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For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation THE SHIMON BEN JOSEPH FOUNDATION		A Employer identification number 33-1114104	
Number and street (or P O box number if mail is not delivered to street address) 1590 drew AVENUE No 200		Room/suite	B Telephone number (see instructions) (415) 658-8730
City or town, state or province, country, and ZIP or foreign postal code DAVIS, CA 95618		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ A amended return ☐ Address change ☐ Name change		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 ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,132,942,047		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (cash basis only) (d)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	75,248	75,248		
	4 Dividends and interest from securities	3,703,514	3,703,514		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	1,477,281			
	b Gross sales price for all assets on line 6a 83,831,239				
	7 Capital gain net income (from Part IV , line 2)		127,713,790		
	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)	51,694,908	15,610,507		
	12 Total. Add lines 1 through 11	56,950,951	147,103,059		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,475,857	487,651		988,206
	14 Other employee salaries and wages	2,589,938	992,610		1,590,868
	15 Pension plans, employee benefits	648,688	350,054		315,068
	16a Legal fees (attach schedule).	30,533	7,208		21,779
	b Accounting fees (attach schedule).	237,325	119,913		117,413
	c Other professional fees (attach schedule)	2,184,041	1,493,788		693,755
	17 Interest				861,168
	18 Taxes (attach schedule) (see instructions)	1,812,088	178,223		4,525
	19 Depreciation (attach schedule) and depletion	190,115	45,700		
	20 Occupancy	208,158	0		208,697
	21 Travel, conferences, and meetings.	422,498	42,144		375,005
	22 Printing and publications	26,772	440		25,192
	23 Other expenses (attach schedule).	738,455	3,203,701		504,496
	24 Total operating and administrative expenses. Add lines 13 through 23	10,564,468	6,921,432		5,706,172
	25 Contributions, gifts, grants paid	29,943,554			38,034,705
	26 Total expenses and disbursements. Add lines 24 and 25	40,508,022	6,921,432		43,740,877
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	16,442,929			
	b Net investment income (if negative, enter -0-)		140,181,627		
	c Adjusted net income (if negative, enter -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				
	2	Savings and temporary cash investments	37,052,977	49,172,847	49,172,847	
	3	Accounts receivable ▶ <u>12,392,323</u>				
		Less allowance for doubtful accounts ▶ _____	10,873,405	12,392,323	12,392,323	
	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) ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	99,414	148,620	148,620	
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	180,288,589	153,483,852	153,483,852	
	c	Investments—corporate bonds (attach schedule)	46,460,954	46,355,828	46,355,828	
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)	205,168,655	188,003,592	188,003,592	
14		Land, buildings, and equipment basis ▶ <u>1,954,797</u>				
		Less accumulated depreciation (attach schedule) ▶ <u>1,281,893</u>	550,841	672,904	672,904	
15		Other assets (describe ▶ _____)	642,789,088	682,712,081	682,712,081	
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,123,283,923	1,132,942,047	1,132,942,047	
17		Accounts payable and accrued expenses	989,766	524,377		
18		Grants payable	37,170,630	29,211,908		
Net Assets or Fund Balances	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 ▶ _____)	13,195,244	12,223,438		
	23	Total liabilities (add lines 17 through 22)	51,355,640	41,959,723		
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,071,928,283	1,090,982,324		
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)	1,071,928,283	1,090,982,324			
31	Total liabilities and net assets/fund balances (see instructions)	1,123,283,923	1,132,942,047			

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	1,071,928,283
2	Enter amount from Part I, line 27a	2	16,442,929
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,651,071
4	Add lines 1, 2, and 3	4	1,091,022,283
5	Decreases not included in line 2 (itemize) ▶ _____	5	39,959
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,090,982,324

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 83,831,239		70,704,550	13,126,689
b			243,716
c			114,343,385
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			13,126,689
b			243,716
c			114,343,385
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	127,713,790
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	

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 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))
2014	40,227,593	1,205,337,115	0 033375
2013	40,186,505	744,303,052	0 053992
2012	47,961,669	800,060,129	0 059948
2011	45,320,381	753,602,489	0 060138
2010	47,650,873	765,552,129	0 062244

2	Total of line 1, column (d).	2	0 269697
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 053939
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	1,137,941,081
5	Multiply line 4 by line 3.	5	61,379,404
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,401,816
7	Add lines 5 and 6.	7	62,781,220
8	Enter qualifying distributions from Part XII, line 4.	8	43,923,260

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)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income.Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

7

Total credits and payments Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached

9

Tax due.If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2015 estimated tax 179,693 Refunded

1

2,803,633

2

0

3

2,803,633

4

0

5

2,803,633

6a

2,834,055

6b

6c

150,000

6d

7

2,984,055

8

729

9

10

179,693

11

0

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation \$ 0 (2) On foundation managers \$ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

2

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

Yes

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

Yes

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year?If "Yes," complete Part II, col (c), and Part XV

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)
CA

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

8b

Yes

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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

No

Form 990-PF (2015)

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) 2 .	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 ▶ <u>www.jimjosephfoundation.org</u>	13	Yes	
14	The books are in care of ▶ <u>MARY SEABURY</u> Telephone no ▶ <u>(530) 758-9210</u> Located at ▶ <u>1590 DREW AVENUE SUITE 200 DAVIS CA</u> ZIP+4 ▶ <u>95618</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>15</u>			
16	At any time during calendar year 2015, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes No	No 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? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 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 2015? ☐ 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ▶ <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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		
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</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2015 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 2015). ☐ 3b		
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 2015?	4b	No

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)?		5b	No
Organizations relying on a current notice regarding disaster assistance check here.		☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
SANDRA J EDWARDS 343 SANSOME STREET SUITE 550 SAN FRANCISCO, CA 94104	ASSOCIATE DIRECTOR 40 00	250,529	23,395	5,300
DIANE CRONAN 1590 DREW AVENUE SUITE 200 DAVIS, CA 95618	HR DIRECTOR - INTERL 40 00	187,282	43,747	2,574
THOMAS SHIPLEY 1590 DREW AVENUE SUITE 200 DAVIS, CA 95618	VP ACQUISITION/DEVL 28 00	175,322	36,866	966
DAWNE BEAR NOVICOFF 343 SANSOME STREET SUITE 550 SAN FRANCISCO, CA 94104	ASSISTANT DIRECTOR 40 00	161,538	27,078	2,540
CLIFFORD HANADA 1590 DREW AVENUE SUITE 200 DAVIS, CA 95618	ASSET MANAGER - INTE 34 00	161,062	26,694	1,677

Total number of other employees paid over \$50,000. 17

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
CAMBRIDGE ASSOCIATES LLC PO BOX 83232 CHICAGO,IL 60691	INVESTMENT MANAGEMENT	840,131
RYDER COURT Global Emerging Markets Opp FD 50 SOUTH LASALLE ST CHICAGO,IL 60675	INVESTMENT MANAGEMENT	272,828
SSI INCSPENCER STUART PO BOX 98991 CHICAGO,IL 60693	CONSULTING	206,239
Deloitte & Touche PO BOX 844708 DALLAS,TX 752844708	Audit	186,900
SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND 181 UNIVERSITY AVENUE SUITE 1300 TORONTO,ONTARIO M5H 3M7 CA	INVESTMENT MANAGEMENT	134,665
Total number of others receiving over \$50,000 for professional services. ▶		5

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 _____	
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 instructions.	
3 _____ _____ _____	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	378,493,098
b	Average of monthly cash balances.	1b	59,564,219
c	Fair market value of all other assets (see instructions).	1c	717,212,816
d	Total (add lines 1a, b, and c).	1d	1,155,270,133
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,155,270,133
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	17,329,052
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,137,941,081
6	Minimum investment return. Enter 5% of line 5.	6	56,897,054

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	56,897,054
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	2,803,633
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,803,633
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	54,093,421
4	Recoveries of amounts treated as qualifying distributions.	4	136,879
5	Add lines 3 and 4.	5	54,230,300
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	54,230,300

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	43,740,877
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	182,383
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	43,923,260
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	43,923,260

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				54,230,300
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			11,782,828	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 43,923,260				
a Applied to 2014, but not more than line 2a			11,782,828	
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 2015 distributable amount.				32,140,432
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				22,089,868
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 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV

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b Check box to indicate whether the organization is a:

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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Part XV

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 or email address 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 Paid during the year See Additional Data Table				
Total			3a	38,034,705
b Approved for future payment See Additional Data Table				
Total			3b	12,344,780

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.		1a(1)	No
(2) Other assets.		1a(2)	No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.		1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)	No
(3) Rental of facilities, equipment, or other assets.		1b(3)	No
(4) Reimbursement arrangements.		1b(4)	No
(5) Loans or loan guarantees.		1b(5)	No
(6) Performance of services or membership or fundraising solicitations.		1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes
☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2016-11-09	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

May the IRS discuss this return with the preparer shown below?
 (see instr.)? ☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name JOAN S MCMAHON	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00966494
	Firm's name ☐ DELOITTE TAX LLP			Firm's EIN ☐ 86-1065772	
	Firm's address ☐ 555 MISSION STREET SAN FRANCISCO, CA 94105			Phone no ☐ (415) 783-4000	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
ALVIN T LEVITT	PRESIDENT/DIRECTOR 20 00	26,000	0	0
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
PHYLLIS L COOK	SEC /TREAS /DIRECTor 3 00	26,000	0	0
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
SUSAN FOLKMAN	DIRECTOR 3 00	26,000	0	0
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
JEROME SOMERS	DIRECTOR 3 00	26,000	0	0
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
DVORA JOSEPH DAVEY	DIRECTOR 3 00	26,000	0	0
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
ALISA ROBBINS DOCTOROFF	DIRECTOR 3 00	26,000	0	0
343 SANSOME STREET SUITE 550 sAN FRANCISCO,CA 94104				
JOSHUA JOSEPH	DIRECTOR 3 00	26,000	0	0
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
DANIEL SAFIER	DIRECTOR 3 00	26,000	0	0
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
DAVID AGGER	DIRECTOR 3 00	26,000	0	0
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
JEFFREY SOLOMON	DIRECTOR 1 50	19,500	0	0
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
CHARLES M EDELSBERG	EXECUTIVE DIRECTOR 40 00	585,079	105,484	0
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
MARY P SEABURY	cfo 40 00	276,522	36,012	2,772
343 SANSOME STREET SUITE 550 SAN FRANCISCO,CA 94104				
DONALD C LEWIS	PRESIDENT - INTERLAND LLC 40 00	182,506	31,119	2,864
1590 DREW AVENUE SUITE 200 DAVIS,CA 95618				

Form 990PF Part XV Line 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>				
Alpha Epsilon Pi Foundation Inc 8815 Wesleyan Road Indianapolis,IN 46268		PC	Hineni Conference and Jewish Identity Enrichment Initiative (2015-2017)	75,000
American Friends of Livnot U'Lehibanot 1046 Cornwall C Boca Raton,FL 33434		PC	Northern Exposure and Emerging Jewish Leaders Project	100,000
American Friends of the Israel Museum 500 Fifth Avenue Suite 2540 New York,NY 10110		PC	Renewal support for educational tours in the Israel Museum for Birthright Israel participants (2014-2016)	75,000
American Institutes for Research 1000 Thomas Jefferson Street NW Washington,DC 200073835		PC	Cross Community Evaluation of the Community-based Jewish Teen Education and Engagement Initiative (2014-2018)	179,367
American Institutes for Research 1000 Thomas Jefferson Street NW Washington,DC 200073835		PC	Evaluation of the JJF Education Initiative	207,612
American Jewish Committee 165 East 56th Street New York,NY 10022		PC	SAN FRANCISCO EDUCATIONAL PROGRAMMING	10,000
American Jewish Joint Distribution Committee 711 Third Avenue 10th Floor New York,NY 10017		PC	JDC Entwine (2015-2017)	1,010,000
American Jewish World Service Inc 45 West 36th Street New York,NY 100187904		PC	Support for the Global Justice Fellowship Grant	23,000
Associated Jewish Community Federation of Baltimore Inc 101 West Mount Royal Avenue Baltimore,MD 21201		PC	Community-Based Jewish Teen Education Initiative (2015-2020)	112,622
Associated Jewish Community Federation of Baltimore Inc 101 West Mount Royal Avenue Baltimore,MD 21201		PC	General Operating Support of the Leadership Pipelines Alliance	250,000
Associated Jewish Community Federation of Baltimore Inc 101 West Mount Royal Avenue Baltimore,MD 21201		PC	CEO Onboarding (2015-2017)	200,000
Beacon Hebrew Alliance 331 Verplanck Avenue Beacon,NY 12508		PC	Masa at Beacon Hebrew Alliance	30,000
Beit TShuvah 8831 Venice Boulevard LOS ANgeles,CA 90034		PC	Training and evaluation of a cohort of Jewish educators to improve outreach to teens and young adults	30,000
Birthright Israel Foundation 33 East 33rd Street 7th Floor New York,NY 10016		PC	General Supports for Trips	2,500,000
Birthright Israel Foundation 33 East 33rd Street 7th Floor New York,NY 10016		PC	Staff Development/Education through ReISci software for Birthright staff	10,000
Total ▶ 3a				38,034,705

Form 990PF Part XV Line 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>				
Birthright Israel Foundation 33 East 33rd Street 7th Floor New York, NY 10016		PC	GENERAL SUPPORT IN HONOR OF STEPHEN AND NANCY GRAND	18,000
Birthright Israel Foundation 33 East 33rd Street 7th Floor New York, NY 10016		PC	Birthright Israel NEXT	209,280
B'nai B'rith Youth Organization Inc 800 Eighth Street NW Washington, DC 20001		PC	BBYO Directors of Jewish Enrichment and Capacity Building Planning (2015-2016)	450,000
B'nai B'rith Youth Organization Inc 800 Eighth Street NW Washington, DC 20001		PC	Educator Immersion Project Directors of Jewish Enrichment	29,009
B'nai B'rith Youth Organization Inc 800 Eighth Street NW Washington, DC 20001		PC	Professional Development Institute Cohorts 2 and 3	20,399
B'nai B'rith Youth Organization Inc 800 Eighth Street NW WAShington, DC 20001		PC	Summit on Jewish Teens and Scholarships for the BBYO International Convention (2015-2016)	125,000
Board of Jewish Education Inc 520 Eighth Avenue 15th Floor New York, NY 10018		PC	Consultation for the Community Based Jewish Teen Initiatives	187,144
Boston Jewish Music Festival Inc 30 Maple Street West Roxbury, MA 02132		PC	GENERAL SUPPORT	5,000
BRAndeis Hillel Day School - MARIN 180 N San Pedro Road San Rafael, CA 94903		PC	Scholarships	11,000
Brandeis Hillel Day School 655 Brotherhood Way San Francisco, CA 94132		PC	Scholarships	25,000
Brandeis Hillel Day School 655 Brotherhood Way San Francisco, CA 94132		PC	Support Scholarships for San Francisco	13,500
BRAndeis Hillel Day School 655 Brotherhood Way SAN Francisco, CA 94132		PC	TUITION ASSISTANCE	5,000
Brandeis University 415 South Street Waltham, MA 02454		PC	JData 2012-2015	272,956
Brandeis University 415 South Street Waltham, MA 02454		PC	DeLeT (2015-2018)	166,958
Brandeis University 415 South Street Waltham, MA 02454		PC	Summer Institute for Israel Studies (2015-2018)	250,000
Total ▶ 3a				38,034,705

Form 990PF Part XV Line 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>				
Brandeis University 415 South Street Waltham, MA 02454		PC	Brandeis Jewish Leadership Institute for Russian Speaking Jewish Professionals	63,000
Brandeis University 415 South Street Waltham, MA 02454		PC	The DeLeT -MAT Project 2010-2014	188,331
Bridgespan Group 2 Copley Place Suite 3700B BOSton, MA 02116		PC	2015 Jim Joseph Foundation Board Retreat Consultation	51,595
Bureau of Jewish Education of Greater LOS ANGELES 6505 Wilshire Boulevard Suite 300 LOS ANgeles, CA 90048		PC	General Support	5,000
CENTER FOR CREATIVE CHANGE 4115 WISCONSIN AVE NW SUITE 102 WASHington, DC 20016		PC	GENERAL SUPPORT	15,000
COMBINED JEWISH PHILANTHROPIES OF GREATER BOSTON INC 126 High Street Boston, MA 02110		PC	Community -Based Jewish Teen Education Initiative (2014-2018)	293,679
COMBINED JEWISH PHILANTHROPIES OF GREATER BOSTON INC 126 High Street Boston, MA 02110		PC	B'Yadenu Demonstration project to create an effective model for serving students with special learn	399,448
Congregation Beth Jacob 1550 Alameda de las Pulgas Redwood City, CA 94061		PC	For Siddur Lev Shalem prayer books	10,000
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103		PC	Innovation Fund 2 0 (2014-2018)	300,000
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103		PC	2015 Out of Order Seder	5,000
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103		PC	Educational Programming - Dorothy Saxe Tzedakah Box Invitational	10,000
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103		PC	Roman Vishniac Rediscovered Program	3,000
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103		PC	Out of Order Seder	5,000
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103		PC	General support	15,000
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103		PC	General support	5,000
Total			▶ 3a	38,034,705

Form 990PF Part XV Line 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>				
Eli & Bessie Cohen Hillel Academy 6 Community Road Marblehead,MA 01945		PC	Planning Grant	75,000
Eli & Bessie Cohen Hillel Academy 6 Community Road Marblehead,MA 01945		PC	Teacher Enhancement and Support	50,000
Facing History and Ourselves National Foundation Inc 16 Hurd Road Brookline,MA 024456919		PC	Facing History and Ourselves Partner Jewish Day Schools Project (2013-2018)	135,000
foundation for Jewish Camp Inc 253 West 35th Street 4th Floor new york,NY 10001		pc	General Support of the 2015 West Coast Funders Summit	25,000
Foundation for Jewish Camp Inc 253 West 35th Street 4th Floor New York,NY 10001		PC	Specialty Camps Incubator 2	1,665,866
Foundation for Jewish Camp Inc 253 West 35th Street 4th Floor New York,NY 10001		PC	New Specialty Camps Incubator 1	14,324
Foundation for Jewish Camp Inc 253 West 35th Street 4th Floor New York,NY 10001		PC	Nadiv Jewish Educators in Camps & Schools	91,991
Foundation for Jewish Camp Inc 253 West 35th Street 4th Floor New York,NY 10001		PC	Hiddur Initiative Enhancing Jewish Learning and Growth in Jewish Camps (2015-2019)	119,986
George Washington University 2121 I Street NW Washington,DC 20052		PC	Experiential Education and Jewish Cultural Arts A New Program to Prepare Educators	287,940
GEORge Washington University 2121 I Street NW WASHington,DC 20052		PC	Development Long-Term Outcomes and Survey Measures (2015-2016)	180,000
Gideon Hausner Jewish Day School 450 San Antonio Road PALo Alto,CA 94306		PC	General support in honor of Laura and Gary Lauder	10,000
Gideon Hausner Jewish Day School 450 San Antonio Road PALO Alto,CA 94306		PC	Student Scholarship Support	1,800
Gideon Hausner Jewish Day School 450 San Antonio Road PALO Alto,CA 94306		PC	General support	5,000
Gideon Hausner Jewish Day School 450 San Antonio Road PALO Alto,CA 94306		PC	Scholarships	2,500
Grantmakers for Effective Organizations 1725 DeSales Street NW Suite 404 WASHington,DC 20036		PC	General support of The Collaboration Conference 2015	5,000
Total ▶ 3a				38,034,705

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Greater Miami Jewish Federation 4200 Biscayne BOULEVARD MIAMI, FL 331373279		PC	For the Miami Jewish Film Festival	25,000
Happy Shalom School Inc 862 28th Avenue San Francisco, CA 94121		PC	General support	17,500
Harold Grinspoon Foundation 67 Hunt Street Suite 100 Agawam, MA 10001		PC	PJ Library Alliance (2014-2019)	1,000,000
Hazon Inc 125 Maiden Lane Suite 8B New York, NY 10038		PC	Jewish Outdoor, Food, and Environmental Education (JOFEE) (2015-2019)	2,380,019
Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220		PC	JJF Education Initiative	1,772,147
Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220		PC	DeLeT (2015-2018)	199,649
Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220		PC	DeLeT Program (2014-2015)	281,637
Hebrew Union College - Jewish Institute of Religion 3101 Clifton Avenue Cincinnati, OH 45220		PC	HUC-LA scholarship fund for the educator program	2,500
HILLEL FOUNDATION AT TUFTS UNIVERSITY 220 Packard Avenue Medford, MA 02155		PC	General Operating Support	5,000
Hillel The Foundation for Jewish Campus Life 800 Eighth Street NW Washington, DC 200013724		pc	Expansion of Jewish Learning Fellowship (JLF)	40,000
Hillel The Foundation for Jewish Campus Life 800 Eighth Street NW Washington, DC 200013724		PC	Growth and Capacity Building (2015-2020)	3,500,000
Hillel The Foundation for Jewish Campus Life 800 Eighth Street NW Washington, DC 200013724		PC	Transitional Financial Support	67,017
Hillel The Foundation for Jewish Campus Life 800 Eighth Street NW Washington, DC 200013724		PC	Organizational Strengthening to Expand Effective Campus-Based Jewish Student Engagement and Experiential Jewish Learning (2014-2015)	1,000,000
Hillel The Foundation for Jewish Campus Life 800 Eighth Street NW Washington, DC 200013724		PC	Jewish Agency Israel Fellows	137,172
Hillel The Foundation for Jewish Campus Life 800 Eighth Street NW Washington, DC 200013724		PC	General support	10,000
Total ▶ 3a				38,034,705

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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>				
Institute of Southern Jewish Life Inc 4915 I-55 North Suite 100A Jackson,MS 39206		PC	Education Fellow Program (2016-2018)	150,000
Interfaithfamily.com 90 Oak Street 4th Floor PO Box 428 Newton Upper Falls,MA 02464		PC	General support	3,600
Israel Education Resource Center Inc 85 Revere Drive Suite I Northbrook,IL 60062		PC	Training and Resources in Israel Education Post Operation Protective Edge (2014-2015)	250,000
Israel Education Resource Center Inc 85 Revere Drive Suite I Northbrook,IL 60062		PC	iCenter 2013-2015	400,000
Israel Education Resource Center Inc 85 Revere Drive Suite I Northbrook,IL 60062		PC	Capacity Building Support To Fund Key Initiatives and Organizational Capacity (2016-2018)	250,000
Israel Education Resource Center Inc 85 Revere Drive Suite I Northbrook,IL 60062		PC	Israel Education for North American High School Students	5,000
Israel Institute Inc 1250 Eye Street NW Suite 710 WASHINGTON,DC 20005		PC	Program Support (2014-2017)	240,000
Israel on Campus Coalition 800 8th Street NW WASHINGTON,DC 20001		PC	Academic Engagement Network (2015-2017)	500,000
Jewish Communal Service Association of North America Inc 25 Broadway Suite 1700 New York,NY 10004		PC	JPro Conference support	15,000
Jewish Community Alliance of Southern 57 Ashmont Street PORTLAND,ME 04103		PC	PJ Library	20,000
Jewish Community Center in Manhattan 334 Amsterdam Avenue New York,NY 10023		PC	Expansion of the Jewish Journey Project (2014-2016)	250,000
Jewish Community Center of San Francisco 3200 California Street San Francisco,CA 94118		PC	Early Childhood Education	40,000
JEWISH COMMUNITY CENTER OF SAN FRANCISCO 3200 California Street San Francisco,CA 94118		PC	Scholarships for Maccabi (\$10,000), Arts & Ideas Teen Seminars (\$10,000), and Transportation to Club 18 (\$16,000)	36,000
Jewish Community Federation of SF the Peninsula Marin and Sonoma Counties 121 Steuart Street San Francisco,CA 94105		PC	TO Support Teen Foundation Programs	10,000
Jewish Community Federation of SF the Peninsula Marin and Sonoma Counties 121 Steuart Street SA n Francisco,CA 94105		PC	Bay Area Demographic Study	20,000
Total ▶ 3a				38,034,705

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Jewish Community Federation of SF the Peninsula Marin and Sonoma Counties 121 Steuart Street San Francisco,CA 94105		PC	Sponsor training of Bay Area educators in experiential education as part of the Yeshiva University Experiential Jewish Educators Regional Cohort	10,000
Jewish Community Federation of SF the Peninsula Marin and Sonoma Counties 121 Steuart Street San Francisco,CA 94105		PC	JCF-NEXT Birthright Experience Pilot	55,979
Jewish Community Federation of SF the Peninsula Marin and Sonoma Counties 121 Steuart Street San Francisco,CA 94105		PC	Diller Teen Fellows Program	7,500
Jewish Community Federation of SF the Peninsula Marin and Sonoma Counties 121 Steuart Street San Francisco,CA 94105		PC	North Peninsula Teen Foundation	10,000
Jewish Community Federation of SF the Peninsula Marin and Sonoma Counties 121 Steuart Street San Francisco,CA 94105		PC	Educational Programming and Bay Area Community Survey	36,000
Jewish Community Federation of SF the Peninsula Marin and Sonoma Counties 121 Steuart Street San Francisco,CA 94105		PC	Young Adult Division (YAD) 2015 trips to Israel TO ISRAEL	20,000
Jewish Community Federation of SF the Peninsula Marin and Sonoma Counties 121 Steuart Street San Francisco,CA 94105		PC	Jewish Resource Specialist Program (JRS) 20 (2014-2017)	830,202
Jewish Community Federation of the Greater East Bay 2121 Allston Way Berkeley, CA 94720		PC	PJ Library 2012-2014	12,320
Jewish Federation Council of Greater Los Angeles 6505 Wilshire Boulevard LOS ANgeles,CA 90048		PC	Community-Based Jewish Teen Education Initiative (2015-2019)	512,913
Jewish Federation Council of Greater Los Angeles 6505 Wilshire Boulevard Los Angeles,CA 90048		PC	High school affordability initiative	576,733
Jewish Federation of Metropolitan chicago 30 South Wells Street CHICAGO,IL 60606		PC	Community-Based Jewish Teen Education Initiative Jewish Spring Break Experiences for Teens (2015-2020)	126,600
Jewish Federation of Silicon Valley 14855 Oka Road Los Gatos,CA 95032		PC	PJ Library 2012-2014	9,080
Jewish Funders Network 150 West 30th Street Suite 900 New York,NY 10001		PC	General Support of the 2016 Jewish Funders Network Conference	18,000
Jewish LearningWorks 601 14th Avenue san Francisco,CA 94118		pc	Family Education and Engagement Initiative (2015-2017)	125,000
Jewish Partisan Educational Foundation Inc 2107 Van Ness Avenue Suite 302 San Francisco,CA 94109		PC	General Operating Support	10,000
Total ▶ 3a				38,034,705

Form 990PF Part XV Line 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>				
Jewish Student Connection 1945 Techny Road Unit 5 Northbrook,IL 60062		PC	Bridge Funding (2014-2015)	248,750
Jewish Theological Seminary of America 3080 Broadway New York,NY 10027		PC	JJF Education Initiative	725,696
Join for Justice Inc 359 Boylston Street Fourth Floor BOSton,MA 02116		PC	Help support clergy leadership and organizing program	2,500
Kehillah Jewish High School 3900 Fabian Way Palo Alto,CA 94303		PC	Scholarships in honor of Bobby and Fran lent	10,000
Kehillah Jewish High School 3900 Fabian Way Palo Alto,CA 94303		PC	To support the academic program	40,000
KEhillah Jewish High School 3900 Fabian Way PALO Alto,CA 94303		PC	General operating support and scholarships	15,000
Kehillat Israel - Jewish Congregation of Pacific Palisades 16019 W Sunset Boulevard Pacific Palisades,CA 90272		PC	To support community service, scholarship programs and ECE teacher training	30,000
Kehillat Israel - Jewish Congregation of Pacific Palisades 16019 W Sunset Boulevard Pacific Palisades,CA 90272		PC	Early Childhood Education	2,000
Kenyon College 106 College Park Drive GAMBIER,OH 43022		PC	Kenyon College Hillel House programs and Birthright subsidies	10,000
Keshet 284 Amory Street Jamaica Plain,MA 02130		PC	To Expand the Keshet Leadership Project to New York and Los Angeles (2014-2016)	135,000
Kevah 2095 Rose Street Berkeley,CA 94719		PC	Support Growth in the Number of Kevah Groups and Kevah Educators in the San Francisco Bay Area, Boston and Denver (2014-2017)	250,000
Limmud Bay Area 2310 Homestead Road C1 428 Los Altos,CA 94024		PC	General support	5,000
Mayyim Hayyim Living Waters Community Mikveh and Education Center INC 1838 Washington Street NEWTON,MA 02466		PC	General support in honor of Peter and Beth Shapiro	5,000
Mechon Hadar 190 Amsterdam Avenue New York,NY 10023		PC	Strategic Planning and General Operating Support (2015-2016)	150,000
Moishe House 441 Saxony Road Barn 2 Encinitas,CA 92024		PC	Capacity Building Support (2015-2018)	375,000
Total ▶ 3a				38,034,705

Form 990PF Part XV Line 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>				
Moishe House 441 Saxony Road Barn 2 Encinitas,CA 92024		PC	Expanding a Proven Model for Young Adult Jewish Engagement and Education	770,000
Moishe House 441 Saxony Road Barn 2 Encinitas,CA 92024		PC	Support for Bay Area Programing	15,000
Moving Traditions 261 Old York Road Suite 734 Jenkintown,PA 19046		PC	Support for the Program Evaluation of Rosh Hodesh It's a Girl Thing ^l	15,000
National Center for Hebrew Charter School Excellence 729 Seventh Avenue 9th Floor New York,NY 10019		PC	General support for charter schools in California	25,000
NATIO n al Center for Hebrew Charter School Excellence 729 Seventh Avenue 9th Floor NEW York,NY 10019		PC	Support Israel education in Hebrew charter schools	5,000
Network for Research in Jewish Education Inc One West Fourth Street New York,NY 10012		PC	General Support of the 2014 NRJE Conference	2,500
New Center for Arts and Culture Inc 1320 Centre Street Suite 201 Newton Center,MA 02459		PC	Support NOW - young adult programming	2,500
New Israel Fund 6 East 39th Street Suite 301 NEW York,NY 100160112		PC	For the New Generations Program	5,000
New Teacher Center 725 Front Street Suite 400 Santa Cruz,CA 95060		PC	Jewish New Teacher Project	269,012
New York University 70 Washington Square South 1216 New York,NY 10012		PC	Jim Joseph Foundation Graduate Student Fellowships	130,197
North American Council of the Museum of the History of Polish Jews Inc 733 Park Avenue Suite 1 NEW YOrk,NY 10021		PC	Training of six North American Jewish educators	17,000
NY Soho Synagogue 1347 Carroll Street BROOKLYN,NY 11213		PC	Operating Funds	10,000
Oshman Family Jewish Community Center 3921 Fabian Way PALO Alto,CA 94303		PC	OFJCC Zionism 3 0	5,000
Pardes Institute of Jewish Studies North America Inc 5 West 37th Street Suite 802 New York,NY 10018		PC	Pardes Center for Jewish Educators and the Pardes Educators Alumni Support Project (2014-2018)	888,273
Peninsula Jewish Community Center 800 Foster City boulevard Foster City,CA 94404		PC	Camperships and/or Preschool Scholarships	15,000
Total ► 3a				38,034,705

Form 990PF Part XV Line 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>				
Peninsula Temple Beth El 1700 Alameda de las Pulgas San Mateo, CA 94403		PC	Creation of new music program for family Shabbat services	35,000
Reboot Inc 245 Russell Street Unit 20 Hadley, MA 01035		PC	General Operating Support (2015-2018)	750,000
Regents of the University of California at Berkeley 2080 Addison Street 4200 Berkeley, CA 947204200		PC	Berkeley Institute for Jewish Law and Israeli Studies	277,000
Repair the World 555 8th Avenue Suite 1703 New York, NY 10018		PC	General Operating Support	25,000
Repair the World 555 8th Avenue Suite 1703 New York, NY 10018		PC	General Operating Support for Repair the World (2014-2016)	1,000,000
Ronald C Wornick Jewish Day School 800 Foster City Boulevard Building 830 FOSTER CITY, CA 94404		PC	Scholarships	5,000
Rose Community Foundation 600 South Cherry Street Suite 1200 Denver, CO 80246		PC	Community-Based Jewish Teen Education Initiative (2014-2018)	549,240
San Francisco Hillel Jewish Student Center 33 Danbury Drive SAn Francisco, CA 94132		PC	Citywide Expansion Campaign to help reestablish Hillel and the Hastings Jewish Law Students Association (HJLSA) at Hastings College of the Law	18,000
San Francisco Hillel Jewish Student Center 33 Danbury Drive SAn Francisco, CA 94132		PC	San Francisco Hillel citywide expansion with an emphasis for the expansion of Jewish life at the University of San Francisco	10,000
San Francisco Jewish Film Festival 145 Ninth Street Suite 200 SAn Francisco, CA 94103		PC	General Operating Support	10,000
San Francisco Jewish Film Festival 145 Ninth Street Suite 200 SAn Francisco, CA 94103		PC	In support of young adult programming	2,000
San Francisco Jewish Film Festival 145 Ninth Street Suite 200 SAn Francisco, CA 94103		PC	Programming for young adults in the Bay Area	10,000
Sefaria Inc 174 Hudson Street 6th Floor New York, NY 10013		PC	General Operating Support (2015-2018)	250,000
Storahtelling Lab Shul Inc 125 Maiden Lane Suite 8B NEW York, NY 10038		PC	General Support	25,000
The Board of Trustees of the Leland Stanford Junior University 450 Serra Mall stanford, CA 94305		pc	The Berman Jewish Policy Archive Jewish Survey Question Bank (2013-2018)	59,257
Total ▶ 3a				38,034,705

Form 990PF Part XV Line 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>				
The Board of Trustees of the Leland Stanford Junior University 450 Serra Mall Stanford,CA 94305		PC	Establish and provide financial support for the Concentration in Education and Jewish Studies	136,000
The Board of Trustees of the Leland Stanford Junior University 450 Serra Mall Stanford,CA 94305		PC	Consortium for Applied Studies in Jewish Education (CASJE) 20 (2013-2019)	255,000
The Board of Trustees of the Leland Stanford Junior University 450 Serra Mall stanford,CA 94305		PC	General support of Fall 2015 conference on Research in Religion and Education	15,000
The Center for Jewish Campus Life Inc 5655 Mayfield Avenue STANford,CA 94305		PC	General Support to Stanford Hillel	5,000
The Friends of the Israel Antiquities authority inc 51 West 52nd Street 31st Floor new york, NY 10019		PC	Educational programs associated with Dead Sea Scrolls new exhibit National Campus for the Archaeology of Israel opening April 2016	20,000
THE FRiends of the Israel Antiquities authority inc 51 WEST 52ND STREET 31ST FLOOR NEW York, NY 10019		PC	Educational programs associated with the Dead Sea Scrolls / archaeology of israel exhibit	15,000
The Hillel Foundation at University of California -- Berkeley 2736 Bancroft Way Berkeley, CA 94704		PC	Berkeley Hillel Evaluation	20,000
The Jewish Community Center of the North Shore Inc 4 Community Road Marblehead,MA 01945		PC	North Shore Teen Initiative (2012-2016)	103,757
The Jewish Community Center of the North Shore Inc 4 Community Road Marblehead,MA 01945		PC	Inclusion of special needs children in camping	7,500
The Jewish Community High School of the Bay 1835 Ellis Street San Francisco,CA 94115		PC	Scholarships in honor of BARRY AND ELLEN finestone	18,000
The Jewish Community High School of the Bay 1835 Ellis Street San Francisco,CA 94115		PC	Scholarships	40,000
The Jewish Federations of North America Inc 25 Broadway Suite 1700 new york, NY 10004		pc	2015 Memorial Day Flood Emergency Funding - Houston, Texas	150,000
The Jewish Studio Project 1322 Alcatraz Avenue BERKELEY,CA 94702		PC	General operating support	5,000
The Shalom Hartman Institute of North America One Pennsylvania Plaza Suite 1606 New York, NY 10119		PC	Support for Hartman Campus Program/Initiative	25,000
The Wexner Foundation 8000 Walton Parkway Suite 110 New Albany, OH 43054		Pf	Wexner Graduate Fellowship/Davidson Scholars Program	764,813
Total			▶ 3a	38,034,705

Form 990PF Part XV Line 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>				
Tivnu Building Justice 7971 SE 11th Avenue PORTLAND, OR 97202		PC	General support	2,500
Tivnu Building Justice 7971 SE 11th Avenue PORTLAND, OR 97202		PC	General support of Tivnu in Seattle	15,000
Union for Reform Judaism 633 Third Avenue NEW York, NY 100176778		PC	URJ Camp Newman in honor of Jim Heeger and Darryl Messinger's service and leadership	18,000
Union for Reform Judaism 633 Third Avenue NEW York, NY 100176778		PC	General support	10,000
Union for Reform Judaism 633 Third Avenue NEW York, NY 100176778		PC	For URJ Camp Newman in honor of Daryl Messinger and Jim Heeger	5,000
UNION FOR REFORM JUDAISM 633 Third Avenue NEW York, NY 100176778		PC	Teen involvement in The Religious Action Center of Reform Judaism's West Coast Initiative to strengthen social justice education and engagement	30,000
United Jewish Appeal Federation of Jewish Philanthropies of NY Inc 130 East 59th Street New York, NY 10022		PC	New York Day School Challenge Fund	1,000,000
United Jewish Appeal Federation of Jewish Philanthropies of NY Inc 130 East 59th Street New York, NY 10022		PC	Jewish Summer Experiences for Teens (2014-2018)	1,016,961
UNITed Jewish Appeal Federation of Jewish Philanthropies of NY Inc 130 East 59th Street NEW York, NY 10022		PC	To Support Jewish Evaluation Network	30,000
United Jewish Federation of San Diego 4950 Murphy Canyon Road SAN DIEGO, CA 92123		PC	Community-Based Jewish Teen Education Initiative (2015-2020)	183,281
United Synagogue of Conservative Judaism 820 Second Avenue 10th Floor NEW York, NY 10017		PC	Recruitment for USY Immersive Experiences	50,000
University of San Francisco 2130 Fulton Street SAN Francisco, CA 94117		PC	For the Jewish Studies Program's Diversity of Jewish Identity speaker series	20,000
Upstart Bay Area 560 Mission Street Suite 1395 San Francisco, CA 94105		PC	Operating Support	10,000
Urban Adamah 1050 Parker Street Berkeley, CA 94710		PC	General Operating Support	24,000
Yeshiva University 500 West 185th Street New York, NY 10033		PC	JJF Education Initiative	691,268
Total ▶ 3a				38,034,705

Form 990PF Part XV Line 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>				
Yeshivat Chovevei Torah Rabbinical School Ltd 3700 Henry Hudson Parkway Second Floor Riverdale, NY 10463		PC	Organizational Capacity Building Challenge Grant	50,000
Yeshivat Chovevei Torah Rabbinical School Ltd 3700 Henry Hudson Parkway Second Floor Riverdale, NY 10463		PC	Organizational Capacity Building Challenge Grant (2013-2015)	467,825
Total ▶ 3a				38,034,705

TY 2015 Accounting Fees Schedule

Name: THE SHIMON BEN JOSEPH FOUNDATION

EIN: 33-1114104

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX AND ACCOUNTING	237,325	119,913		117,413

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Expenditure Responsibility Statement

Name: THE SHIMON BEN JOSEPH FOUNDATION

EIN: 33-1114104

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
WEXNER FOUNDATION	8000 WALTON PARKWAY SUITE 110 NEW ALBANY, OH 43054	2012-02-05	4,846,000	FOR THE ENHANCEMENT OF THE WEXNER GRADUATE FELLOWSHIP / DAVIDSON SCHOLARS PROGRAM	764,813	NONE	THE GRANTEE SUBMITTED FULL AND COMPLETE REPORTS ON 12/8/15	2015-12-08	THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE

TY 2015 General Explanation Attachment**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Identifier	Return Reference	Explanation
	tangible property regulations elections	Section 1 263(a)-1(f) De Minimis Safe Harbor ElectionTaxpayer is making the de minimis safe harbor election under Treas Reg 1 263(a)-1(f) for all eligible amounts paid or incurred during the taxable year Section 1 263(a)-3(n) Capitalization ElectionTaxpayer hereby elects to capitalize repair and maintenance costs under Treas Reg 1 263(a)-3(n) The costs were incurred during the taxable year in the electing taxpayer's trade or business and the electing taxpayer treats such costs as capital expenditures on its books and records

Identifier	Return Reference	Explanation
	PART VII-B, LINE 1A(3)	DURING 2015, THE FOUNDATION MADE PAYMENTS FOR LEGAL SERVICES TO MANATT, PHELPS & PHILLIPS TOTALING \$27,196 ALVIN LEVITT, PRESIDENT OF THE BOARD OF DIRECTORS OF THE FOUNDATION, IS A principal AT MANATT, PHELPS & PHILLIPS

Identifier	Return Reference	Explanation
	PART VIII & in addition to stmt 15- LIST OF OFFICERS, DIRECTORS, TRUSTEESPART	*ALVIN LEVITT ALSO RECEIVED \$90,940 FROM INTERLAND grow th, LP, A 100% OWNED PARTNERSHIP OF THE FOUNDATION, FOR CONSULTATION SERVICES PROVIDED TO THE FOUNDATION AS A MEMBER OF TNE REAL ESTATE COMMITTEE THE BOARD OF DIRECTORS REVIEWED AND APPROVED THE REASONABLENESS OF THE COMPENSATION BASED ON THE INDEPENDENT CONTRACTOR'S REPORT *DONALD LEWIS ALSO RECEIVED \$90,940 FROM INTERLAND GRow th, LP, A 100% OWNED PARTNERSHIP OF THE FOUNDATION, CONSULTATION SERVICES PROVIDED TO THE FOUNDATION AS A MEMBER OF THE REAL ESTATE COMMITTEE THE BOARD OF DIRECTORS reVIEWED AND APPROVED THE REASONABLENESS OF THE COMPENSATION bASED ON THE INDEPENDENT CONTRACTOR'S REPORT *DAN SAFIER ALSO RECEIVED \$90,940 FROM INTERLAND Grow th, LP, A 100% OWNED PARTNERSHIP OF THE FOUNDATION, FOR CONSULTATION SERVICES PROVIDED TO THE FOUNDATION AS A MEMBER of the REAL ESTATE COMMITTEE THE BOARD OF DIRECTORS REVIEWED AND APPROVED THE REASONABLENESS OF THE COMPENSATION BASED ON THE INDEPENDENT CONTRACTOR'S REPORT

Identifier	Return Reference	Explanation
CONTROLLED ENTITIES	PART VII-A, LINE 11	TRANSFERS TO CONTROLLED ENTITIESINTERLAND CAPTIAL1590 DREW AVENUE, SUITE 200DAVIS, CA 95618CONTRIBUTION CAPITAL TO S CORPORATION88-0380034\$295,000INTERLAND GROWTH, LP1590 DREW AVENUE, SUITE 200DAVIS, CA 95618CONTRIBUTION CAPITAL TO PARTNERSHIP88-0378850 \$58,705,000TRANSFERS FROM CONTROLLED ENTITIESINTERLAND CAPTIAL1590 DREW AVENUE, SUITE 200DAVIS, CA 95618S CORPORATION DISTRIBUTION88-0380024\$415,000INTERLAND COMMUNITIES1590 DREW AVENUE, SUITE 200DAVIS, CA 95618S CORPORATION DISTRIBUTION94-2580849\$40,000INTERLAND GROWTH, LP1590 DREW AVENUE, SUITE 200DAVIS, CA 95618PARTNERSHIP DISTRIBUTION88-0378850 \$82,585,000JRT WHARF PLAZA I & II, LLC1590 DREW AVENUE, SUITE 200DAVIS, CA 95618PARTNERSHIP DISTRIBUTION80-0100507\$430,161LIST OF CONTROLLED ENTITIESINTERLAND CAPTIAL1590 DREW AVENUE, SUITE 200DAVIS, CA 9561888-0380034EXCESS BUSINESS HOLDINGS NOINTERLAND GROWTH, LP1590 DREW AVENUE, SUITE 200DAVIS, CA 9561888-0378850EXCESS BUSINESS HOLDINGS NOINTERLAND COMMUNITIES1590 DREW AVENUE, SUITE 200DAVIS, CA 9561894-2580849EXCESS BUSINESS HOLDINGS NOJRT WHARF PLAZA I & II, LLC1590 DREW AVENUE, SUITE 200DAVIS, CA 9561880-0100507EXCESS BUSINESS HOLDINGS NO

TY 2015 Investments Corporate Bonds Schedule**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Dodge & Cox Income Fund	23,812,603	23,812,603
Income Research & Management (IRM)	0	0
Vanguard Short-Term Treasury Fund	22,543,225	22,543,225

TY 2015 Investments Corporate Stock Schedule**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Causeway Emerging Markets	12,687,600	12,687,600
Convexity Capital Offshore L.P.	8,644,394	8,644,394
Convexity Capital Offshore L.P.	3,379,848	3,379,848
DFA Emerging Markets Value Fund	10,964,484	10,964,484
Dodge & Cox Int'l. Stock Fund	31,068,018	31,068,018
Euro Pacific Growth Fund	15,517,167	15,517,167
RYDER COURT GLOBAL EMERGING MARKETS OPP FUND	13,733,313	13,733,313
Mayo Capital	0	0
Nippon Value Investors Japanese Equity Trust	11,882,425	11,882,425
Sprucegrove US International Inv. Fund	16,217,314	16,217,314
Vanguard S&P 500 ETF	16,519,761	16,519,761
Vanguard Total World Stock Idx Ist	0	0
Vulcan Value Partners	12,869,528	12,869,528
Wellington Trust Company	0	0

TY 2015 Investments - Other Schedule**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Adage Capital Partners, L.P.	FMV	53,936,772	53,936,772
Bennett Offshore Restructuring Fund	FMV	0	0
CA Res. Fund Series Bain X-Core	FMV	887,624	887,624
CA Res.Fund Series Bain X-CoInvest	FMV	119,432	119,432
CA Resources Fund Bain Europe III	FMV	1,542,108	1,542,108
Carlyle Venture II	FMV	491,452	491,452
Cerberus Asia Partners, L.P. (Series I)	FMV	1,863	1,863
Cerberus Asia Partners, L.P.(Series II)	FMV	518,125	518,125
Cerberus Inst. Overseas IV, Ltd.	FMV	1,917,970	1,917,970
Cerberus Inst. Partners, L.P.(Series II)	FMV	65,698	65,698
Data Collective III, LP	FMV	1,540,571	1,540,571
Davidson Kempner	FMV	4,655,255	4,655,255
DFJ Venture XI, L.P.	FMV	1,866,032	1,866,032
Dialectic Offshore, Inc.	FMV	0	0
Elliott International Ltd. (\$5M)	FMV	11,869,768	11,869,768
Encap Energy Capital Fund IX	FMV	1,926,209	1,926,209
EnCAP Energy Capital Fund VII-B, LP	FMV	350,409	350,409
EnCAP Energy Capital Fund VIII, L.P.	FMV	1,146,504	1,146,504
Fir Tree Int'l. Value Fund, Ltd.	FMV	4,489,407	4,489,407
Fortelus Special Situations Fund, Ltd.	FMV	409,639	409,639
G/S Capital 2000	FMV	526,840	526,840
G/S Capital Vintage II	FMV	445,469	445,469
Glenview Capital Partners (Cayman)	FMV	2,874,986	2,874,986
Glenview Capital Partners (Cayman)-G	FMV	4,408,937	4,408,937
Greenlight Capital Offshore	FMV	7,359,967	7,359,967
GS Vintage Fund V (Offshore), L.P.	FMV	872,431	872,431
Hellman & Friedman VII	FMV	2,554,610	2,554,610
Hildene Opportunities Offshore II, LTD.	FMV	2,656,071	2,656,071
Hildene TARP Opportunities Fund, LLC	FMV	3,028,481	3,028,481
Indus Asia Pacific Master Fund, Ltd.	FMV	71,223	71,223

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Kayne Anderson Energy Fund V	FMV	1,165,681	1,165,681
Kayne Anderson Energy Fund VI, L.P.	FMV	2,262,002	2,262,002
King Street Capital, Ltd.	FMV	37,015	37,015
Knighthead Offshore Fund, Ltd.	FMV	3,677,146	3,677,146
Legacy Venture II	FMV	577,445	577,445
Legacy Venture IV	FMV	5,638,894	5,638,894
Legacy Venture V (QP), LLC	FMV	5,378,605	5,378,605
Legacy Venture VI (QP), LLC	FMV	5,145,827	5,145,827
Legacy Venture VII	FMV	976,466	976,466
Marlin Equity IV	FMV	514,935	514,935
Mason Capital, Ltd.	FMV	6,090,283	6,090,283
New Enterprise Assoc. (NEA 14)	FMV	3,531,710	3,531,710
NORTHGATE VENTURE GROWTH I	FMV	1,771,491	1,771,491
NORTHGATE VENTURE GROWTH II	FMV	772,747	772,747
Oaktree Opportunities Fund VIII	FMV	513,260	513,260
Oaktree Opportunities Fund VIII-B	FMV	846,799	846,799
Owl Creek Overseas Fund Ltd.	FMV	5,962,567	5,962,567
Passport Offshore Ltd./SPV	FMV	586	586
Permit Capital Mortgage Fund, L.P. (G)	FMV	369,263	369,263
Permit Capital Mortgage Fund, L.P. (I)	FMV	895,292	895,292
Pershing Square International, Ltd.	FMV	0	0
Pomona Capital V	FMV	434,304	434,304
Resource Capital Fund V, L.P.	FMV	702,235	702,235
Resource Capital VI	FMV	1,252,601	1,252,601
Sankaty Credit Opportunities IV, LP	FMV	300,752	300,752
Sentinel Capital Partners V, LP	FMV	1,024,693	1,024,693
Serent Capital II, L.P.	FMV	874,357	874,357
Shepherd Investments Int'l. Ltd.(Stark)	FMV	55,327	55,327
Taconic Offshore Fund 1.5	FMV	5,947,998	5,947,998
Theleme Fund Ltd.	FMV	6,185,107	6,185,107

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Thomas Weisel L.P.	FMV	44,017	44,017
Valinor Capital Partners	FMV	5,888,015	5,888,015
Vintage Investment Partners VI (Cayman) LP	FMV	1,006,587	1,006,587
Vintage Investment Partners VII (Cayman) LP	FMV	253,433	253,433
Vintage Venture Partners IV, L.P.	FMV	928,070	928,070
ATALAYA CAPITAL VI, LLC	FMV	748,429	748,429
CERBERUS R2 HOLDINGS LLC	FMV	10,006	10,006
ENCAP ENERGY CAPITAL FUND X	FMV	152,025	152,025
INSIGHT VENTURE PARTNERS IX, L.P	FMV	687,115	687,115
LEERINK REVELATION HEALTHCARE FUND I, L.P	FMV	1,470,888	1,470,888
NEW ENTERPRISE ASSOC. (NEA 15)	FMV	1,160,212	1,160,212
NEW WATER CAPITAL PARTNERS, L.P	FMV	53,132	53,132
ORBIMED INVESTMENTS	FMV	162,422	162,422

TY 2015 Legal Fees Schedule

Name: THE SHIMON BEN JOSEPH FOUNDATION

EIN: 33-1114104

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
legal	30,533	7,208		21,779

TY 2015 Other Assets Schedule**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS AND OTHER A/R	3,805,412	8,170	8,170
INVESTMENT IN REAL ESTATE	638,536,550	682,220,548	682,220,548
DEFINED BENEFIT PLAN	447,126	483,363	483,363

TY 2015 Other Decreases Schedule**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Description	Amount
MINORITY INTEREST	39,959

TY 2015 Other Expenses Schedule

Name: THE SHIMON BEN JOSEPH FOUNDATION

EIN: 33-1114104

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	39,360	7,696		33,351
EMPLOYEE RECRUITING	2,870	0		2,906
OFFICE SUPPLIES	15,415	7,512		7,903
BANK FEES	27,122	6,035		19,451
OFFICE FURNITURE & EQUIPMENT	28,771	11,548		17,664
MAIL, COURIER & POSTAGE	15,635	3,577		12,058
TELEPHONE	94,220	50,669		42,350
AUTO	3,208	105		3,654
MEALS AND ENTERTAINMENT	35,989	15,167		26,738
OFFICE UTILITIES	136,011	0		135,911
SUBS , DUES, AND MEMBERSHIPS	82,625	22,865		60,220
LICENSES AND FEES	4,758	4,523		235
EDUCATION	44,303	16,176		25,686
EMPLOYEE WELFARE	13,736	4,352		8,984
EMPLOYEE CONSUMABLES	6,615	4,463		2,150
AUDIT VALUATION	47,600	23,800		23,800
MISCELLANEOUS EXPENSE	15,093	11,987		2,994
COMPUTER EXPENDITURES	97,355	35,266		78,441
INVESTMENT ANALYSIS EXPENSES	900	900		0
NET ASSET WRITE OFF	22,069	5,155		0
PORTFOLIO DEDUCTIONS FROM PARTNERSHIPS	0	2,967,105		0
OFFICE JANITORIAL	4,800	4,800		0

TY 2015 Other Income Schedule**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
other partnership income		11,445,224	
FOREIGN DIVIDEND INCOME		2,311,599	
income from affiliates		1,853,684	
income from affiliates	51,694,908		51,694,908

TY 2015 Other Increases Schedule

Name: THE SHIMON BEN JOSEPH FOUNDATION

EIN: 33-1114104

Description	Amount
UNREALIZED GAINS	2,651,071

TY 2015 Other Liabilities Schedule**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAX	12,725,244	11,693,438
OTHER LONG TERM LIABILITY	470,000	530,000

TY 2015 Other Professional Fees Schedule**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	709,720	19,467		693,755
investment management fees	1,474,321	1,474,321		0

TY 2015 Taxes Schedule**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	1,806,218	0		0
FOREIGN TAXES PAID	0	170,077		0
PROPERTY TAXES	5,870	1,346		4,525
OTHER TAXES	0	6,800		0

TY 2015 TransfersFrmControlledEntities**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Name	US / Foreign Address	EIN	Description	Amount
INTERLAND CAPITAL	1590 DREW AVENUE SUITE 200 DAVIS, CA 95618	88-0380024	S CORPORATION DISTRIBUTION	295,000
INTERLAND COMMUNITIES	1590 DREW AVENUE SUITE 200 DAVIS, CA 95618	94-2580849	S CORPORATION DISTRIBUTION	0
INTERLAND GROWTH LP	1590 DREW AVENUE SUITE 200 DAVIS, CA 95618	88-0378850	PARTNERSHIP DISTRIBUTION	58,705,000
JRT WHARF PLAZA I & II LLC	1590 DREW AVENUE SUITE 200 DAVIS, CA 95618	80-0100507	PARTNERSHIP DISTRIBUTION	0
Total				83,470,161

TY 2015 TransfersToControlledEntities**Name:** THE SHIMON BEN JOSEPH FOUNDATION**EIN:** 33-1114104

Name	US / Foreign Address	EIN	Description	Amount
INTERLAND CAPITAL	1590 DREW AVENUE SUITE 200 DAVIS, CA 95618	88-0380024	CONTRIBUTION CAPITAL TO S CORPORATION	295,000
INTERLAND GROWTH LP	1590 DREW AVENUE SUITE 200 DAVIS, CA 95618	88-0378850	CONTRIBUTION CAPITAL TO PARTNERSHIP	58,705,000
Total				59,000,000