\$2,500	9/12/2014
Los Angeles Metropolitan Debate	\$2,500	6/10/2014
Los Angeles Police Foundation	\$2,500	2/5/2014
Memorial Sloan-Kettering Cancer Center	\$2,500	1/30/2014
Mississippi Museum of Art	\$2,500	12/8/2014

Payments

Paid Date is any date between 1/1/2014 and 12/31/2014

29 May 2015

Payee Name	Payment Amount	Payment Date
National Parks Conservation Association	\$2,500	12/2/2014
Oregon Shakespearean Festival	\$2,500	10/14/2014
Oregon Shakespearean Festival	\$2,500	1/7/2014
Performing Arts Center of Los Angeles	\$2,500	11/12/2014
Planned Parenthood Los Angeles Guild	\$2,500	2/20/2014
Public Counsel	\$2,500	6/10/2014
Rogue Machine Theatre	\$2,500	5/30/2014
The Colburn School	\$2,500	10/15/2014
West Los Angeles Area Police and	\$2,500	11/10/2014
Western Center on Law and Poverty	\$2,500	12/8/2014
Women Against Gun Violence	\$2,500	4/1/2014
Zeta Beta Tau Foundation	\$2,500	11/10/2014
Zimmer Children's Museum	\$2,500	10/31/2014
Zimmer Children's Museum	\$2,500	1/14/2014
Clairobcur Dance Company	\$3,000	4/7/2014
The Alliance for Children's Rights	\$3,000	10/23/2014
Extraordinary Ventures Inc.	\$4,000	10/7/2014
Team Rubicon	\$4,000	10/7/2014
Fairburn Youth Association	\$4,650	7/31/2014
American Jewish Joint Distribution	\$5,000	1/14/2014
American Jewish University	\$5,000	8/7/2014
Central Fund of Israel	\$5,000	12/11/2014
Downtown Womens Center	\$5,000	10/10/2014
Friends of Westwood Library	\$5,000	11/12/2014
Institute for Myeloma and Bone Cancer	\$5,000	1/14/2014
Jewish Family Services	\$5,000	9/12/2014
Jewish Free Loan Association	\$5,000	9/12/2014
Jews for Judaism	\$5,000	9/16/2014
New Village Charter School Inc.	\$5,000	2/12/2014
Otis College of Art and Design	\$5,000	10/23/2014
Otis College of Art and Design	\$5,000	9/12/2014
Otis College of Art and Design	\$5,000	4/14/2014
Public Interest Clearinghouse	\$5,000	12/2/2014
Simon Wiesenthal Center	\$5,000	5/8/2014
Stanford Professionals in Real Estate	\$5,000	10/10/2014
Temple Shalom for the Arts	\$5,000	10/2/2014
The Jewish Federation	\$5,000	10/31/2014
The Los Angeles Museum of the Holocaust	\$5,000	12/8/2014
The Regents of the University of California,	\$5,000	10/7/2014
The West Coast Care Foundation Inc	\$5,000	4/10/2014
Trustees of the University of Pennsylvania	\$5,000	6/5/2014
United States Olympic and Paralympic	\$5,000	6/24/2014
Emerson Arts and Education Foundation	\$6,000	9/2/2014
Team Rubicon	\$6,000	10/20/2014
American Friends of the Israel	\$7,500	4/14/2014
City of Hope	\$7,500	9/2/2014
The Colburn School	\$7,500	12/2/2014
UCLA Foundation	\$7,500	10/10/2014
Hadassah College Jerusalem	\$9,016	4/7/2014
Amencan Friends of the Israel	\$10,000	1/14/2014
Beit T'Shuvah	\$10,000	1/14/2014

Payments

Paid Date is any date between 1/1/2014 and 12/31/2014

29 May 2015

Payee Name	Payment Amount	Payment Date
Bnai Brith Youth Organization Inc	\$10,000	4/14/2014
City of Hope	\$10,000	12/8/2014
City of Hope	\$10,000	1/14/2014
Geffen Playhouse	\$10,000	12/11/2014
Hebrew Union College-JIR	\$10,000	6/5/2014
InterfaithFamily	\$10,000	9/16/2014
Jewish Big Brothers Association of Los	\$10,000	9/12/2014
Jewish Home for the Aging	\$10,000	10/2/2014
Jewish National Fund-Keren Kayemeth	\$10,000	4/14/2014
Kevah	\$10,000	8/5/2014
New West Symphony Association	\$10,000	4/14/2014
Sound Body Sound Mind Foundation	\$10,000	8/20/2014
The Achievable Foundation	\$10,000	8/14/2014
The Friendship Circle of Los Angeles	\$10,000	9/2/2014
The Jewish Federation	\$10,000	8/7/2014
The Washington Institute for Near East	\$10,000	1/14/2014
Yeshiva Gedolah of Los Angeles	\$10,000	3/18/2014
Brandeis University	\$15,000	12/9/2014
Hold On To Your Music	\$15,000	4/14/2014
University of California, Berkeley	\$17,000	3/26/2014
Liberty Hill Foundation	\$17,500	6/24/2014
American Federation for Aging Research	\$19,482	10/23/2014
Hadassah College Jerusalem	\$20,000	9/9/2014
Jewish Funders Network	\$20,000	10/14/2014
Jewish Graduate Student Initiative	\$20,000	8/20/2014
National Academy of Sciences	\$20,000	10/2/2014
Olim Beyahad	\$20,000	10/14/2014
Pukuu Cultural Community Services	\$20,000	1/14/2014
Santa Monica Museum of Art	\$20,000	12/19/2014
Wallis Annenberg Center for the Performing	\$20,000	5/23/2014
Yitzhak Rabin Hillel Center	\$20,000	8/18/2014
City of Los Angeles, Department of City	\$23,125	12/9/2014
City of Los Angeles, Department of City	\$23,125	5/1/2014
2015 Special Olympics World Summer	\$25,000	8/7/2014
AJEEC-NISPED	\$25,000	10/14/2014
American Friends of the Reut Institute	\$25,000	4/29/2014
American Jewish Joint Distribution	\$25,000	9/17/2014
American Jewish Joint Distribution	\$25,000	12/9/2014
American Jewish University	\$25,000	12/19/2014
American Society for Technion	\$25,000	11/3/2014
American Society for Technion	\$25,000	10/14/2014
Armand Hammer Museum of Art and	\$25,000	12/16/2014
Beit T'Shuvah	\$25,000	12/12/2014
Bet Tzedek	\$25,000	12/12/2014
California Institute of the Arts	\$25,000	12/16/2014
Center Theatre Group	\$25,000	12/16/2014
Desert Stars	\$25,000	11/7/2014
Friends of Yemin Orde	\$25,000	3/7/2014
Hadassah College Jerusalem	\$25,000	4/7/2014
Hadassah College Jerusalem	\$25,000	4/13/2014
IKAR	\$25,000	12/19/2014

Payments

Paid Date is any date between 1/1/2014 and 12/31/2014

29 May 2015

Payee Name	Payment Amount	Payment Date
Inner-City Arts	\$25,000	12/12/2014
Jewish Home for the Aging	\$25,000	12/12/2014
Jewish Life	\$25,000	6/18/2014
Jewish World Watch	\$25,000	12/19/2014
Karev Initiatives in Education	\$25,000	3/7/2014
Karev Initiatives in Education	\$25,000	10/3/2014
KCETLink	\$25,000	12/16/2014
KCRW	\$25,000	12/16/2014
Los Angeles Ballet	\$25,000	12/12/2014
Los Angeles County Museum of Art	\$25,000	12/12/2014
Los Angeles Philharmonic Association	\$25,000	12/18/2014
Los Angeles Philharmonic Association	\$25,000	12/18/2014
Madison Project	\$25,000	12/12/2014
Moishe House	\$25,000	12/16/2014
Museum of Contemporary Art Los Angeles	\$25,000	12/12/2014
P S. Arts	\$25,000	12/16/2014
Performing Arts Center of Los Angeles	\$25,000	12/16/2014
Public Counsel	\$25,000	7/3/2014
Reboot	\$25,000	12/19/2014
Skirball Cultural Center	\$25,000	10/31/2014
The Alliance for College-Ready Public	\$25,000	4/7/2014
The Central Europe Center	\$25,000	4/3/2014
The Gabriella Foundation	\$25,000	12/18/2014
The Heart Project	\$25,000	12/19/2014
UCLA Foundation	\$25,000	11/24/2014
UCLA Foundation	\$25,000	6/27/2014
UCLA Foundation	\$25,000	6/27/2014
Vista Del Mar Child and Family Services	\$25,000	12/12/2014
Zimmer Children's Museum	\$25,000	12/12/2014
Family Caregiver Alliance	\$26,550	12/12/2014
American Society for Yad Vashem	\$30,000	12/17/2014
Beit T'Shuvah	\$30,000	4/2/2014
Family Caregiver Alliance	\$30,000	6/24/2014
Israel Tennis Association	\$30,000	2/4/2014
Kol Ha-Isha - The Jerusalem Women's	\$30,000	12/2/2014
Kol Ha-Isha - The Jerusalem Women's	\$30,000	6/6/2014
Liberty Hill Foundation	\$30,000	11/7/2014
South Central Scholars	\$30,000	4/3/2014
The City Project	\$30,000	6/17/2014
The City Project	\$30,000	12/16/2014
The Economic Company of Akko	\$30,000	11/24/2014
The Economic Company of Akko	\$30,000	5/7/2014
The West Coast Care Foundation Inc.	\$30,000	1/14/2014
Westside Jewish Community Center	\$30,000	10/31/2014
Tel-Hai College	\$33,750	3/7/2014
AJEEC-NISPED	\$35,000	3/7/2014
AJEEC-NISPED	\$35,000	10/14/2014
Friends of Yemin Orde	\$35,000	10/3/2014
LABC Institute	\$35,000	5/7/2014
Partnership Scholars Program	\$35,000	12/2/2014
AJEEC-NISPED	\$37,500	3/7/2014
The Regents of the University of California,	\$39,960	11/24/2014

Payments

Paid Date is any date between 1/1/2014 and 12/31/2014

29 May 2015

Payee Name	Payment Amount	Payment Date
American Friends of the Association for the	\$40,000	3/7/2014 -
American Friends of the Association for the	\$40,000	11/24/2014
Anti-Defamation League of Bnai Brith	\$45,000	12/9/2014
Community Partners - College Match	\$45,000	11/12/2014
Tel-Hai College	\$45,000	1/30/2014
Motivating Our Students Through	\$45,500	11/24/2014
Hadassah College Jerusalem	\$47,500	4/15/2014
Hadassah College Jerusalem	\$47,500	9/9/2014
MATI-Jerusalem Business Development	\$47,500	1/23/2014
MATI-Jerusalem Business Development	\$47,500	11/24/2014
The Regents of the University of California,	\$49,680	6/27/2014
AJEEC-NISPED	\$50,000	3/7/2014
AJEEC-NISPED	\$50,000	10/14/2014
American Friends of the Association for the	\$50,000	11/24/2014
American Friends of the Association for the	\$50,000	3/7/2014
American Friends of the Hebrew University	\$50,000	12/2/2014
Economic Empowerment for Women	\$50,000	11/24/2014
Economic Empowerment for Women	\$50,000	1/14/2014
Foundation for California Community	\$50,000	10/3/2014
Friends of ELNET	\$50,000	6/10/2014
Jewish Family Service of Los Angeles	\$50,000	12/12/2014
Los Angeles County Arts Commission	\$50,000	12/11/2014
Los Angeles County Department of Public	\$50,000	12/19/2014
Prevention Institute	\$50,000	11/4/2014
Public Counsel	\$50,000	12/2/2014
The Foundation at Fresno County of	\$50,000	1/14/2014
The Trust for Public Land	\$50,000	12/16/2014
United Friends of the Children	\$50,000	11/24/2014
Yeholot Association Founded by the Rashi	\$50,000	3/7/2014
Yeholot Association Founded by the Rashi	\$50,000	10/3/2014
College Access Plan	\$53,000	11/12/2014
Los Angeles County Museum of Art	\$57,811	9/9/2014
Coalition for Humane Immigrant Rights of	\$60,000	5/6/2014
Family Caregiver Alliance	\$60,000	10/24/2014
Heart of Los Angeles Youth, Inc (HOLA)	\$60,000	11/12/2014
Yedid	\$67,500	11/24/2014
Yedid	\$67,500	3/17/2014
Hillel	\$70,000	12/23/2014
MATI-Jerusalem Business Development	\$70,000	3/7/2014
MATI-Jerusalem Business Development	\$70,000	9/9/2014
Project Grad Los Angeles	\$75,000	11/12/2014
USC Neighborhood Academic Initiative	\$88,000	11/12/2014
American Friends of the Hebrew University	\$95,075	10/7/2014
AltaSea at the Port of Los Angeles	\$100,000	12/23/2014
American Friends of Koret Israel Economic	\$100,000	3/7/2014
American Friends of the Israel	\$100,000	11/24/2014
Bright Prospect	\$100,000	11/12/2014
California Science Center Foundation	\$100,000	7/15/2014
KCRW	\$100,000	12/8/2014
Los Angeles Neighborhood Land Trust	\$100,000	11/3/2014
The Institute for College Access and	\$100,000	11/12/2014
UCLA Foundation	\$100,000	12/23/2014

Payments

Paid Date is any date between 1/1/2014 and 12/31/2014

29 May 2015

Payee Name	Payment Amount	Payment Date
USC Neighborhood Academic Initiative	\$100,000	4/22/2014
American Friends of the Hebrew University	\$114,000	3/7/2014
American Friends of the Hebrew University	\$125,000	3/13/2014
Foundation for California Community	\$125,000	10/14/2014
Foundation for California Community	\$125,000	2/4/2014
Los Angeles County Museum of Art	\$125,000	12/23/2014
The Institute for College Access and	\$125,000	10/7/2014
American Society for Technion	\$130,000	1/23/2014
American Friends of the US-Israel	\$133,334	8/6/2014
City of Hope	\$150,000	11/24/2014
American Federation for Aging Research	\$171,234	11/24/2014
American Federation for Aging Research	\$171,234	12/12/2014
American Israel Education Foundation Inc.	\$200,000	8/1/2014
The Jewish Federation	\$200,000	5/9/2014
UCLA Foundation	\$200,000	12/8/2014
The Regents of the University of California,	\$250,000	11/12/2014
Grand Totals (287 items)	\$8,252,041	

THE ROSALINDE AND ARTHUR GILBERT FOUNDATION
Grants payable
December 31, 2014

Minutes Date	Organization	Total Grant	Future Payments									
			2015	2016	2017	2018	2019	2020	2021	2022	2023	
12/16/14	AltaSea at the Port of Los Angeles	1,000,000	300,000	200,000	200,000	200,000						
12/03/13	American Friends of the Hebrew University	500,000	125,000	125,000	125,000							
05/06/14	American Friends of the US-Israel Binational Science Foundation	400,000	266,666									
10/28/14	American Society for Yad Vashem	30,000	30,000									
11/29/11	CSU Expository Reading and Writing Course	200,000	50,000									
03/19/13	Institute of Southern Jewish Life, Inc	150,000	50,000									
03/19/13	KCRW	500,000	100,000	100,000	100,000							
10/14/14	Liberty Hill Foundation	60,000	30,000									
10/14/14	Los Angeles County Department of Public Health	100,000	50,000									
12/16/14	Los Angeles County Museum of Art	500,000	125,000	125,000								
10/14/14	Los Angeles Neighborhood Land Trust	200,000	100,000									
10/14/14	Prevention Institute	100,000	50,000									
03/18/14	Southern California Public Radio	150,000	50,000	50,000								
07/16/14	Tel-Hai College	55,000	55,000									
05/06/14	The City Project	120,000	60,000									
10/28/14	The Institute for College Access and Success Inc	300,000	100,000	100,000								
12/03/13	The Regents of UC Berkeley	750,000	250,000									
12/16/14	The Regents of UC Berkeley	145,222	72,611	72,611								
10/14/14	The Regents of UC Berkeley	79,920	39,960									
10/14/14	The Trust for Public Land	100,000	50,000									
12/16/14	UCLA Foundation	1,000,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	
10/14/14	UCLA Foundation	1,000,000	200,000	200,000	200,000							
05/06/14	United Stated Olympic and Paralympic Foundation	20,000	5,000	5,000	200,000							
03/18/14	USC Neighborhood Academic Initiative	200,000	100,000	5,000								
Number of months used for NPV calculation - 2014 grants not discounted (current)			2,359,237	1,077,611	905,000	500,000	100,000	100,000	100,000	100,000	100,000	
5% rate used, assumed payment mid-year			0	18	30	42	54	66	78	90	102	
			2,359,237.00	1,002,428.84	804,444.44	425,531.91	81,632.65	78,431.37	75,471.70	72,727.27	70,175.44	
Total grants payable at 12/31/14, net of discount			4,970,081									
Gross grants payable at 12/31/14			5,341,848									
Discount			371,767									

2014

FEDERAL STATEMENTS

PAGE 1

THE ROSALINDE AND ARTHUR GILBERT FOUNDAT

56-2305694

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MANAGEMENT FEE INCOME	\$ 13,500.		
OTHER INVESTMENT INCOME	1,085,463.	\$ 1,127,350.	
RENTAL INCOME - NONINVESTMENT PROPERTY	1,255,164.		
TOTAL	\$ 2,354,127.	\$ 1,127,350.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 542,861.	\$ 92,286.		\$ 450,575.
TOTAL	\$ 542,861.	\$ 92,286.	\$ 0.	\$ 450,575.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 631,238.	\$ 631,238.		
OTHERS	654,664.	111,293.		\$ 543,371.
TOTAL	\$ 1,285,902.	\$ 742,531.	\$ 0.	\$ 543,371.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PROVISION	\$ 391,525.	\$ 391,525.		
PAYROLL TAXES	58,426.	36,540.		\$ 21,886.
REAL ESTATE TAXES	459,700.	459,700.		
TAXES & LICENSE	5,558.	5,558.		
TOTAL	\$ 915,209.	\$ 893,323.	\$ 0.	\$ 21,886.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AIR CONDITIONING	\$ 1,432.	\$ 1,432.		
AMORTIZATION - LOAN FEES	5,188.	5,188.		
CLEANING	10,748.	10,748.		
DUES & SUBSCRIPTIONS	32,357.	16,179.		\$ 16,179.
FIRE ALARM	1,729.	1,729.		
GARBAGE DISPOSAL	5,730.	5,730.		
INSURANCE	569,385.	481,934.		87,451.
LEASING COMMISSION	116,162.	116,162.		
MILEAGE	7,242.	7,242.		
MISC	3,520.	3,520.		
MISC BANK CHARGES	10,217.	10,217.		
OFFICE EXPENSE	46,669.	35,002.		11,667.
PLUMBING	4,937.	4,937.		
RENT	55,924.	27,962.		27,962.
RENTAL EXPENSES	152,247.	152,247.		
REPAIRS	71,082.	71,082.		
SECURITY PATROL	83,614.	83,614.		
SUPPLIES	1,758.	1,758.		
SWEEPING	10,939.	10,939.		
UTILITIES	57,300.	57,298.		
TOTAL	<u>\$ 1,248,180.</u>	<u>\$ 1,104,920.</u>	<u>\$ 0.</u>	<u>\$ 143,259.</u>

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

<u>CORPORATE STOCKS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - EQUITY FUNDS	COST	\$ 74,937,170.	\$ 74,937,170.
	TOTAL	<u>\$ 74,937,170.</u>	<u>\$ 74,937,170.</u>

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

<u>CORPORATE BONDS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - FIXED INCOME	MKT VAL	\$ 10,484,015.	\$ 10,484,015.
	TOTAL	<u>\$ 10,484,015.</u>	<u>\$ 10,484,015.</u>

THE ROSALINDE AND ARTHUR GILBERT FOUNDAT

56-2305694

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

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 54,545,916.	\$ 0.	\$ 54,545,916.	\$ 42,073,822.
IMPROVEMENTS	1,698,394.	0.	1,698,394.	1,698,394.
LAND	20,490,790.		20,490,790.	20,490,790.
MISCELLANEOUS	0.	14,077,679.	-14077679.	0.
TOTAL	\$ 76,735,100.	\$ 14,077,679.	\$ 62,657,421.	\$ 64,263,006.

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

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JOINT VENTURES - 7000 E SLAUSEN CO	COST	\$ 1,457,243.	\$ 1,457,243.
INVESTMENTS - HEDGE FUNDS & PRIVATE EQ	COST	12,849,612.	12,849,612.
JOINT VENTURES - GILBERT BLANK	COST	1,944,226.	1,944,226.
JOINT VENTURES - EC GARDEN LAKES	COST	1,914,324.	1,914,324.
JOINT VENTURES - EC PALO VERDE	COST	1,128,847.	1,128,847.
JOINT VENTURES - EC FDN QUAIL	COST	1,520,945.	1,520,945.
JOINT VENTURES - EC IRVINGTON FOUNDATION	COST	1,259,168.	1,259,168.
JOINT VENTURES - EC FOUNDATION CP, LLC	COST	1,130,674.	1,130,674.
JOINT VENTURES - UNION HILLS FOUNDATION	COST	3,419,092.	3,419,092.
TOTAL		\$ 26,624,131.	\$ 26,624,131.

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	\$ 69,828.	\$ 69,828.
CONSTRUCTION IN PROGRESS	1,605,585.	
TOTAL	\$ 1,675,413.	\$ 69,828.

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

SECURITY DEPOSITS	\$ 227,124.
OBLIGATION UNDER INT RATE SWAP	1,704,122.
TOTAL	\$ 1,931,246.

THE ROSALINDE AND ARTHUR GILBERT FOUNDAT

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

BOOK TO TAX DIFFERENCE IN PARTNERSHIPS

	\$	463,658.
TOTAL	\$	<u>463,658.</u>

STATEMENT 13
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

PFIC GAINS
 SEC 1231 FROM ECG NEW PALO VERDE
 UNREALIZED LOSS ON INTEREST SWAP
 UNREALIZED LOSS ON INVESTMENTS

	\$	1,534.
		416,752.
		1,695,501.
		2,311,156.
TOTAL	\$	<u>4,424,943.</u>

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

NAME OF GRANT PROGRAM:

NAME:

ROBBIE DIAMOND, ADMINISTRATOR

CARE OF:

STREET ADDRESS:

2730 WILSHIRE BLVD., STE 301

CITY, STATE, ZIP CODE:

LOS ANGELES, CA 90403

TELEPHONE:

N/A

E-MAIL ADDRESS:

FORM AND CONTENT:

TO REQUEST FUNDING, SUBMIT A BRIEF LETTER OF INQUIRY (1-2 PAGES) THAT INCLUDES THE FOLLOWING INFORMATION:
 - A BRIEF DESCRIPTION OF THE ORGANIZATION'S MISSION, OBJECTIVES AND SERVICES.

- HIGHLIGHTS OF 1-2 PROGRAMS WITH A BRIEF DESCRIPTION OF THEIR GOALS AND DESIRED OUTCOMES.

- POPULATION AND GEOGRAPHIC REGION TO BE SERVED.

- THE AMOUNT REQUESTED FROM THE FOUNDATION.

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

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

The Rosalinde and Arthur Gilbert Foundation (PB AUDIT DEPT WITH TAX DEPT ADJ)

Investments Roll Forward

12/31/2014

Acct	Type	Name	(Sale Proceeds)	Realized Gain/(Loss)	Basis**
5015	Cash Equiv	BlackRock Treasury	-	(1)	1
5015	Level 2	Fixed Income Israel Bond	(500,000)	-	500,000
		Subtotal	(500,000)	(1)	500,001
NOT HELD IN US TRUST					
	Level 1	Fixed Income 2 Year Jubilee Bond	-	-	-
	Level 3	Joint Venture - 7000 E Slauson Co	-	-	-
	Level 1	US Treasury Bills	(283,927)	-	283,927
		Subtotal	(283,927)	-	283,927
8985	Cash Equiv	Various	-	-	-
8985	Level 1	Equities/Fixed Income	(13,288,475)	5,388	13,283,087
		Subtotal	(13,288,475)	5,388	13,283,087
9439	Cash Equiv	BlackRock Treasury	-	-	-
9439	Level 1	Equities/Fixed Income	(47,812)	(1,716)	49,528
		Subtotal	(47,812)	(1,716)	
5510	Cash Equiv	Various	-	-	-
5510	Level 1	Equities/Fixed Income	(318,528)	(2,924)	321,452
		Subtotal	(318,528)	(2,924)	321,452
8372	Cash Equiv	Various	-	-	-
8372	Level 1	Equities/Fixed Income	(1,672)	(4)	1,676
		Subtotal	(1,672)	(4)	1,676
7150	Cash Equiv	Various	-	-	-
7150	Level 1	Equities/Fixed Income	-	-	-
		Subtotal	-	-	-
5016	Cash Equiv	Various	-	-	-
5016	Cash Equiv	Foreign Currency - Israeli Shekel	-	-	-
5016	Level 1	Equities/Fixed Income	(50,569,282)	3,130,986	47,438,297
5016	Level 3	Altair-Golub Capital VIII	-	-	-
5016	Level 3	BioCatch Ltd - Shares	-	-	-
5016	Level 3	Blinkbuggy Conv Prom Note	-	-	-
5016	Level 3	Bluewind Medical Ltd Note	-	-	-
5016	Level 3	Bondfactor Company	-	-	-
5016	Level 3	Bristol Intl Fund Cl A Ser 1	-	-	-
5016	Level 3	Corbel Structured Equity	-	-	-
5016	Level 3	Comdor Capital II Parallel LP	-	-	-
5016	Level 3	Comdor EMS Holdings	-	-	-
5016	Level 3	Crystal Capital Intl Fund	-	-	-
5016	Level 3	DAFNA Intl Fund Class A	-	-	-
5016	Level 3	Emerging Value Opps	-	-	-
5016	Level 3	Fullcycle Energy Fund	-	-	-
5016	Level 3	Guggenheim Offshore Access	-	-	-
5016	Level 3	Hermitage Global SP1	-	-	-
5016	Level 3	Hint Inc Pfd Ser A	-	-	-
5016	Level 3	Hint Note	-	-	-
5016	Level 3	ICG Access Fund	(56,091)	6,091	50,000
5016	Level 3	Invicta Offshore FD	(25,402)	402	25,000
5016	Level 3	Janvest Technologies	-	-	-
5016	Level 3	Janvest Technologies II	-	-	-
5016	Level 3	K2 Overseas Investors I Ltd	(91,968)	32,857	59,111
5016	Level 3	KSA Partners IV	-	-	-
5016	Level 3	Lion Biotechnologies Stock	-	-	-
5016	Level 3	Lion Biotech Warrant 11/05/18	-	-	-
5016	Level 3	Monsoon India Select	-	-	-
5016	Level 3	Nano Retina Note	-	-	-
5016	Level 3	Nextracker Inc Pfd Ser A	-	-	-
5016	Level 3	NGN Biomed Opp II	-	-	-
5016	Level 3	KSA Partners II (NGN Partners I)	-	-	-
5016	Level 3	OCM Mezzanine Fund II	-	-	-
5016	Level 3	Oppenheimer Activist Partners	(584,950)	382,661	202,289
5016	Level 3	Oppenheimer Private Equity	-	-	-
5016	Level 3	Pending Direct Mutual Fund Purch Spec Assets Mutt	-	-	-
5016	Level 3	Polestar Seg Edison	-	-	-
5016	Level 3	Polestar Seg Fairfax	-	-	-
5016	Level 3	Shamrock Israel Growth Fund	-	-	-
5016	Level 3	Solana Corp	-	-	-
5016	Level 3	Solana Corp Pfd Ser D	-	-	-
5016	Level 3	Solana Subordinated Secured Note	-	-	-
5016	Level 3	Tawkon Ltd Shares	-	-	-
5016	Level 3	Tn Alpha Energy Shares	-	-	-
5016	Level 3	Tn Alpha Energy Pfd Ser D-2	-	-	-
5016	Level 3	Tn Alpha Energy Ser E Pfd	-	-	-
5016	Level 3	Trinad Capital International	(99,118)	(400,882)	500,000
5016	Level 3	Vascular Dyn Warrant 01/24/24	-	-	-
5016	Level 3	Vascular Dynamics Conv Prom Note	-	-	-
5016	Level 3	Vascular Dynamics Pfd Ser A	-	-	-
		Subtotal	(51,426,812)	3,152,115	48,274,697
		Detail report vs audited T/B diff	-	66	(66)
		Total	(65,867,227)	3,152,925	62,714,302