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

Department of the Treasury  
Internal Revenue Service

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

2010

For calendar year 2010, or tax year beginning

, and ending

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

Name of foundation		A Employer identification number		
<b>THE JUNE FOUNDATION</b>		<b>95-4745292</b>		
Number and street (or P O box number if mail is not delivered to street address)		Room/suite		
<b>5150 OVERLAND AVENUE</b>				
City or town, state, and ZIP code				
<b>CULVER CITY, CA 90230</b>				
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
► \$ <b>16,935,217.</b>	(Part I, column (d) must be on cash basis.)			
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
1 Contributions, gifts, grants, etc., received		<b>331,396.</b>		<b>N/A</b>
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities		<b>293,291.</b>	<b>293,291.</b>	<b>STATEMENT 1</b>
5a Gross rents		<b>54,025.</b>	<b>54,025.</b>	<b>STATEMENT 2</b>
b Net rental income or (loss)		<b>54,025.</b>		
6a Net gain or (loss) from sale of assets not on line 10		<b>55,654.</b>		
b Gross sales price for all assets on line 6a		<b>1,715,917.</b>		
7 Capital gain net income (from Part IV, line 2)		<b>55,654.</b>		
8 Net short-term capital gain				
9 Income modifications				
Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income		<b>112,057.</b>	<b>112,057.</b>	<b>STATEMENT 3</b>
12 Total. Add lines 1 through 11		<b>846,423.</b>	<b>515,027.</b>	
Revenue		0.	0.	0.
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees		STMT 4	846.	0.
b Accounting fees		STMT 5	9,134.	4,567.
c Other professional fees				
17 Interest				
18 Taxes		STMT 6	7,135.	2,050.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses		STMT 7	79,631.	219.
24 Total operating and administrative expenses. Add lines 13 through 23			86,125.	4,871.
25 Contributions, gifts, grants paid			557,751.	557,751.
26 Total expenses and disbursements. Add lines 24 and 25			86,125.	562,622.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements			191,926.	
b Net investment income (if negative, enter -0-)			428,902.	
c Adjusted net income (if negative, enter -0-)			N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments		1,685,129.	2,554,230.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►	864,996.	0.	100,620.
	Less: allowance for doubtful accounts ►			864,996.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations	STMT 9	2,029,314.	1,018,454.
b	Investments - corporate stock	STMT 10	8,774,778.	8,100,400.
c	Investments - corporate bonds			8,986,171.
11	Investments - land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 11	2,760,467.	3,004,791.
14	Land, buildings, and equipment: basis ►			3,441,215.
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers)		15,350,308.	15,542,871.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.
29	Retained earnings, accumulated income, endowment, or other funds	15,350,308.	15,542,871.	
30	Total net assets or fund balances	15,350,308.	15,542,871.	
31	Total liabilities and net assets/fund balances	15,350,308.	15,542,871.	

## 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	15,350,308.
2	Enter amount from Part I, line 27a	2	191,926.
3	Other increases not included in line 2 (itemize) ►	3	637.
4	Add lines 1, 2, and 3	4	15,542,871.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,542,871.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>a</b>					
<b>b</b>	<b>SEE ATTACHED STATEMENT</b>				
<b>c</b>					
<b>d</b>					
<b>e</b>					
	(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)	
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>	<b>1,715,917.</b>		<b>1,660,263.</b>		<b>55,654.</b>
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					<b>55,654.</b>
2 Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			2		<b>55,654.</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 <span style="float: right;">{ }</span>			3		<b>N/A</b>

**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))
2009	<b>563,655.</b>	<b>12,404,775.</b>	<b>.045439</b>
2008	<b>281,929.</b>	<b>9,879,891.</b>	<b>.028536</b>
2007	<b>588,603.</b>	<b>10,154,893.</b>	<b>.057963</b>
2006	<b>468,932.</b>	<b>9,254,380.</b>	<b>.050671</b>
2005	<b>42,120.</b>	<b>8,626,880.</b>	<b>.004882</b>

2 Total of line 1, column (d)	2	<b>.187491</b>
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	<b>.037498</b>
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	<b>15,441,440.</b>
5 Multiply line 4 by line 3	5	<b>579,023.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>4,289.</b>
7 Add lines 5 and 6	7	<b>583,312.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>562,622.</b>

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	}	1	8,578.
b	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
3	Add lines 1 and 2			8,578.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			8,578.
6	<b>Credits/Payments:</b>			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	18,033.	
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			18,033.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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			9,455.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ►		9,455. Refunded	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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?

1b 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.*

1c Did the foundation file Form 1120-POL for this year?

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.*

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
b If "Yes," has it filed a tax return on Form 990-T for this year?

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

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?

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.*

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*

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*

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

**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? Website address ► N/A 13  X

14 The books are in care of ► MICHAEL KEST Telephone no. ► 310-280-5000  
Located at ► 5150 OVERLAND AVENUE, CULVER CITY, CA ZIP+4 ► 90230

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16  Yes  No X

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

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

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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A

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 ► \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No

b If "Yes," did it have excess business holdings in 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.) N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 3b  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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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  
 Yes  No  
 Yes  No  
 Yes  No  
 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)?

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

6b X

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

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

Yes  No

N/A

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?

Yes  No

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.

(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
MICHAEL KEST 5150 OVERLAND AVENUE CULVER CITY, CA 90230	PRESIDENT 5.00	0.	0.	0.
MATTHEW KEST 5150 OVERLAND AVENUE CULVER CITY, CA 90230	SECRETARY 1.00	0.	0.	0.

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

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

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



0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

**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
<b>1 N/A</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments**

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

**Amount**

<b>1 N/A</b>	
<b>2</b>	<b>0.</b>
<b>3</b>	
<b>Total. Add lines 1 through 3</b>	<b>0.</b>

**Form 990-PF (2010)**

**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	9,849,466.
b	Average of monthly cash balances	1b	2,105,793.
c	Fair market value of all other assets	1c	3,721,330.
d	<b>Total</b> (add lines 1a, b, and c)	1d	15,676,589.
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	15,676,589.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	235,149.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 -	5	15,441,440.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	772,072.

**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	772,072.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,578.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	22,013.
c	Add lines 2a and 2b	2c	30,591.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	741,481.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	741,481.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	741,481.

**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	562,622.
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	
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	562,622.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	562,622.

**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				741,481.
2 Undistributed income, if any, as of the end of 2010			532,902.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 562,622.			532,902.	
a Applied to 2009, but not more than line 2a				
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			29,720.	
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				711,761.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

**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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2 a	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)(ii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

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

**MICHAEL KEST**

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:

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)				
<i>a Paid during the year</i>				
SEE STATEMENT 12				
<b>Total</b>			► 3a	<b>557,751.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	<b>0.</b>

## 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
		(a) Business code	(b) Amount	(c) Exclu- sion code	
<b>1</b> Program service revenue:					
a					
b					
c					
d					
e					
f					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities				<b>14</b>	<b>293,291.</b>
<b>5</b> Net rental income or (loss) from real estate:				<b>16</b>	<b>54,025.</b>
a Debt-financed property					
b Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income				<b>14</b>	<b>112,057.</b>
<b>8</b> Gain or (loss) from sales of assets other than inventory				<b>14</b>	<b>55,654.</b>
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue:					
a					
b					
c					
d					
e					
<b>12</b> Subtotal. Add columns (b), (d), and (e)			<b>0.</b>	<b>515,027.</b>	<b>0.</b>
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>515,027.</b>
(See worksheet in line 13 instructions to verify calculations.)					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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

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**

- (2) Other assets**
- b Other transactions:**
  - (1) Sales of assets to a noncharitable exempt organization**
  - (2) Purchases of assets from a noncharitable exempt organization**
  - (3) Rental of facilities, equipment, or other assets**
  - (4) Reimbursement arrangements**
  - (5) Loans or loan guarantees**
  - (6) Performance of services or membership or fundraising solicitation**

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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.

**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		

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.

**Sign  
Here**

~~Signature of officer or trustee~~

~~100~~ Date

PRESIDENT

Signature of officer or trustee		Date	Title		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<b>EILEEN F. COHEN</b>	<i>Eileen F. Cohen</i>	<b>11-11-11</b>		
	Firm's name ► NSBN LLP		Firm's EIN ►		
Firm's address ► 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212-2907		Phone no. (310) 273-2501			

**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

THE JUNE FOUNDATION

Employer identification number

95-4745292

Organization type (check one):

Filers of:

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 foundationCheck 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 its 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE JUNE FOUNDATION95-4745292**Part I** **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>KEST 2009 CHARITABLE LEAD TRUST NO 2</u> <u>5150 OVERLAND AVE</u> <u>CULVER CITY, CA 90230</u>	\$ <u>306,396.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<u>WARREN BRESLOW</u> <u>2496 LANCELOT LANE</u> <u>BEL-AIR, CA 90077</u>	\$ <u>25,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE JUNE FOUNDATION95-4745292**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
		\$ _____	_____
(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
		\$ _____	_____

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**Name of organization**

**Employer identification number**

## THE JUNE FOUNDATION

**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 columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

## THE JUNE FOUNDATION

## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a CAPITAL GAIN FROM SENIOR CREDIT FUND K-1</b>	P		
<b>b CAPITAL GAIN FROM SPECIAL SITUATIONS FUND K-1</b>	P		
<b>c LUMINOUS CAPITAL PAULSON ADVANTAGE LP</b>	P	VARIOUS	07/30/10
<b>d CALIFORNIA ST REV ANTIC NTS SER</b>	P	09/24/09	06/23/10
<b>e SYNEGY INC DEL COM</b>	P	05/25/10	05/25/10
<b>f FRONTIER COMMUNICATIONS CORP</b>	P	07/08/10	07/08/10
<b>g MADISON SQUARE GARDEN INC</b>	P	02/16/10	02/16/10
<b>h SUMITOMO MITSUI FINANCIAL GROUP</b>	P	11/02/10	11/02/10
<b>i ITELMAX INTERNACIONAL ADR</b>	P	VARIOUS	12/29/10
<b>j MASS FINANCIAL CORP</b>	P	VARIOUS	01/15/10
<b>k VISHAY PRECISION GROUP</b>	P	VARIOUS	07/06/10
<b>l PACE OIL AND GAS</b>	P	VARIOUS	07/13/10
<b>m TERRA NOVA RTY</b>	P	VARIOUS	08/26/10
<b>n FIDELITY ACCT 3942 - DETAIL ATTACHED</b>	P	VARIOUS	VARIOUS
<b>o</b>			

(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 26,575.			26,575.
b 39,997.			39,997.
c 469,469.		496,994.	<27,525.>
d 1,000,000.		1,010,860.	<10,860.>
e 1.			1.
f 2.			2.
g 19.			19.
h 3.			3.
i 2,048.		1,217.	831.
j 6.			6.
k 10.			10.
l 4.			4.
m 391.			391.
n 177,392.		151,192.	26,200.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			26,575.
b			39,997.
c			<27,525.>
d			<10,860.>
e			1.
f			2.
g			19.
h			3.
i			831.
j			6.
k			10.
l			4.
m			391.
n			26,200.
o			

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	55,654.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 } 3		N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	20,005.	0.	20,005.
CHASE MERRITT FUND II K-1	49.	0.	49.
INTEREST INCOME FROM LOANS	50,535.	0.	50,535.
LC RIMROCK K-1	6.	0.	6.
LUMINOUS CAPITAL - 263	28,684.	0.	28,684.
LUMINOUS CAPITAL - 499	22,339.	0.	22,339.
LUMINOUS CAPITAL - 942	102,734.	0.	102,734.
MONARCH CAPITAL - 291	18,444.	0.	18,444.
MONARCH CAPITAL - 305	857.	0.	857.
MORGAN STANLEY - 500	394.	0.	394.
PAULSON ADVANTAGE K-1	6.	0.	6.
SENIOR CREDIT FUND K-1	40,782.	0.	40,782.
SPECIAL SITUATIONS FUND K-1	8,456.	0.	8,456.
TOTAL TO FM 990-PF, PART I, LN 4	293,291.	0.	293,291.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PASSTHROUGH FROM CMRA ASSOCIATES K-1	1	54,025.
TOTAL TO FORM 990-PF, PART I, LINE 5A		54,025.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SPECIAL SITUATIONS FUND K-1	38,299.	38,299.	
SENIOR CREDIT FUND K	10,732.	10,732.	
CHASE MERRITT FUND II	62,921.	62,921.	
MISCELLANEOUS INCOME	105.	105.	
TOTAL TO FORM 990-PF, PART I, LINE 11	112,057.	112,057.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	846.	846.		0.
TO FM 990-PF, PG 1, LN 16A	846.	846.		0.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,134.	4,567.		4,567.
TO FORM 990-PF, PG 1, LN 16B	9,134.	4,567.		4,567.

## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD	10.	0.		10.
FOREIGN TAX	2,050.	2,050.		0.
REGISTRY OF CHARITABLE				
TRUSTS	75.	0.		75.
FEDERAL EXCISE TAX	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,135.	2,050.		85.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	45,946.	45,946.		0.
POSTAGE AND DELIVERY	138.	69.		69.
PORTFOLIO DEDUCTIONS	32,647.	32,647.		0.
MISCELLANEOUS GRANT EXPENSE	900.	0.		150.
TO FORM 990-PF, PG 1, LN 23	79,631.	78,662.		219.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

8

DESCRIPTION	AMOUNT
KEST FAMILY FOUNDATION DISTRIBUTION	571.
PRIOR PERIOD BASIS ADJUSTMENT	66.
TOTAL TO FORM 990-PF, PART III, LINE 3	637.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
LUMINOUS CAPITAL - 269263	X		1,018,454.	1,088,605.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,018,454.	1,088,605.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,018,454.	1,088,605.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SELIGMAN NEW TECH FUND II	18,484.	18,484.
MORGAN STANLEY-104484	36,360.	59,081.
CHARLES SCHWAB - 5109-6978	1,749,782.	1,944,357.
LUMINOUS CAPITAL - 269263	3,728,049.	4,556,716.
LUMINOUS CAPITAL - 213942	1,321,721.	1,524,038.
MONARCH CAPITAL - 031291	1,071,004.	883,495.
MONARCH CAPITAL - 031305	175,000.	0.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>8,100,400.</b>	<b>8,986,171.</b>

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SPECIAL SITUATIONS FUND K-1	COST	823,059.	1,161,247.
SENIOR CREDIT FUND A K-1	COST	586,292.	648,907.
CMRA ASSOCIATES K-1	COST	485,912.	485,912.
CMRA MANAGEMENT K-1	COST	1,020.	1,020.
CHASE MERRITT FUND II K-1	COST	512,081.	512,081.
LUMINOUS CAPITAL RIMROCK K-1	COST	496,427.	532,048.
AURA SYSTEMS	COST	100,000.	100,000.
<b>TOTAL TO FORM 990-PF, PART II, LINE 13</b>		<b>3,004,791.</b>	<b>3,441,215.</b>

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AGUDAH 8631 W. 3RD STREET #1010 E LOS ANGELES, CA 90048	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	360.
AGUDATH ISRAEL OF CA 364 N. DETROIT ST. LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	200.
AGUDATH ISRAEL OF LONG ISLAND 1121 SAGE ST. FAR ROCKAWAY, NY 11691	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	180.
AISH TAMID OF LOS ANGELES 5909 W. 3RD STREET LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	180.
ALUMNI RABBINICAL COLLEGE KNESSETH ISRAEL 169 PARKVILLE AVENUE BROOKLYN, NY 11230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	360.
AMERICAN FRIENDS EMEK BERACHA INC. 204 BEACH 9TH STREET FAR ROCKAWAY, NY 11691	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.
AMERICAN FRIENDS OF ATERET HATORAH 215 LENTZ AVENUE PARAMUS, NJ 07652	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
AMERICAN FRIENDS OF BEIT ISSIE SHAPIRO 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.

AMERICAN FRIENDS OF IMREI YOSHER 1462 56 STREET BROOKLYN, NY 11219	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	17,500.
BAIS MEDRASH OF CENTRAL JERSEY 114 CAREY STREET LAKWOOD, NJ 08701	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.
BEIS SHMUEL 16 RITA MONSEY, NY 10952	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
BETH JACOB JERUSALEM 615 FOREST AVENUE LAKWOOD, NJ 08701	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
BETH MEDRASH GOVOHA 1251 51ST STREET BROOKLYN, NY 11219	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
BETH MIDRASH OD YOSSEF HAI 517 N. FORMOSA AVE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
BJJ HACHNOSAS KALLAH 615 FOREST AVENUE LAKWOOD, NJ 08701	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
BNOS ESTHER 116 N. LA BREA AVE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.
BONEI OLAM 1755 46TH STREET BROOKLYN, NY 11204	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	250.
CHABAD 1138 S. CORNING ST. #27 LOS ANGELES, CA 90035	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	450.

CHABAD OF LARCHMONT 637 N. LUCERNE BLVD. LOS ANGELES, CA 90004	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
CHASDEI IMMAHOS GEMACH 319 LAWRENCE AVENUE LAKewood, NJ 08701	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
CHIEL AVROHOM 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	150.
CHOFETZ CHAIM HERITAGE FOUNDATION 361 SPOOK ROCK ROAD SUFFERN , NY 10901	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	720.
CONGREGATION AGUDATH TOMCHEI YOTZEI INC. 362 N. VISTA LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	300.
CONGREGATION BAIS ELIYAHU 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	180.
CONGREGATION BAIS MORDECHAI 3302 AVENUE P BROOKLYN, NY 11234	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
CONGREGATION BAIS YITZCHOK 82-35 SURREY PLACE JAMAICA ESTATES, NY 11432	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	2,000.
CONGREGATION BNAI AHARON 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	250.
CONGREGATION ETZ CHAIM 303 S. HIGHLAND AVE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,500.

CONGREGATION KEREN ORAH 140 WILLIAMSBURG LANE LAKEWOOD, NJ 08701	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,500.
CONGREGATION OSEH TZEDOKO VOCHESED 383 KINGSTON AVE APT 157 BROOKLYN, NY 11213	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.
CONGREGATION SHAAREI TORAH 143 N. FORMOSA AVE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
CONGREGATION YESHIVAS HACHAYIM 247 S. CITRUS AVENUE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	3,750.
CONGREGATION ZICHRON MOSHE 1441 MONMOUTH AVENUE LAKEWOOD, NJ 08701	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	250.
ETTA ISRAEL CENTER 4601 WILSHIRE BL. STE. 235 LOS ANGELES, CA 90010	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.
EZRAS ISRAEL 1423 44TH STREET BROOKLYN, NY 11219	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
EZRAS NESUIN 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	250.
FRIENDS OF MOSDOS GOOR INC. 1310 - 48TH STREET BROOKLYN, NY 11219	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	180.
GATEWAYS 11 WALLENBERG CIRCLE MONSEY, NY 10952	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.

HACHNASSAT KALLAH OF GREATER LOS ANGELES 200 S. MCCADDEN PLACE LOS ANGELES, CA 90004	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
JEWISH HERITAGE CENTER 68-29 MAIN STREET FLUSHING, NY 11367	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	250.
JEWISH LEARNING EXCHANGE 512 N. LA BREA AVENUE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	480.
KEHILAS YAAKOV 7211 BEVERLY BLVD LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
KEREN EITZ CHAIM 414 N. FORMOSA AVENUE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
KEREN ZICHRON CHAIM P.O. BOX 1597 LAKWOOD, NJ 08701	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
KESSER TORAH 3 CEDAR LANE MONSEY, NY 10952	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
KETORET TAMID 1521 51ST STREET BROOKLYN, NY 11219	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,180.
KOL YISROEL AREVIM 613 N. CITRUS AVENUE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	180.
KOLLEL BAIS HATALMUD 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	180.

KOLLEL GOVOHA IMRAI KOHAIN 721 AVENUE L BROOKLYN, NY 11230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	180.
KOLLEL LOS ANGELES 223 S. FORMOSA AVENUE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
KOLLEL MEOR YITZCHOK 2 BUCKMAN PLACE MONSEY, NY 10952	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
LA LADIES BIKUR CHOLIM 151 S. POINSETTIA PLACE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	360.
LEHACH ZIKUM VLEHACHYOISOM 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
LOS ANGELES CHEDER 801 N. LA BREA AVENUE LOS ANGELES, CA 90038	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	4,000.
MAANE SIMCHA 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
MAASEH CHESED GEMACH P.O. BOC 481270 LOS ANGELES, CA 90048	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	950.
MACHON L'HOYROA 168 MAPLE AVE MONSEY, NY 10952	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	2,500.
MACHON TIFERES BACHURIM 17 CAMEO RIDGE ROAD MONSEY, NY 10952	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	250.

MAIMONIDES ACADEMY 310 N HUNTLEY AVE LOS ANGELES, CA 90048	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	200.
MESIVTA OF GREATER LOS ANGELES 25115 MUREAU ROAD CALABASAS, CA 91302	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
MICHAEL & SUSANNE KEST FAMILY FUND 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	460,000.
NISHMAS YISROEL PO BOX 300472 BROOKLYN, NY 11230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
OD YOSEF HAI 1054 CARTAGENA STREET LONG BEACH, CA 90807	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	250.
OHEL ISRAEL 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.
OHEL MOSHE 8644 W. PICO BLVD. LOS ANGELES, CA 90035	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	200.
OHR HAMEIR SEMINARY 141 FURNACE WOODS RD. CORTLANDT, NY 10567	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
OZER ISROEL 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.
PIRCHEI AGUDAS YISROEL OF CALIFORNIA 364 N. DETROIT ST. LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.

PROVIDENCE HEBREW DAY SCHOOL 450 ELMGROVE AVENUE PROVIDENCE, RI 02906	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.
SHAAREI TORAH 143 N FORMOSA AVE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	360.
SHAAREY HAHAYIM 12500 EMILITA STREET NO. HOLLYWOOD, CA 91607	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
SIMCHA FOUNDATION 17 WARREN RD. STE. 15A BALTIMORE, MD 21208-5001	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
SIMXA COMPANY, INC. 157 S. CITRUS AVENUE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
TASH BAR TORAT HAYIM 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
TOMCHEI SHABBOS 101 S. LA BREA AVENUE LOS ANGELES, CA 90048	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	630.
TORAS EMES 540 N. LA BREA AVENUE LOS ANGELES, CA 90036	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	470.
TZEDAKA FUND 6623 W. OLYMPIC BLVD. LOS ANGELES, CA 90048	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	2,100.
TZEDAKAH ENHANCEMENT PROJECT (T.E.P.) 26020 WOODVILLA PLACE SOUTHFIELD, MI 48076	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.

VAAD HACHESED 5150 OVERLAND AVE CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	680.
VAAD HATZEDAKA 5150 OVERLAND AVE CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
WEST COAST VA AD HACHESED 5150 OVERLAND AVE CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,336.
YAD ELIEZER, INC. 1102 EAST 26TH STREET BROOKLYN, NY 11210	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
YAD L'ACHIM 579 5TH AVE. STE 1420 NEW YORK, NY 10017	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
YESHIVA CHAYEI OLAM 14 EAST 11TH STREET LAKWOOD, NJ 08701	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
YESHIVA GEDOLA OHR YISRAEL 2899 NORSTRAND AVENUE BROOKLYN, NY 11229-1847	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
YESHIVA GEDOLAH OF BRIDGEPORT 85 ARLINGTON STREET BRIDGEPORT, CT 06606	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
YESHIVA GEDOLAH OF LOS ANGELES 5444 W. OLYMPIC BLVD. LOS ANGELES, CA 90036-9795	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	200.
YESHIVA GEDOLAH OF TORONTO 1221 AVENUE S BROOKLYN, NY 11229	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	150.

YESHIVA NER MOSHE 1227 EAST 8TH STREET NY 11230	BROOKLYN ,	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	1,000.
YESHIVA RAV ISACSOHN 540 N. LA BREA AVENUE ANGELES, CA 90036	LOS	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.
YESHIVA RAV ISACSOHN TORAS EMES 540 N. LA BREA AVENUE LOS ANGELES, CA 90036		NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	425.
YESHIVA TAZ TORAH 5150 OVERLAND AVE	CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	500.
YESHIVAS MIR YERUSHALAYIM 5227 NEW ULTRECHT AVE	BROOKLYN, NY 11219-9879	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	250.
YOUNG ISRAEL OF HANCOCK PARK 225 S. LA BREA AVENUE LOS ANGELES, CA 90036		NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	15,980.
YOUNG ISRAEL TZEDAKAH FUND 225 S. LA BREA AVENUE LOS ANGELES, CA 90036		NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	3,800.
ZICHRON MENACHEM 5150 OVERLAND AVE	CULVER CITY, CA 90230	NONE PUBLIC SUPPORT OF ORGANIZATION MISSION	PUBLIC CHARITY	100.
TOTAL TO FORM 990-PF, PART XV, LINE 3A				557,751.



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THE JUNE FOUNDATION  
5150 OVERLAND AVE  
CULVER CITY CA 90230-4914

Customer Service: 888-201-3726

### Additional Information

Amount

*This detail information is not reported to the IRS. It may assist you in tax return preparation.*

Account Fees .....	17,345.09
Short-Term Realized Gain/Loss .....	820.71
Long-Term Realized Gain/Loss .....	14,995.71

### Detail Information

### Account Fees

Description	Date	Amount
<i>This detail information is not reported to the IRS. It may assist you in tax return preparation.</i>		
Advisor Fee	01/14/10	1,467.75
Advisor Fee	01/26/10	2,592.00
Advisor Fee	04/14/10	1,572.42
Advisor Fee	04/30/10	2,753.00
Advisor Fee	07/14/10	1,559.63
Advisor Fee	07/29/10	2,699.52
Advisor Fee	10/05/10	1,716.40
Advisor Fee	10/21/10	2,984.37
<b>Total Account Fees</b>		<b>17,345.09</b>

### Detail Information

### Short-Term Realized Gain/Loss

Description/CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.</i>						
<i>This detail information is not reported to the IRS. It may assist you in tax return preparation.</i>						
BANK ONE CAP TR PFD 7.20% 10/15/2031 / 06423W204	06/24/09	03/25/10	2.000	50.78	45 64 f	5 14
CITIGROUP CAP XII TR PFD SECS FIXED// 17315D204	various	09/29/10	105 000	2,745.23	2,682.60 f	62.63
COMMONWEALTH REIT PFD SER B 8.75 / 203233200	11/06/09	10/12/10	197.000	4,997.80	4,621.81 f	375.99
GOLDMAN SACHS GROUP INC DEP SHS REPSTG / 38144X500	04/29/10	08/13/10	127.000	3,210.94	3,067.74 f	143.20
HRPT PPTYS TR PFD SER B 8.75% / 40426W309	11/06/09	04/01/10	90.000	2,281.46	2,111.48 f	169.98

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### Detail Information

### Short-Term Realized Gain/Loss

Description/CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.</i>						
<i>This detail information is not reported to the IRS. It may assist you in tax return preparation.</i>						
NATIONAL BK GREECE S A ADR PREF SER A / 633643507	08/27/09	04/01/10	5 000	112.86	122.55 f	-9.69
	08/27/09	04/21/10	122.000	2,488.79	2,990.22 f	-501.43
			USD Subtotal	2,601.65	3,112.77	
NATIONAL RURAL UTILS COOP FIN CORP SUB / 637432808	10/29/09	03/04/10	100.000	2,462.05	2,367.53 f	94.52
	10/29/09	08/06/10	82.000	2,034.59	1,941.38 f	93.21
	10/29/09	08/25/10	85.000	2,124.11	2,012.40 f	111.71
	10/29/09	10/12/10	124.000	3,124.74	2,935.74 f	189.00
			USD Subtotal	9,745.49	9,257.05	
PS BUSINESS PKS INC CALIF DEPOSITORY SHS / 69360J784	01/20/10	03/04/10	62.000	1,427.85	1,411.12 f	16.73
	01/20/10	03/11/10	93.000	2,186.40	2,116.68 f	69.72
			USD Subtotal	3,614.25	3,527.80	
					Short-Term Realized Gain	1,331.83
					Short-Term Realized Loss	-511.12
					Short-Term Realized Disallowed Loss	0.00
					Total Short-Term Realized Gain/Loss	820.71

f - FIFO (First-In, First-out)

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

### Detail Information

### Long-Term Realized Gain/Loss

Description/CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.</i>						
<i>This detail information is not reported to the IRS. It may assist you in tax return preparation.</i>						
SANTANDER FINANCE PREFERRED SA UNIP PFD / E8683R144	unknown	05/11/10	104.000	2,741.40	unknown 0	2,741.40 unknown
	unknown	05/24/10	101.000	2,581.15	unknown 0	2,581.15 unknown
	unknown	06/01/10	86.000	2,213.71	unknown 0	2,213.71 unknown
	unknown	12/14/10	103.000	2,847.34	unknown 0	2,847.34 unknown
			USD Subtotal	10,383.60	0.00	10,383.60
AT&T INC SR NT 6.3750% 02/15/2056 / 00211G208	01/08/08	02/04/10	87.000	2,288.07	2,154.27 f t	133.80
	01/08/08	02/22/10	66.000	1,729.18	1,634.27 f t	94.91
	01/08/08	05/06/10	73.000	1,905.38	1,807.60 f t	97.78



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THE JUNE FOUNDATION  
5150 OVERLAND AVE  
CULVER CITY CA 90230-4914

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Detail Information		Long-Term Realized Gain/Loss				
Description/CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This detail information is not reported to the IRS. It may assist you in tax return preparation.</i>						
AT&T INC SR NT 6.3750% 02/15/2056 / 00211G208	01/08/08	08/10/10	98.000	2,602.15	2,426.65 f t	175.50
	01/08/08	09/17/10	197.000	5,421.16	4,878.05 f t	543.11
various		11/18/10	145.000	3,871.43	3,611.11 f cp	260.32
			USD Subtotal	17,817.37	16,511.98	
BANK ONE CAP TR PFD 7.20% 10/15/2031 / 06423W204	various	03/25/10	59.000	1,497.99	1,270.61 f cp	227.38
BERKLEY W R CAP TR II GTD TR ORIGINATED / 08449Q203	01/09/08	10/22/10	89.000	2,273.91	1,934.79 f t	339.12
BNY CAPITAL V TR PFD SECS SER F 5.95% / 09656H209	01/08/08	04/07/10	111.000	2,758.52	2,494.95 f t	263.57
	01/08/08	06/11/10	179.000	4,340.67	4,023.39 f t	317.28
	01/08/08	07/14/10	91.000	2,275.42	2,045.41 f t	230.01
	01/08/08	09/03/10	95.000	2,404.63	2,135.32 f t	269.31
	01/08/08	11/16/10	92.000	2,310.33	2,067.89 f t	242.44
			USD Subtotal	14,089.67	12,766.98	
CBS CORP NEW SR RETAIL DEB 7.25% / 124857301	01/15/09	11/05/10	161.000	4,025.00	2,674.46 f cp	1,350.54
DEUTSCHE BK CAP FDG TR VIII TR PFD SECS / 25153U204	01/08/08	04/30/10	133.000	3,016.41	3,009.15 f t	7.26
FPL GROUP CAP INC JR SUB DEB SER A 6.60% / 302570403	01/08/08	10/01/10	92.000	2,416.73	2,270.63 f t	146.10
GENL ELEC CAP CRP NT 5.875% 02/18/2033 / 369622493	various	10/21/10	132.000	3,344.82	3,141.56 f t	203.26
GEORGIA PWR CO SR NT SER O 5.90% / 373334531	various	02/02/10	330.000	8,266.39	8,256.81 f t	9.58
HSBC FIN CORP NT 6.875% 01/30/2033 / 40429C201	various	09/17/10	109.000	2,774.00	2,355.19 f cp	418.81
JPMCHASE CAPITAL XVI TR PFD SECS 6.35% / 481228203	01/08/08	04/21/10	90.000	2,174.36	2,064.60 f t	109.76
	01/08/08	08/25/10	95.000	2,417.70	2,179.30 f t	238.40
various		09/21/10	91.000	2,306.81	2,078.29 f cp	228.52
			USD Subtotal	6,898.87	6,322.19	
JPM CHASE CAPITAL XIX SER S PFDS 6.625% / 48123A207	01/08/08	05/28/10	137.000	3,290.32	3,235.12 f t	55.20

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5150 OVERLAND AVE  
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Customer Service: 888-201-3726



Detail Information		Long-Term Realized Gain/Loss				
Description/CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.</i>						
<i>This detail information is not reported to the IRS. It may assist you in tax return preparation.</i>						
JPMORGAN CHASE CAP XXVI CAP SECS VAR SER / 48124G104	various	03/25/10	80.000	2,193.87	1,964.74 f t	229.13
12/30/08		04/12/10	79.000	2,146.00	1,856.91 f cp	289.09
various		06/04/10	120.000	3,185.94	2,846.28 f cp	339.66
			USD Subtotal	7,525.81	6,667.93	
LINCOLN NATL CAP VI 6 75% 09/11/2052 SER / 53404M201	various	11/17/10	244.000	6,170.65	4,629.69 f cp	1,540.96
NATIONAL BK GREECE S A ADR PREF SER A / 633643507	various	03/04/10	106.000	2,246.32	2,582.92 f t	-336.60
various		03/23/10	120.000	2,646.11	2,365.68 f cp	280.43
various		04/01/10	92.000	2,076.58	1,975.65 f	100.93
			USD Subtotal	6,969.01	6,924.25	
NATIONAL RURAL UTILS COOP FIN CORP SUB / 637432873	01/10/08	03/11/10	112.000	2,737.80	2,457.61 f t	280.19
01/10/08		07/20/10	88.000	2,201.87	1,930.97 f t	270.90
			USD Subtotal	4,939.67	4,388.58	
PNC CAP TR D CAP SECS 6.125% 12/15/2033 / 69350H202	01/11/08	09/17/10	110.000	2,755.45	2,421.11 f t	334.34
01/11/08		10/12/10	100.000	2,507.95	2,201.01 f t	306.94
various		11/10/10	105.000	2,645.95	2,374.91 f t	271.04
01/14/08		12/09/10	97.000	2,391.22	2,207.00 f t	184.22
			USD Subtotal	10,300.57	9,204.03	
PPL ENERGY SUPPLY LLC SR NT 7.00% / 69352J883	01/08/08	08/12/10	97.000	2,546.55	2,392.36 f t	154.19
PUBLIC STORAGE MARYLAND DEPOSITORY SH / 74460D232	01/09/08	08/10/10	169.000	4,266.51	3,521.75 f t	744.76
01/09/08		09/01/10	103.000	2,626.45	2,146.39 f t	480.06
			USD Subtotal	6,892.96	5,668.14	
PUBLIC STORAGE MARYLAND DEP SHS REPSTG / 74460D299	01/08/08	03/10/10	103.000	2,706.36	2,369.00 f t	337.36
01/08/08		03/26/10	51.000	1,313.23	1,173.00 f t	140.23
			USD Subtotal	4,019.59	3,542.00	
REALTY INCOME CORP MONTHLY INCOME CLE / 756109708	01/08/08	04/29/10	93.000	2,311.01	1,976.25 f t	334.76
01/08/08		09/07/10	176.000	4,447.86	3,740.00 f t	707.86
			USD Subtotal	6,758.87	5,716.25	



## 2010 Detail Information

Account No.	Taxpayer ID	Page
674-213942	**-****5292	23 of 24

Envelope 9103 000787 07

THE JUNE FOUNDATION  
5150 OVERLAND AVE  
CULVER CITY CA 90230-4914

Customer Service: 888-201-3726

Detail Information		Long-Term Realized Gain/Loss				
Description/CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This detail information is not reported to the IRS. It may assist you in tax return preparation.</i>						
REGIONS FING TR III TR PFD SECS 8.8750% / 7591EM107						
various	11/18/10		99.000	2,425.45	2,510.05 f t	-84.60
various	12/10/10		86.000	2,141.79	1,742.40 f cp	399.39
			USD Subtotal	4,567.24	4,252.45	
TELEPHONE & DATA SYSTEMS PFD 7.60% / 879433878						
various	12/27/10		201.000	5,025.00	3,506.21 f cp	1,518.79
XCEL ENERGY INC JR SUB NT 7.6000% / 98389B886	01/23/08	03/16/10	85.000	2,333.02	2,123.30 f t	209.72
					Long-Term Realized Gain	15,497.67
					Long-Term Realized Loss	-501.96
					Long-Term Realized Disallowed Loss	0.00
					Total Long-Term Realized Gain/Loss	14,995.71 <b>††</b>

†† - All gain/loss information may not be reflected due to incomplete cost basis information

f - FIFO (First-in, First-out)

cp - Cost basis information (or proceeds from short sales) was provided by you. We treat it as original cost basis. For equities, we will adjust the cost basis for any corporate actions which our system supports from the date the security was transferred to the account. For asset-backed fixed income securities, we will adjust the cost basis for principal pay downs from the date the security was transferred to the account. We do not apply any wash sale rules to tax lots with customer-provided cost basis. In certain cases, when positions are transferred between accounts the cost basis information may be automatically transferred and deemed to be customer-provided.

t - Cost basis information was provided by a third party. We treat it as original cost basis, as of the date it is provided, and we assume that for equities, it reflects any prior corporate actions, and for asset-backed fixed-income securities, it reflects any prior principal pay downs. We do not apply any wash sale rules to tax lots with third party-provided cost basis.

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

- 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)

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).		
<b>Type or print</b> <small>File by the extended due date for filing your return. See instructions</small>	Name of exempt organization  <b>THE JUNE FOUNDATION</b>	Employer identification number  <b>95-4745292</b>
	Number, street, and room or suite no. If a P O. box, see instructions.  <b>5150 OVERLAND AVENUE</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.  <b>CULVER CITY, CA 90230</b>	

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

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

**MICHAEL KEST**

- The books are in the care of ► **5150 OVERLAND AVENUE - CULVER CITY, CA 90230**  
Telephone No ► **310-280-5000** 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 **NOVEMBER 15, 2011**.

5 For calendar year **2010**, or other tax year beginning , and ending .

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 **ADDITIONAL TIME IS NEEDED TO OBTAIN THE NECESSARY INFORMATION 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	\$ <b>18033</b>
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	\$ <b>18033</b>
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	\$ <b>0</b>

#### 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 ► Eliezer J. Cole Title ► CPA

Date ► **8-3-11**

Form 8868 (Rev. 1-2011)

**COPY**

Application for Extension of Time To File an  
Exempt Organization Return

► 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](http://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	Employer identification number
File by the due date for filing your return. See instructions	<b>THE JUNE FOUNDATION</b>	<b>95-4745292</b>
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	<b>5150 OVERLAND AVENUE</b>	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	<b>CULVER CITY, CA 90230</b>	

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

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**MICHAEL KEST**

- The books are in the care of ► **5150 OVERLAND AVENUE - CULVER CITY, CA 90230**
- Telephone No. ► **310-280-5000** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

►  calendar year 2010 or►  tax year beginning  and ending 2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 18033
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	\$ 7033
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	\$ 11000

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)