Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

ROBERT A. DAY FOUNDATION
865 SOUTH FIGUEROA STREET #700
LOS ANGELES, CA 90017

A Employer identification number 20-5171559

B Telephone number (see the instructions) 213-891-6300

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 ► ☐

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)* ► $ 18,883,098.

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) ______________
(Part I, column (d) must be on cash basis)

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 the instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1	Contributions, gifts, grants, etc, received (att sch)	7,255,202.			
2	Ck ► ☐ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities	81,170.	81,170.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	703,055.			
b	Gross sales price for all assets on line 6a 17,441,655.				
7	Capital gain net income (from Part IV, line 2)		6,409,040.		
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/(loss) (att sch)				
11	Other income (attach schedule) SEE STATEMENT 1	1,442.			
12	**Total.** Add lines 1 through 11	8,040,869.	6,490,210.		
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE ST 2	758.	682.		64.
b	Accounting fees (attach sch) SEE ST 3	9,800.	8,820.		
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instr) SEE STM 4	121,808.			10.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 5	1,632.	1,389.		235.
24	**Total operating and administrative expenses.** Add lines 13 through 23	133,998.	10,891.		309.
25	Contributions, gifts, grants paid PART XV	4,302,093.			4,302,093.
26	**Total expenses and disbursements.** Add lines 24 and 25	4,436,091.	10,891.		4,302,402.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	3,604,778.			
b	**Net investment income** (if negative, enter 0)		6,479,319.		
c	**Adjusted net income** (if negative, enter 0)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	372,620.	1,022,331.	1,022,331.
	3	Accounts receivable ► 1,481,024.			
		Less allowance for doubtful accounts ►	200.	1,481,024.	1,481,024.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	5,626.	95,197.	95,197.
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 6	12,022,654.	13,179,057.	13,179,057.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) STATEMENT 7		3,105,489.	3,105,489.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see instructions Also, see page 1, item I)	12,401,100.	18,883,098.	18,883,098.
LIABILITIES	17	Accounts payable and accrued expenses	9,300.	11,715.	
	18	Grants payable	11,399,497.	3,400,259.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► SEE STATEMENT 8)	43,915.	100,284.	
	23	**Total liabilities** (add lines 17 through 22)	11,452,712.	3,512,258.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	948,388.	15,370,840.	
	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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see the instructions)	948,388.	15,370,840.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	12,401,100.	18,883,098.	

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	948,388.
2	Enter amount from Part I, line 27a	2	3,604,778.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	10,817,674.
4	Add lines 1, 2, and 3	4	15,370,840.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	15,370,840.

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)
1a	SEE STATEMENT 10			
b				
c				
d				
e				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) 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	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	6,409,040.
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 the instructions) If (loss), enter -0- in Part I, line 8	3	151,927.

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))
2009	1,072,207.	10,284,523.	0.104254
2008	1,580,134.	16,969,590.	0.093116
2007	12,138,607.	22,885,637.	0.530403
2006	1,146,964.	20,921,026.	0.054824
2005		7,445,297.	

2	**Total** of line 1, column (d)	2	0.782597
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	0.156519
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	14,016,258.
5	Multiply line 4 by line 3	5	2,193,811.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	64,793.
7	Add lines 5 and 6	7	2,258,604.
8	Enter qualifying distributions from Part XII, line 4	8	4,302,402.

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 the instructions)

1 a	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 instr.)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	64,793.
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	64,793.
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	64,793.
6	Credits/Payments				
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	159,990.		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	159,990.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ 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	0.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	95,197.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ► 65,000. **Refunded** ►			11	30,197.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► DE CA			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► OAKMONT CORPORATION Telephone no ► 213-891-6300

Located at ► 865 S. FIGUEROA STREET, #700 LOS ANGELES CA ZIP + 4 ► 90017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2010, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

					Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.					
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?	☐ 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 the instructions)?			1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐					
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 2010?			1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))					
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes	☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)			2b	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 ► 20__ , 20__ , 20__ , 20__					
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 2010 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 2010)*			3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?			4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

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

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? N/A ☐ 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: X

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 **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	(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
ROBERT A. DAY, JR. 865 S. FIGUEROA STREET, #700 LOS ANGELES, CA 90017	PRESIDENT 2.00	0.	0.	0.
JOSEPH DAY 865 S. FIGUEROA STREET, #700 LOS ANGELES, CA 90017	VICE PRESIDE 0	0.	0.	0.
JERRY W. CARLTON 865 S. FIGUEROA STREET, #700 LOS ANGELES, CA 90017	SECRETARY 2.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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.

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	13,339,178.
b Average of monthly cash balances		1b	890,526.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	14,229,704.
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	14,229,704.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	213,446.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	14,016,258.
6 **Minimum investment return.** Enter 5% of line 5		6	700,813.

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	700,813.
2a Tax on investment income for 2010 from Part VI, line 5	2a 64,793.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	64,793.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	636,020.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	636,020.
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	636,020.

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	4,302,402.
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	4,302,402.
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	64,793.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,237,609.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					636,020.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2010					
a From 2005					
b From 2006	119,143.				
c From 2007	11,008,181.				
d From 2008	935,822.				
e From 2009	593,438.				
f **Total** of lines 3a through e		12,656,584.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 4,302,402.					
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2010 distributable amount					636,020.
e Remaining amount distributed out of corpus		3,666,382.			
5 Excess distributions carryover applied to 2010 *(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		16,322,966.			
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 2009 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		7,255,202.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		9,067,764.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007	3,872,122.				
c Excess from 2008	935,822.				
d Excess from 2009	593,438.				
e Excess from 2010	3,666,382.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

ROBERT A. DAY, JR.

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

NONE

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

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

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

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 STATEMENT 12				
Total			► **3a**	4,302,093.
b *Approved for future payment*				
Total			► **3b**	

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 the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14		
4 Dividends and interest from securities			14	81,170.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	703,055.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FOREIGN TAX RECLAIMED			14	1,442.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				785,667.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 785,667.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee	Date	Title
	11/7/11	Secretary

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
LUIS A. GUERRERO, CPA, MBT	LUIS A. GUERRERO, CPA, MBT Digitally signed by Luis A. Guerrero, CPA, MBT DN: cn=Luis A. Guerrero CPA, MBT o=KBKG, ou, email=lou@kbkg.com c=US Date: 2011.11.04 13:38:42 -07'00'	10/28/11		N/A

Firm's name ▶ KROST, BAUMGARTEN, KNISS & (

Firm's EIN ▶ N/A

Firm's address ▶ 790 E. COLORADO BLVD, SUITE 600

PASADENA, CA 91101-2186

Phone no (626) 449-4225

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization
ROBERT A. DAY FOUNDATION

Employer identification number
20-5171559

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2010) Page 1 of 1 of Part I

Name of organization
ROBERT A. DAY FOUNDATION

Employer identification number
20-5171559

Part I **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ROBERT A. DAY 865 S. FIGUEROA STREET LOS ANGELES, CA 90017	$ 7,255,202.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
ROBERT A. DAY FOUNDATION	20-5171559

Part II **Noncash Property** (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	191,683 SHARES OF STATE STREET CORPORATION COMMON STOCK	$ 7,255,202.	6/15/10

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2010) Page 1 of 1 of **Part III**

Name of organization	**Employer identification number**
ROBERT A. DAY FOUNDATION	20-5171559

Part III *Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year. Complete cols (a) through (e) and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e)
Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e)
Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e)
Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e)
Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

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

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

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

Type or print

File by the extended due date for filing the return See instructions

Name of exempt organization: ROBERT A. DAY FOUNDATION

Employer identification number: 20-5171559

Number, street, and room or suite number If a P O box see instructions: 865 SOUTH FIGUEROA STREET #700

City, town or post office state, and ZIP code For a foreign address, see instructions: LOS ANGELES, CA 90017

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

- The books are in care of. ► OAKMONT CORPORATION

  Telephone No ► 213-891-6300 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ► ☐ If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 11.

5 For calendar year 2010 , or other tax year beginning ________ , 20 __ , and ending ________ , 20 __ .

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension. TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 64,793.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 159,990.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification

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

Signature ► Title ► CO A Date ► 7/25/11

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► ☐

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

Type or print	Name of exempt organization ROBERT A. DAY FOUNDATION	**Employer identification number** 20-5171559
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 865 SOUTH FIGUEROA STREET #700	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. LOS ANGELES, CA 90017	

Enter the Return code for the return that this application is for (file a separate application for each return) . . 04

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

- The books are in the care of ► OAKMONT CORPORATION

Telephone No. ► 213-891-6300 FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for·
► ☒ calendar year 20 10 or
► ☐ tax year beginning ________, 20 ___, and ending ________, 20 ___.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 64,793.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 159,990.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

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

BAA For Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2011)

FIFZ0501L 11/15/10

E-filed 07 KBKG

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN TAX RECLAIMED	$ 1,442.		
TOTAL	$ 1,442.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	$ 758.	$ 682.		$ 64.
TOTAL	$ 758.	$ 682.		$ 64.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	$ 2,300.	$ 2,070.		
AUDIT FEE	7,500.	6,750.		
TOTAL	$ 9,800.	$ 8,820.		$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	$ 121,798.			
STATE TAX	10.			$ 10.
TOTAL	$ 121,808.	$ 0.		$ 10.

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
FILING FEE	$ 235.			$ 235.
GENERAL EXPENSES	8.			
TRADING EXPENSE	1,389.	$ 1,389.		
TOTAL	$ 1,632.	$ 1,389.		$ 235.

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

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FREEPORT MCMORAN	MKT VAL	$ 2,521,890.	$ 2,521,890.
FORD MOTOR	MKT VAL	2,676,326.	2,676,326.
JP MORGAN CHASE	MKT VAL	1,348,956.	1,348,956.
MCMORAN EXPLORATION	MKT VAL	2,159,640.	2,159,640.
CATERPILLAR INC	MKT VAL	1,746,759.	1,746,759.
CUMMINS INC	MKT VAL	1,650,150.	1,650,150.
LUMBER LIQUIDATORS	MKT VAL	697,480.	697,480.
UNITED TECHNOLOGIES CORP	MKT VAL	377,856.	377,856.
	TOTAL	$ 13,179,057.	$ 13,179,057.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER SECURITIES	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA CORP WARRANTS	MKT VAL	$ 475,260.	$ 475,260.
FORD MOTRO CO WARRANTS	MKT VAL	916,060.	916,060.
JP MORGAN CHASE & CO WARRANTS	MKT VAL	616,293.	616,293.
WELLS FARGO & CO WARRANTS	MKT VAL	439,876.	439,876.
CALL F100@ 15 EXP 01/21/12	MKT VAL	658,000.	658,000.
	TOTAL	$ 3,105,489.	$ 3,105,489.

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

DEFERRED TAX LIABILITY	$ 100,284.
TOTAL	$ 100,284.

STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

CHANGE IN PRIOR YEAR COMMITMENTS	$ 7,999,238.
UNREALIZED GAIN ON INVESTMENTS	2,818,436.
TOTAL	$ 10,817,674.

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	9,000 BANK OF AMERICA CORP	PURCHASED	5/15/2009	1/26/2010
2	3,500 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	1/26/2010
3	3,000 STATE STREET CORP.	PURCHASED	4/02/2008	1/26/2010
4	3,000 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	2/03/2010
5	7,700 BANK OF AMERICA CORP	PURCHASED	5/15/2009	2/03/2010
6	5,824 STATE STREET CORP.	PURCHASED	2/01/2008	2/03/2010
7	8,800 STATE STREET CORP.	PURCHASED	4/02/2008	2/03/2010
8	2,376 STATE STREET CORP.	PURCHASED	7/28/2008	2/03/2010
9	6,300 BANK OF AMERICA CORP	PURCHASED	5/15/2009	2/19/2010
10	9,000 FORD MOTOR CO.	PURCHASED	10/26/2009	2/19/2010
11	2,500 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	2/19/2010
12	4,600 BANK OF AMERICA CORP	PURCHASED	5/15/2009	2/23/2010
13	6,600 FORD MOTOR CO.	PURCHASED	10/26/2009	2/23/2010
14	1,800 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	2/23/2010
15	1,300 PARKER HANNIFIN CORP	PURCHASED	11/24/2009	2/23/2010
16	2,700 WELLS FARGO & COMPANY	PURCHASED	3/25/2009	2/23/2010
17	8,900 BANK OF AMERICA CORP	PURCHASED	5/29/2009	3/04/2010
18	7,500 BANK OF AMERICA CORP	PURCHASED	5/29/2009	3/05/2010
19	5,600 BANK OF AMERICA CORP	PURCHASED	5/29/2009	3/11/2010
20	5,200 BANK OF AMERICA CORP	PURCHASED	5/29/2009	3/12/2010
21	4,800 BANK OF AMERICA CORP	PURCHASED	5/29/2009	3/18/2010
22	900 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	3/26/2010
23	700 PARKER HANNIFIN CORP	PURCHASED	11/24/2009	3/26/2010
24	5,100 PARKER HANNIFIN CORP	PURCHASED	11/24/2009	4/07/2010
25	5,200 PARKER HANNIFIN CORP	PURCHASED	11/25/2009	4/07/2010
26	700 PARKER HANNIFIN CORP	PURCHASED	11/27/2009	4/07/2010
27	10,200 BOEING CO	PURCHASED	4/07/2010	4/15/2010
28	39,000 BANK OF AMERICA CORP	PURCHASED	5/15/2009	4/15/2010
29	9,800 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	4/15/2010
30	5,900 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	4/15/2010
31	15,000 WELLS FARGO & COMPANY	PURCHASED	3/25/2009	4/15/2010
32	3,300 WELLS FARGO & COMPANY	PURCHASED	3/25/2009	4/29/2010
33	5,440 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	5/20/2010
34	6,400 WELLS FARGO & COMPANY	PURCHASED	3/25/2009	5/21/2010
35	7,100 WELLS FARGO & COMPANY	PURCHASED	3/25/2009	5/21/2010
36	2,570 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	5/21/2010
37	1,350 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	5/24/2010
38	1,200 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	6/04/2010
39	1,200 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	6/08/2010
40	3,500 WELLS FARGO & COMPANY	PURCHASED	3/25/2009	6/09/2010
41	200 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	6/10/2010
42	500 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	6/11/2010
43	2,000 JP MORGAN CHASE & CO	PURCHASED	3/18/2009	6/14/2010
44	18,683 STATE STREET CORP.	DONATED	3/25/1999	6/17/2010
45	11,200 STATE STREET CORP.	DONATED	3/25/1999	6/18/2010

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
46	2,980 CALL - F 100 @ 14 EXP 06/19/10	PURCHASED	4/14/2010	6/19/2010
47	81,800 STATE STREET CORP.	DONATED	3/25/1999	6/28/2010
48	4,100 STATE STREET CORP.	DONATED	3/25/1999	8/09/2010
49	6,300 STATE STREET CORP.	DONATED	3/25/1999	8/10/2010
50	69,600 STATE STREET CORP.	DONATED	3/25/1999	8/12/2010
51	6,700 BANK OF AMERICA CORP	PURCHASED	5/15/2009	8/12/2010
52	8,700 BANK OF AMERICA CORP	PURCHASED	5/15/2009	8/12/2010
53	6,000 BANK OF AMERICA CORP	PURCHASED	5/15/2009	8/16/2010
54	3,200 BANK OF AMERICA CORP	PURCHASED	5/29/2009	8/16/2010
55	5,200 BANK OF AMERICA CORP	PURCHASED	5/29/2009	8/18/2010
56	700 WELLS FARGO & CO WARRANTS	PURCHASED	5/21/2010	8/20/2010
57	25,500 BANK OF AMERICA CORP	PURCHASED	5/29/2009	8/23/2010
58	6,100 BANK OF AMERICA CORP	PURCHASED	5/29/2009	9/02/2010
59	2,300 WELLS FARGO & CO WARRANTS	PURCHASED	5/21/2010	9/09/2010
60	5,100 BANK OF AMERICA CORP WARRANTS-B	PURCHASED	3/04/2010	9/09/2010
61	2,200 BANK OF AMERICA CORP WARRANTS-B	PURCHASED	3/04/2010	9/10/2010
62	1,870 CALL - F 100 @ 14 EXP 09/18/10	PURCHASED	4/14/2010	9/18/2010
63	2,240 CALL - F 100 @ 14 EXP 09/18/10	PURCHASED	4/14/2010	9/18/2010
64	2,990 CALL - F 100 @ 14 EXP 09/18/10	PURCHASED	4/14/2010	9/18/2010
65	1,120 CALL - F 100 @ 14 EXP 09/18/10	PURCHASED	4/15/2010	9/18/2010
66	1,100 WELLS FARGO & CO WARRANTS	PURCHASED	5/21/2010	10/15/2010
67	2,500 WELLS FARGO & CO WARRANTS	PURCHASED	5/21/2010	10/18/2010
68	1,800 WELLS FARGO & CO WARRANTS	PURCHASED	5/21/2010	10/19/2010
69	2,900 WELLS FARGO & CO WARRANTS	PURCHASED	5/21/2010	10/20/2010
70	4,800 MPG OFFICE TRUST INC	PURCHASED	8/17/2009	11/23/2010
71	26,200 MPG OFFICE TRUST INC	PURCHASED	8/18/2009	11/23/2010
72	6,500 MPG OFFICE TRUST INC	PURCHASED	8/19/2009	11/23/2010
73	18,800 MPG OFFICE TRUST INC	PURCHASED	8/19/2009	11/24/2010
74	1,300 MPG OFFICE TRUST INC	PURCHASED	8/19/2009	11/29/2010
75	12,200 MPG OFFICE TRUST INC	PURCHASED	8/19/2009	11/30/2010
76	200 MPG OFFICE TRUST INC	PURCHASED	8/19/2009	12/01/2010
77	9,800 MPG OFFICE TRUST INC	PURCHASED	8/20/2009	12/01/2010
78	21,600 MPG OFFICE TRUST INC	PURCHASED	8/20/2009	12/03/2010
79	3,600 MPG OFFICE TRUST INC	PURCHASED	8/20/2009	12/03/2010
80	18,900 MPG OFFICE TRUST INC	PURCHASED	8/21/2009	12/03/2010
81	22,500 MPG OFFICE TRUST INC	PURCHASED	8/21/2009	12/06/2010
82	3,600 MPG OFFICE TRUST INC	PURCHASED	8/21/2009	12/07/2010
83	26,400 MPG OFFICE TRUST INC	PURCHASED	8/24/2009	12/07/2010
84	8,600 MPG OFFICE TRUST INC	PURCHASED	8/24/2009	12/08/2010
85	5,700 MPG OFFICE TRUST INC	PURCHASED	8/25/2009	12/08/2010
86	17,300 MPG OFFICE TRUST INC	PURCHASED	8/25/2009	12/09/2010
87	6,500 MPG OFFICE TRUST INC	PURCHASED	8/26/2009	12/09/2010
88	11,500 MPG OFFICE TRUST INC	PURCHASED	8/26/2009	12/10/2010
89	5,000 MPG OFFICE TRUST INC	PURCHASED	8/26/2009	12/13/2010
90	5,200 MPG OFFICE TRUST INC	PURCHASED	8/27/2009	12/13/2010
91	22,800 MPG OFFICE TRUST INC	PURCHASED	8/27/2009	12/13/2010
92	29,700 MPG OFFICE TRUST INC	PURCHASED	8/27/2009	12/14/2010
93	11,300 MPG OFFICE TRUST INC	PURCHASED	8/27/2009	12/14/2010
94	10,000 UNITED TECHNOLOGIES CORP	PURCHASED	6/15/2010	12/28/2010
95	1,000 UNITED TECHNOLOGIES CORP	PURCHASED	6/18/2010	12/28/2010
96	1,120 CALL - F 100 @ 15 EXP 01/22/11	PURCHASED	4/15/2010	12/28/2010
97	370 CALL - F 100 @ 15 EXP 01/22/11	PURCHASED	4/15/2010	12/28/2010
98	370 CALL - F 100 @ 15 EXP 01/22/11	PURCHASED	4/15/2010	12/28/2010
99	380 CALL - F 100 @ 15 EXP 01/22/11	PURCHASED	4/15/2010	12/29/2010
100	1,120 CALL - F 100 @ 15 EXP 01/22/11	PURCHASED	4/15/2010	12/29/2010
101	200 UNITED TECHNOLOGIES CORP	PURCHASED	6/18/2010	12/30/2010

**STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	135,898.		97,186.	38,712.				$ 38,712.
2	138,983.		88,816.	50,167.				50,167.
3	132,496.		251,105.	-118,609.				-118,609.
4	121,409.		76,128.	45,281.				45,281.
5	120,049.		83,148.	36,901.				36,901.
6	258,250.		481,062.	-222,812.				-222,812.
7	390,213.		736,576.	-346,363.				-346,363.
8	105,358.		167,674.	-62,316.				-62,316.
9	100,161.		68,030.	32,131.				32,131.
10	101,293.		67,360.	33,933.				33,933.
11	100,117.		63,440.	36,677.				36,677.
12	75,025.		49,673.	25,352.				25,352.
13	75,124.		49,398.	25,726.				25,726.
14	73,889.		45,677.	28,212.				28,212.
15	76,421.		71,073.	5,348.				5,348.
16	75,302.		45,872.	29,430.				29,430.
17	145,602.		99,536.	46,066.				46,066.
18	125,098.		83,878.	41,220.				41,220.
19	95,759.		62,629.	33,130.				33,130.
20	86,787.		58,156.	28,631.				28,631.
21	81,599.		53,682.	27,917.				27,917.
22	40,319.		22,838.	17,481.				17,481.
23	45,198.		38,270.	6,928.				6,928.
24	340,763.		278,826.	61,937.				61,937.
25	347,445.		286,193.	61,252.				61,252.
26	46,771.		37,862.	8,909.				8,909.
27	734,530.		734,977.	-447.				-447.
28	753,857.		421,138.	332,719.				332,719.
29	467,166.		248,685.	218,481.				218,481.
30	281,253.		150,999.	130,254.				130,254.
31	500,081.		254,847.	245,234.				245,234.
32	109,657.		56,066.	53,591.				53,591.
33	208,245.		139,226.	69,019.				69,019.
34	187,323.		108,735.	78,588.				78,588.
35	210,773.		120,628.	90,145.				90,145.
36	101,745.		65,774.	35,971.				35,971.
37	51,961.		34,551.	17,410.				17,410.
38	45,572.		30,712.	14,860.				14,860.
39	44,413.		30,712.	13,701.				13,701.
40	94,358.		59,464.	34,894.				34,894.
41	7,524.		5,119.	2,405.				2,405.
42	18,888.		12,797.	6,091.				6,091.
43	75,258.		51,186.	24,072.				24,072.
44	698,024.		151,000.	547,024.				547,024.
45	415,513.		90,520.	324,993.				324,993.
46	0.		164,228.	-164,228.				-164,228.
47	2893487.		661,123.	2232364.				2232364.
48	161,209.		33,137.	128,072.				128,072.
49	246,089.		50,918.	195,171.				195,171.
50	2578922.		562,520.	2016402.				2016402.
51	87,866.		72,349.	15,517.				15,517.
52	113,801.		93,946.	19,855.				19,855.
53	79,083.		64,790.	14,293.				14,293.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
54	42,178.		35,788.	6,390.				$ 6,390.
55	69,519.		58,156.	11,363.				11,363.
56	5,367.		5,390.	-23.				-23.
57	330,474.		285,187.	45,287.				45,287.
58	81,192.		68,221.	12,971.				12,971.
59	19,780.		17,710.	2,070.				2,070.
60	15,052.		14,322.	730.				730.
61	6,358.		6,178.	180.				180.
62	0.		208,187.	-208,187.				-208,187.
63	0.		254,688.	-254,688.				-254,688.
64	0.		372,195.	-372,195.				-372,195.
65	0.		144,850.	-144,850.				-144,850.
66	8,707.		8,470.	237.				237.
67	20,454.		19,250.	1,204.				1,204.
68	14,550.		13,860.	690.				690.
69	22,941.		22,330.	611.				611.
70	11,213.		4,755.	6,458.				6,458.
71	61,202.		27,471.	33,731.				33,731.
72	15,184.		7,013.	8,171.				8,171.
73	43,446.		20,285.	23,161.				23,161.
74	3,003.		1,403.	1,600.				1,600.
75	28,216.		13,164.	15,052.				15,052.
76	463.		216.	247.				247.
77	22,703.		10,205.	12,498.				12,498.
78	50,813.		22,492.	28,321.				28,321.
79	8,555.		3,749.	4,806.				4,806.
80	44,915.		21,582.	23,333.				23,333.
81	53,695.		25,693.	28,002.				28,002.
82	8,974.		4,111.	4,863.				4,863.
83	65,808.		32,123.	33,685.				33,685.
84	20,523.		10,464.	10,059.				10,059.
85	13,602.		6,876.	6,726.				6,726.
86	42,903.		20,869.	22,034.				22,034.
87	16,120.		7,442.	8,678.				8,678.
88	27,679.		13,167.	14,512.				14,512.
89	12,493.		5,725.	6,768.				6,768.
90	12,993.		5,879.	7,114.				7,114.
91	57,138.		25,778.	31,360.				31,360.
92	73,438.		33,579.	39,859.				39,859.
93	27,052.		12,776.	14,276.				14,276.
94	791,523.		679,661.	111,862.				111,862.
95	79,152.		68,920.	10,232.				10,232.
96	198,140.		150,830.	47,310.				47,310.
97	65,457.		52,518.	12,939.				12,939.
98	65,457.		52,544.	12,913.				12,913.
99	67,259.		53,964.	13,295.				13,295.
100	198,237.		154,560.	43,677.				43,677.
101	15,800.		13,784.	2,016.				2,016.
							TOTAL	$ 6409040.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: ROBERT A. DAY FOUNDATION
CARE OF: ROBERT DAY
STREET ADDRESS: 865 SO FIGUEROA ST, SUITE 700
CITY, STATE, ZIP CODE: LOS ANGELES, CA 90017
TELEPHONE:
FORM AND CONTENT: NO SPECIFIC FORM OR INFORMATION REQUIRED
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS: DETERMINE ON CASE BY CASE BASIS

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
ALL SAINTS ASSOCIATION 506 N. CAMDEN DRIVE BEVERLY HILLS, CA 90210	NONE	PUBLIC	UNRESTRICTED	$ 2,000.
CATE SCHOOL PO BOX 5005 CARPINTERIA, CA 93014	NONE	PUBLIC	UNRESTRICTED	25,000.
CHIMPS INC 65525 GERKING MARKET ROAD BEND, OR 97701	NONE	PUBLIC	UNRESTRICTED	5,000.
CLAREMONT MCKENNA COLLEGE 400 NORTH CLAREMONT BLVD CLAREMONT, CA 91711	NONE	PUBLIC	UNRESTRICTED	25,000.
MARTHA'S VINEYARD MUSEUM,INC. 59 SCHOOL STREET, P.O. BOX 1310 EDGARTOWN, MA 02539	NONE	PUBLIC	UNRESTRICTED	1,000.
SOUTHERN CALIFORNIA INSTITUTE OF ARCHITE 960 E. THIRD STREET LOS ANGELES, CA 90013	NONE	PUBLIC	UNRESTRICTED	100,000.
WESTSIDE WALDORF SCHOOL 17310 SUNSET BLVD PACIFIC PALISADES, CA 90272	NONE	PUBLIC	UNRESTRICTED	25,000.
LOS ANGELES OPERA 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE	PUBLIC	UNRESTRICTED	25,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
AL WOOTEN JR. HERITAGE MUSEUM 9106 S. WESTERN AVENUE LOS ANGELES, CA 90047	NONE	PUBLIC	UNRESTRICTED	$ 2,500.
INSIDE-OUT WRITERS 23700 MALIBU COLONY ROAD MALIBU, CA 90265	NONE	PUBLIC	UNRESTRICTED	12,500.
CENTER FOR STUDY OF THE PRESIDENCY 1020 19TH STREET, NW SUITE 250 WASHINGTON, DC 20036	NONE	PUBLIC	UNRESTRICTED	50,000.
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC	UNRESTRICTED	2,500.
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	PUBLIC	UNRESTRICTED	175,000.
THE MARINE CORPS SCHOLARSHIP FOUNDATION 4640 ADMIRALTY WAY SUITE 406 MARINA DEL REY, CA 90292	NONE	PUBLIC	UNRESTRICTED	2,500.
CEDAR - SINAI MEDICAL CENTER 8700 BEVEERLY BLVD LOS ANGELES, CA 90048	NONE	PUBLIC	UNRESTRICTED	2,500.
LAND OF THE FREE FOUNDATION 13191 CROSSROADS PKWY NORTH 6TH FL CITY OF INDUSTRY, CA 91746	NONE	PUBLIC	UNRESTRICTED	5,000.
NYU HOSPITALS CENTER 550 FIRST AVENUE PPK 10 NEW YORK, NY 10016	NONE	PUBLIC	UNRESTRICTED	25,000.
MARTHA'S VINEYARD HOSPITAL PO BOX 1477 OAK BLUFFS, MA 02557	NONE	PUBLIC	UNRESTRICTED	480,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
JOHN F. KENNEDY CENTER FOR PERFORMING AR 2700 F STEET, NW WASHINGTON, DC 20566	NONE	PUBLIC	UNRESTRICTED	$ 2,500.
ST. JOHN'S HOSPITAL AND HEALTH CENTER FO 1328 22ND STREET SANTA MONICA, CA 90404	NONE	PUBLIC	UNRESTRICTED	50,000.
SISTERS OF MARY, MOTHER OF THE CHURCH 431 MONTANA CIRCLE OJAI, CA 93023	NONE	PUBLIC	UNRESTRICTED	2,000.
MADISON PROJECT FOUNDATION 1310 11TH STREET SANTA MONICA, CA 90401	NONE	PUBLIC	UNRESTRICTED	12,500.
SCLERODEMA RESEARCH FOUNDATION 220 MONTGOMERY STREET, SUITE 1411 SAN FRANCISCO, CA 94104	NONE	PUBLIC	UNRESTRICTED	5,000.
AVON PRODUCT FOUNDATION INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	NONE	PUBLIC	UNRESTRICTED	2,500.
LOS ANGELES POLICE FOUNDATION 515 S. FLOWER ST. SUITE 1680 LOS ANGELES, CA 90071	NONE	PUBLIC	UNRESTRICTED	100,000.
GEORGE W. BUSH FOUNDATION PO BOX 600610 DALLAS, TX 75206	NONE	PUBLIC	UNRESTRICTED	50,000.
GREATER NEW YORK COUNCILS, BOY SCOUTS 350 FIFTH AVENUE SUITE 430 NEW YORK, NY 10118	NONE	PUBLIC	UNRESTRICTED	500.
HAMBURGER HOME AVIVA FAMILY AND CHILDREN 7120 FRANKLIN AVENUE LOS ANGELES, CA 90046	NONE	PUBLIC	UNRESTRICTED	500.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
JOHN THOMAS 11414 CHALON ROAD LOS ANGELES, CA 90049	NONE	PUBLIC	UNRESTRICTED	$ 5,000.
NAACP LEGAL DEFENSE AND EDUCATIONAL FUND 99 HUDSON STREET SUITE 1600 NEW YORK, NY 10016	NONE	PUBLIC	UNRESTRICTED	12,500.
PAN-MASSACHUSETTS CHALLENGE 77 4TH AVENUE NEEDHAM, MA 02494	NONE	PUBLIC	UNRESTRICTED	1,000.
PITZER COLLEGE 150 E. 8TH STREET SUITE A CLAREMONT, CA 91711	NONE	PUBLIC	AUDITORIUM CONSTRUCTION	343,593.
PIMA AIR & SPACE MUSEUM 6000 E. VALENCIA RAOD TUCSON, AZ 85856	NONE	PUBLIC	UNRESTRICTED	2,000.
STRIVE FOUNDATION 9124 S. MAIN STREET LOS ANGELES, CA 90003	NONE	PUBLIC	UNRESTRICTED	5,000.
THE UCLA FOUNDATION GEFFEN SCHOOL OF MEDICINE,CHS12-138 LOS ANGELES, CA 90095	NONE	PUBLIC	UNRESTRICTED	2,500,000.
THE UNIVERSITY OF TENNESSEE FOUNDATION 600 HENELY STREET SUITE 100 KNOXVILLE, TN 37996	NONE	PUBLIC	UNRESTRICTED	10,000.
TRICKLE UP 104 W 24 STREET, 12 FLOOR NEW YORK, NY 10001	NONE	PUBLIC	UNRESTRICTED	12,500.
WALLIS ANNENBERG CENTER PERFORMING ARTS 9911 W PICO BLVD SUITE 680 LOS ANGELES, CA 90035	NONE	PUBLIC	UNRESTRICTED	50,000.
WILLIAM MARSH RICE UNIVERSITY 6100 MAIN STREET SUITE 120 HOUSTON, TX 77005	NONE	PUBLIC	UNRESTRICTED	137,500.
WOMEN'S ENDOWMENT 2350 KERNER BLVD SUITE 250 SAN RAFAEL, CA 94901	NONE	PUBLIC	UNRESTRICTED	25,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
WORLD SECURITY INSTITUTE 1779 MASSACHUSETTS AVE. NW WASHINGTON, DC 20036	NONE	PUBLIC	UNRESTRICTED	$ 7,000.
			TOTAL	$ 4,302,093.

SUPPLEMENTAL INFORMATION FOR FORM 990-PF, PART VII-B, LINE 1(A)(4):

THE FOUNDATION REIMBURSES OAKMONT CORPORATION (AN ENTITY RELATED TO AND CONTROLLED BY A DISQUALIFIED PERSON). THE EXPENSES ARE ORDINARY AND NECESSARY AND AS SUCH THE FOUNDATION IS NOT SUBJECT TO THE EXCISE TAX FOR SELF-DEALING AND IS EXEMPT FROM FILING FORM 4720.

SUPPLEMENTAL INFORMATION FOR FORM 990-PF, PART VIII, LINE 1:

THE FOLLOWING OFFICERS ARE ALSO FOUNDATION MANAGERS
ROBERT A DAY JR.
JOSEPH DAY
JERRY W. CARLTON

FORM 990-PF, PART XIII, COLUMN A, LINE 7

DECLARATION OF FOUNDATION MANAGER

IN ACCORDANCE WITH REGULATION SECTION 53.4942(A)-3(C)(2)(IV), THE TAXPAYER ELECTS TO TREAT $119,143 OF THE 2006 EXCESS DISTRIBUTIONS AND $7,136,059 OF THE 2007 EXCESS DISTRIBUTIONS AS DISTRIBUTION OUT OF CORPUS TO SATISFY THE 2010 DISTRIBUTION REQUIREMENT UNDER IRC SECTION 170(B)(1)(F)(II) AND/OR SECTION 4942(G)(3)(A). SUCH EXCESS DISTRIBUTIONS WERE TREATED UNDER REGULATION SECTION 53.4942(A)-3(D)(1)(III) AS DISTRIBUTIONS OUT OF CORPUS.

JERRY W. CARLTON 11/7/11
DATE