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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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
THE JUNE FOUNDATION

A Employer identification number

95-4745292

Number and street (or P O box number if mail is not delivered to street address)
5757 WILSHIRE BLVD SUITE 345

B Telephone number (see page 10 of the instructions)

(323) 648-3292

City or town, state, and ZIP code
LOS ANGELES, CA 90036C 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 foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 16,165,301 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 page 11 of 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 (attach schedule)	306,396			
	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.	386,708	386,708		
	5a Gross rents	47,125	19,733		
	b Net rental income or (loss) 47,125				
	6a Net gain or (loss) from sale of assets not on line 10	162,908			
	b Gross sales price for all assets on line 6a 19,434,706				
	7 Capital gain net income (from Part IV, line 2)		162,908		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	37,858	37,858		
	12 Total. Add lines 1 through 11	940,995	607,207		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,367	1,183		1,184
	b Accounting fees (attach schedule)	16,979	8,490		8,489
	c Other professional fees (attach schedule)				
	17 Interest	1,145	1,145		0
	18 Taxes (attach schedule) (see page 14 of the instructions)	76,987	3,355		129
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	142,284	133,476		33
	24 Total operating and administrative expenses.	239,762	147,649		9,835
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid.	848,524			848,524
	26 Total expenses and disbursements. Add lines 24 and 25	1,088,286	147,649		858,359
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-147,291			
	b Net investment income (if negative, enter -0-)		459,558		
	c Adjusted net income (if negative, enter -0-)				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		2,554,230	1,200,493	1,200,493
	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 (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	229,948		864,996	229,948	229,948
	Less allowance for doubtful accounts ►	0			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)	1,018,454	92,611	104,651	
	b Investments—corporate stock (attach schedule)	8,100,400	6,097,512	6,455,932	
	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)	3,004,791	7,775,016	8,174,277		
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 the instructions Also, see page 1, item I)	15,542,871	15,395,580	16,165,301		
Liabilities	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 (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)	0	0		
	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	15,542,871	15,395,580		
30 Total net assets or fund balances (see page 17 of the instructions)	15,542,871	15,395,580			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,542,871	15,395,580			

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	15,542,871
2	Enter amount from Part I, line 27a	2	-147,291
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	15,395,580
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	15,395,580

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.)
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1a See Additional Data Table

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)
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a See Additional Data Table

b

c

d

e

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

(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

(i) 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
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a See Additional Data Table

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	162,908
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	562,622	15,441,440	0.036436
2009	563,655	12,404,775	0.045439
2008	281,929	9,879,891	0.028536
2007	588,603	10,154,893	0.057963
2006	468,932	9,254,380	0.050671

2 Total of line 1, column (d).

2 0.219045

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 0.043809

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.

4 16,762,509

5 Multiply line 4 by line 3.

5 734,349

6 Enter 1% of net investment income (1% of Part I, line 27b).

6 4,596

7 Add lines 5 and 6.

7 738,945

8 Enter qualifying distributions from Part XII, line 4.

8 858,359

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	4,596
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	4,596
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
3	Add lines 1 and 2.		5	4,596
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,455	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7	19,455	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	10	14,859	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 14,859 Refunded <input type="checkbox"/>	11		0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?		Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i> .		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► MICHAEL KEST Located at ► 5757 WILSHIRE BLVD SUITE 345 LOS ANGELES CA	Telephone no ► (323) 648-3292 ZIP +4 ► 90036		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
16	and enter the amount of tax-exempt interest received or accrued during the year	16	Yes	No
At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?				
See the instructions for exceptions and filing requirements for 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	□ Yes	✓ No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	□ Yes	✓ No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	□ Yes	✓ No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	□ Yes	✓ No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	□ Yes	✓ No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	□ Yes	✓ No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	
c	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 2011?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	2a	
	► 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 page 20 of the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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?	3a	
	► If "Yes," attach Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.	3b	
b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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 page 22 of the 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
MICHAEL KEST 5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036	PRESIDENT, TREAS & CEO 5 00	0	0	0
MATTHEW KEST 5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036	CFO 5 00	0	0	0
YOSEF MANELA 5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036	SECRETARY 1 00	0	0	0
RABBI GERSHON BESS 5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036	DIRECTOR 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the 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	0
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	
	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	8,281,541
b	Average of monthly cash balances.	1b	2,255,872
c	Fair market value of all other assets (see page 24 of the instructions).	1c	6,480,363
d	Total (add lines 1a, b, and c).	1d	17,017,776
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	17,017,776
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	255,267
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,762,509
6	Minimum investment return. Enter 5% of line 5.	6	838,125

Part XI Distributable Amount (see page 25 of the 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	838,125
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	4,596
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	1,282
c	Add lines 2a and 2b.	2c	5,878
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	832,247
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	832,247
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	832,247

Part XII Qualifying Distributions (see page 25 of the 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	858,359
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	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	858,359
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 page 26 of the instructions).	5	4,596
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	853,763

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				832,247
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			711,761	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 858,359				
a Applied to 2010, but not more than line 2a			711,761	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . .	0			
d Applied to 2011 distributable amount.			146,598	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				685,649
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
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 page 27 of 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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	848,524
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of 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						
4 Dividends and interest from securities.						
5 Net rental income or (loss) from real estate						
a Debt-financed property.	531390	27,392	14	386,708		
b Not debt-financed property.			16	19,733		
6 Net rental income or (loss) from personal property						
7 Other investment income.			14	37,858		
8 Gain or (loss) from sales of assets other than inventory			18	162,908		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).		27,392		607,207		0
13 Total. Add line 12, columns (b), (d), and (e).					13	634,599
(See worksheet in line 13 instructions on page 28 to verify calculations.)						

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

Part XVI-B Line No.	Relationship of Activities to the Accomplishment of Exempt Purposes
	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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 or

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 solicitations.

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
<p>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</p>		
<p>***** Signature of officer or trustee</p>	<p>2012-11-12 Date</p>	<p>***** Title</p>
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature ► EILEEN F COHEN</p>	<p>Date Check if self-employed ► PTIN P00436553</p>
	<p>Firm's name ► NSBN LLP 9454 WILSHIRE BLVD 4TH FLOOR</p>	<p>Firm's EIN ► 95-2399533</p>
	<p>Firm's address ► BEVERLY HILLS, CA 902122907</p>	<p>Phone no (310) 273-2501</p>

May the IRS discuss this return with the preparer shown above? See Instructions **Yes** **No**

2011

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.

Name of organization

THE JUNE FOUNDATION

Employer identification number

95-4745292

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 its Form 990, or check the box in the heading 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)

Name of organization
 THE JUNE FOUNDATION
Employer identification number

95-4745292

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	KEST 2009 CHARITABLE LEAD TRUST NO 5150 OVERLAND AVE CULVER CITY, CA 90230	\$ <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)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of 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 THE JUNE FOUNDATION		Employer identification number 95-4745292	
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 <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(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	
—	—	—	—
(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	
—	—	—	—

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES			
ST CAPITAL GAIN - SENIOR CREDIT FUND K-1	P	2011-07-01	2011-12-31
LT CAPITAL GAIN - SENIOR CREDIT FUND K-1	P	2009-07-01	2011-12-31
ST CAPITAL GAIN - SPECIAL SITUATIONS FUND K-1	P	2011-07-01	2011-12-31
LT CAPITAL GAIN - SPECIAL SITUATIONS FUND K-1	P	2009-07-01	2011-12-31
ST CAPITAL GAIN - CANYON DISTRESSED OPPORTUNITY FUND K-1	P	2011-06-07	2011-12-31
LT CAPITAL GAIN - CANYON DISTRESSED OPPORTUNITY FUND K-1	P	2011-06-07	2011-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
476,259		481,892	-5,633
856,286		856,294	-8
133,447		133,441	6
295,637		283,826	11,811
1,304,478		1,090,661	213,817
60,000		59,835	165
30,000		29,918	82
2,000		2,000	0
1,087,000		1,112,194	-25,194
1,000,000		998,079	1,921
10,000		10,052	-52
165,000		166,119	-1,119
297		199	98
851,759		1,070,731	-218,972
8			8
8			8
13,107,347		12,976,557	130,790
5,902			5,902
9,886			9,886
1,362			1,362
36,622			36,622
1,107			1,107
257			257
44			44

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) 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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-5,633
			-8
			6
			11,811
			213,817
			165
			82
			0
			-25,194
			1,921
			-52
			-1,119
			98
			-218,972
			8
			8
			130,790
			5,902
			9,886
			1,362
			36,622
			1,107
			257
			44

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AHAVAS CHESED271 KINGSTON AVE BROOKLYN, NY 11213		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
AISH TAMID OF LOS ANGELES 5909 W 3RD STREET LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
AMERICAN COMMITTEE FOR SANZ INSTITUTIONS OF ISRAEL INC1611 46TH ST APT B3 BROOKLYN, NY 11204		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
AMERICAN FRIENDS EMEK BERACHA INC204 BEACH 9TH STREET FAR ROCKAWAY, NY 11691		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	18
AMERICAN FRIENDS OF BIRKAT KOHANIM617 S OLIVE ST LOS ANGELES, CA 90014		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
AMERICAN FRIENDS OF BISHVILAYCH1074 EAST 19TH STREET BROOKLYN, NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
AMERICAN FRIENDS OF NISHMAS YISROEL1324 AVENUE J BROOKLYN, NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
AMERICAN FRIENDS OF TORAS CHAIM99 GRIGGS AVENUE TEANECK, NJ 07666		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
AMERICAN FRIENDS OF YESHIVA OF KODSHIM7901 21ST AVENUE BROOKLYN, NY 11214		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
AMERICAN FRIENDS OF YESHIVA TIFERES CHAIM INC1802 AVENUE O BROOKLYN, NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
AREIVIM20 BRIARCLIFF DRIVE MONSEY, NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	75
BAIS YAAKOV LOS ANGELES7353 BEVERLY BL LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	510
BAMBI TAX ID #11-29670601728 53RD ST BROOKLYN, NY 11204		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
BEIS MIDRASH HACHIDH580 CROWN STREET BROOKLYN, NY 11213		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
BEIT T'SHUVAH8831 VENICE BOULEVARD LOS ANGELES, CA 90034		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
BENSALEM KOLLEL & OUTREACH CENTER2446 BRISTOL ROAD BENSALEM, PA 10920		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
BETH HATALMID2127 82ND STREET BROOKLYN, NY 11214		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
BI ALA YESHIVA5809 13TH AVENUE BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CCK CHARITY FOUNDATIONS34 BREWER ROAD MONSEY, NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	860
CHABAD1138 S CORNING ST 27 LOS ANGELES, CA 90035		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
CHAI LIFELINE9701 W PICO BL STE 120 LOS ANGELES, CA 90035		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
CHASDEI SHLOMO1575 E 12TH ST BROOKLYN, NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
CHEDER LOS ANGELES801 NORTH LA BREA AVENUE LOS ANGELES, CA 90038		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
CHESED L'AVRAHAM1320 53RD STREET BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CHOFETZ CHAIM HERITAGE FOUNDATION361 SPOOK ROCK ROAD SUFFERN, NY 10901		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
CONGREGATION AGUDATH ISRAEL186 NORTH CITRUS AVENUE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
CONGREGATION ATERES YESHAYA908 EAST COUNTY LINE ROAD LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
CONGREGATION BAIS YITZCHOK 82-35 SURREY PLACE JAMAICA ESTATES, NY 11432		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	8,600
CONGREGATION BNAI AHARON 5150 OVERLAND AVE CULVER CITY, CA 90230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
CONGREGATION BNEI YAAKOV12 EMES LANE MONSEY, NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CONGREGATION CHAISHEK SCHLOMO INC 1247 51ST ST BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CONGREGATION ETZ CHAIM 303 S HIGHLAND AVE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	35,500
CONGREGATION KAHAL YIREI HASHEM 1556 53RD STREET BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
CONGREGATION KEHILAS YAAKOV 7211 BEVERLY BLVD LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,180
CONGREGATION KEREN ORAH 140 WILLIAMSBURG LANE LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
CONGREGATION KOLLEL LOMDEI SHAS 2 CARMEN COURT CHESTNUT RIDGE, NY 10977		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CONGREGATION OSEH TZEDOKO VOCHESED 383 KINGSTON AVE APT 157 BROOKLYN, NY 11213		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CONGREGATION SFAT TAMMIM 1376 E 10TH STREET BROOKLYN, NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
CONGREGATION SHAAR HATFILAH 133 GERRY ST BROOKLYN, NY 11206		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	75
CONGREGATION TOLDOS ODOM 1424 EAST 13TH STREET BROOKLYN, NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
DETROIT TEACHERS SEMINARY 17100 WEST TEN MILE ROAD SOUTHFIELD, MI 48075		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
EDUCATIONAL OPPORTUNITY FUND INC 825 FOREST AVENUE APT 23C LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
EMEK HEBREW ACADEMY 5226 ETHEL AVE SHERMAN OAKS, CA 91401		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
EZRAS ISRAEL 1423 44TH STREET BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
FRIENDS OF ACHEINU 2916 AVENUE M BROOKLYN, NY 11210		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
FRIENDS OF BINYAN HAOLAM 1303 53RD ST STE 254 BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
GIRLS TOWN BEIT CHNA 706 EASTERN PKWY STE 1G BROOKLYN, NY 11213		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
GOLEI CHESED 3110 STERLING POINT DRIVE PORTSMOUTH, VA 23703		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
HACHNOSAS OREHIM OF LA 455 N DETROIT STREET LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	365
HEICHEL AVRUHAM DBUZIASZ 3054 BEDFORD AVE BROOKLYN, NY 11210		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
JERUSALEM DENTAL CTR FOR CHILDREN 637 WASHINGTON ST BROOKLINE, MA 02446		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
JERUSALEM OPEN HOUSE 3014 AVENUE L BROOKLYN, NY 11210		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	36
JEWISH LEARNING EXCHANGE 512 N LA BREA AVENUE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	3,300
KAHAL BAIS YITZCHOK 634 WYTHER AVE BROOKLYN, NY 11211		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
KAHAL KIRYAT SEFER 123 HIGHGROVE CRES LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
KEDUSHAS PINCHAS 1063 54TH STREET BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
KEHILAS YAAKOV 7211 BEVERLY BLVD LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
KEREN ORA 131 BEVERLY ROAD BROOKLYN, NY 11218		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
KETORET TAMID 1521 51ST STREET BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
KHAL CHREDIM 143 RODNEY STREET BROOKLYN, NY 11211		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	25

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
KHAL TORAT CHAIM294 ROUTE 306 MONSEY, NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
KOLLEL BAIS HATALMUD5150 OVERLAND AVE CULVER CITY, CA 90230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	18
KOLLEL BAIS YECHIEL6080 N WHIPPLE STREET CHICAGO, IL 60659		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
KOLLEL YECHIEL YEHUDA354 NORTH LA BREA LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,500
KOSON CO RABBI ZVI ELIMELECH PANET1455 41ST ST BROOKLYN, NY 11218		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	10,000
LA LADIES BIKUR CHOLIM151 S POINSETTIA PLACE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	460
LEV SIMCHA28 MAPLE TER MONSEY, NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
LINK1453 S ROBERTSON BLVD LOS ANGELES, CA 90035		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,100
MAASEH CHESED GEMACHPO BOC 481270 LOS ANGELES, CA 90048		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,000
MARBEH TZEDAKA7461 BEVERLY BL 202 LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
MEFOR YITZCHOK2 BUCKMAN PLACE MONSEY, NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
MERKAZ HATORAH9030 W OLYMPIC BLVD BEVERLY HILLS, CA 90211		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	18
MERKAZ JERUSALEM101 WILSON AVENUE SPRING VALLEY, NY 10977		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,000
MERKAZ TOMCHEI TORAH5202 13TH AVE BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MESHI1125 OCEAN AVENUE LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MESIFTA OF LAKEWOOD415 6TH ST LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
MESIVTA & BEIS MEDRASH5425 WHITSETT AVENUE VALLEY VILLAGE, CA 91607		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MESIVTA OF GREATER LOS ANGELES25115 MUREAU ROAD CALABASAS, CA 91302		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
METALMIDOV SHEL AHARON542 AST 5TH STREET BROOKLYN, NY 11210		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
METZAD CONGREGATION1371 SOUTH BEVERLY GLEN BLVD 206 LOS ANGELES, CA 90024		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MICHAEL & SUSANNE KEST FAMILY FUND5150 OVERLAND AVE CULVER CITY, CA 90230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	712,000
MIKDASH MELECH1326 OCEAN PARKWAY BROOKLYN, NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MOSDOS SANZ196 MAPLE AVE MONSEY, NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200
NESIVOS AHRON79 WEST MONROE STREET SUITE 1119 CHICAGO, IL 60603		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
NOTZER CHESED3054 BEDFORD AVE BROOKLYN, NY 11210		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
OD YOSEF HAI1054 CARTAGENA STREET LONG BEACH, CA 90807		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
OHEL ISRAEL5150 OVERLAND AVE CULVER CITY, CA 90230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
OHEL MOSHE8644 WPICO BLVD LOS ANGELES, CA 90035		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
OHR HAMEIR SEMINARY141 FURNACE WOODS RD CORTLANDT, NY 10567		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
OHR NAAVA2201 EAST 23RD STREET BROOKLYN, NY 11229		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
RABBI JACOB JOSEPH SCHOOL1 PLAINFIELD AVE EDISON, NJ 08817		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
REFAEINU1219 49TH STREET BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
ROUTES TO ROOTS136 SANDPIPER KEY SECAUCUS, NJ 07094		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
SGCF HATZOLAS TALMID CHOCHOM FUND435 NORTH FULLER AVENUE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
SPRINGFIELD YESHIVA810 S SPRINGFIELD AVE SPRINGFIELD, NJ 07081		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
TELSHE YESHIVA28400 EUCLID AVENUE WICKLIFFE, OH 44092		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	150
TIFERES ACHIM1442 45TH ST BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
TIFERETH YECHESKEL1379 58TH ST BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
TOLDOS AVRUHOM YITZCHOK INC1276 46TH ST BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
TOLDOTH-IECHIEL BIYALE PSHISCHEHAR NOF JERUSALEM 18 AGASI ST PO BOX, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
TOMCHEI SHABBOS101 S LA BREA AVENUE LOS ANGELES, CA 90048		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,450
TORAS CHAIM3110 STERLING POINT DR PORTSMOUTH, VA 23703		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200
TZEDAKA FUND6623 W OLYMPIC BLVD LOS ANGELES, CA 90048		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,450
TZEDAKAH ENHANCEMENT PROJECT (TEP)26020 WOODVILLA PLACE SOUTHFIELD, MI 48076		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
UNITED INSTITUTE OF KARLIN STOLIN1436 42ND STREET BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
VAAD HACHESED7200 BEVERLY BLVD LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	600
VAAD HATZEDAKA7200 BEVERLY BLVD LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	300
WEST COAST VA AD HACHESED 7200 BEVERLY BLVD LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	5,454
YAD L'ACHIM579 5TH AVE STE 1420 NEW YORK, NY 10017		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
YESHIVA ATERES SHMUEL OF WATERBURY47 BUCKINGHAM STREET WATERBURY, CT 06710		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
YESHIVA CHAYEI OLAM14 EAST 11TH STREET LAKWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
YESHIVA CHUG CHASAM SOFER 169 PENN ST BROOKLYN, NY 11211		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
YESHIVA DERECH CHAIM1573 39TH STREET BROOKLYN, NY 11218		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA DVARTORAH720 PARK AVENUE LAKWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
YESHIVA GEDOLA OF BEIT SHEMESH151 SAINT NICHOLAS AVENUE LAKWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
YESHIVA GEDOLA OF PATTERSON555 15TH AVENUE PATERSON, NJ 07504		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
YESHIVA GEDOLAH OF BRIDGEPORT85 ARLINGTON STREET BRIDGEPORT, CT 06606		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
YESHIVA GEDOLAH OF LOS ANGELES5444 W OLYMPIC BLVD LOS ANGELES, CA 900369795		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA GEDOLAH OF MIDWOOD 201 AVENUE F BROOKLYN, NY 11218		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	150
YESHIVA KESER DOVID10 CELLER ROAD EDISON, NJ 08817		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	150

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
YESHIVA NER ARYEH12422 CHANDLER BLVD VALLEY VILLAGE, CA 91607		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
YESHIVA OHEV SHALOM525 SOUTH FAIRFAX AVE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA OHR CHANOCH8906 W PICO BLVD LOS ANGELES, CA 90035		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
YESHIVA OHR SIMCHA101 W FOREST AVENUE ENGLEWOOD, NJ 07631		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
YESHIVA ORCHOS CHAIM410 OBERLIN AVENUE SOUTH LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
YESHIVA RAV ISACSOHN540 N LA BREA AVENUE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	600
YESHIVA TIFERES BOCHURIMPO BOX 1996 MORRISTOWN, NJ 07962		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
YESHIVA TIFERES NAFTOLI3059 ENGLISHSTOWN ROAD JAMESBURG, NJ 08831		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA TORAS CHAIM535 NORTH STANLEY AVENUE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
YESHIVA YESODEI HATORAH708 PRINCETON AVE LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVAS BAIS MEYER330 MILLER ROAD PO BOX 1485 LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
YESHIVAS CHEMDAS HATORAH INC522 PRIVATE WAY LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
YESHIVAS MEOR ENAIM1223 45TH ST BROOKLYN, NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVAS TORAH ORE1314 AVENUE J BROOKLYN, NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVATH LELUV OF JERUSALEM 3311 OLD FOREST ROAD BALTIMORE, MD 21208		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YOUNG ISRAEL OF DEERFIELD BEACH202 CENTURY BOULEVARD DEERFIELD BEACH, FL 33442		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
YOUNG ISRAEL OF HANCOCK PARK 225 S LA BREA AVENUE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	25,850
ZION ORPHANAGE6927 181ST ST FRESH MEADOWS, NY 11365		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200
Total			► 3a	848,524

TY 2011 Accounting Fees Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	16,979	8,490		8,489

TY 2011 General Explanation Attachment

Name: THE JUNE FOUNDATION**EIN:** 95-4745292

Identifier	Return Reference	Explanation
EXPLANATION CONCERNING CONTRIBUTION TO DONOR ADVISED FUND	990-PF, PART VII-A, LINE 12	RECIPIENT THE MICHAEL AND SUSANNE KEST FAMILY FUND HOW DISTRIBUTION ACCOMPLISHES CHARITABLE PURPOSE THE FOUNDATION CONTRIBUTED \$712,000 TO THE MICHAEL AND SUSANNE KEST FAMILY FUND, WHICH IS A DONOR ADVISED FUND ADMINISTERED BY FIDELITY CHARITABLE, AN INDEPENDENT 501(C)(3) PUBLIC CHARITY ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES FIDELITY CHARITABLE HAS BEEN RECOGNIZED BY THE INTERNAL REVENUE SERVICE (IRS) AS A TAX-EXEMPT CHARITABLE ORGANIZATION THAT IS A PUBLIC CHARITY, AS DESCRIBED IN SECTIONS 501(C)(3), 509(A)(1) AND 170(B)(1)(A)(VI) OF INTERNAL REVENUE CODE OF 1986 AS AMENDED FIDELITY CHARITABLE IS GOVERNED BY AN INDEPENDENT BOARD OF TRUSTEES UNDER A DECLARATION OF TRUST, AND ALL ACTIVITIES OF FIDELITY CHARITABLE ARE SUBJECT TO THE TRUSTEES' DISCRETION THE TRUSTEES MUST REVIEW AND APPROVE ALL CONTRIBUTIONS ONCE FIDELITY CHARITABLE ACCEPTS A CONTRIBUTION, IT IS IRREVOCABLE AND IS OWNED AND CONTROLLED BY THE TRUSTEES THE TRUSTEES HAVE EXCLUSIVE LEGAL CONTROL OVER ALL CONTRIBUTED ASSETS FIDELITY CHARITABLE ONLY MAKES GRANTS THAT WILL BE USED EXCLUSIVELY FOR CHARITABLE PURPOSES AMOUNT TREATED AS QUALIFYING DISTRIBUTION \$712,000

TY 2011 Investments Corporate Stock Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB - 5109-6978	1,754,207	1,810,433
INTERACTIVE BROKERS - 518854	1,142,352	1,148,952
LUMINOUS CAPITAL - 213942	499,570	425,597
LUMINOUS CAPITAL - 269263	1,090,474	1,454,422
LUMINOUS CAPITAL - 276499	506,759	495,047
MONARCH CAPITAL - 031291	874,306	869,732
MONARCH CAPITAL - 031305	175,000	175,000
MORGAN STANLEY-104484	36,360	58,265
SELIGMAN NEW TECH FUND II	18,484	18,484

TY 2011 Investments Government Obligations Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

US Government Securities - End of

Year Book Value: 92,611

US Government Securities - End of

Year Fair Market Value: 104,651

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2011 Investments - Other Schedule

Name: THE JUNE FOUNDATION**EIN:** 95-4745292

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AURA SYSTEMS	AT COST	0	0
CHASE MERRITT FUND II K-1	AT COST	86,664	75,454
CMRA ASSOCIATES K-1	AT COST	486,414	486,414
CMRA MANAGEMENT K-1	AT COST	1,275	1,275
LUMINOUS CAPITAL RIMROCK K-1	AT COST	1,975,203	2,124,865
LUMINOUS CAPITAL US FARMING REALTY FD LP	AT COST	775,652	767,645
CANYON DISTRESSED OPPORTUNITY FD	AT COST	434,753	387,040
SENIOR CREDIT FUND A K-1	AT COST	881,056	875,561
SPECIAL SITUATIONS FUND K-1	AT COST	883,381	1,191,347
CIBC WORLD MARKETS INC VISION OPP FD TRUST	AT COST	1,000,000	1,017,933
EASTSIDE CENTURY PARTNERS	AT COST	1,250,618	1,246,743

TY 2011 Legal Fees Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,367	1,183		1,184

TY 2011 Other Expenses Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	65,412	65,412		0
POSTAGE AND DELIVERY	65	32		33
PORTFOLIO DEDUCTIONS	68,032	68,032		0
EASTSIDE CENTURY PARTNERS NON DEDUCTIBLE EXP K-1	2	0		0
CHASE MERRITT FUND II LLC NON DEDUCTIBLE EXP K-1	5,428	0		0
OFFICE EXPENSES	3,345	0		0

TY 2011 Other Income Schedule

Name: THE JUNE FOUNDATION**EIN:** 95-4745292

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SPECIAL SITUATIONS FUND K-1	26,101	26,101	26,101
SENIOR CREDIT FUND K	11,752	11,752	11,752
MISCELLANEOUS INCOME	5	5	5

TY 2011 Taxes Schedule

Name: THE JUNE FOUNDATION**EIN:** 95-4745292

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD DUE WITH 2010 FORM 199	10	0		10
FRANCHISE TAX BOARD DUE WITH 2010 FORM 109	9,064	0		0
FRANCHISE TAX BOARD 2011 ESTIMATED TAX FOR FORM 109	8,780	0		0
FOREIGN TAX WITHHELD ON DIVIDENDS	3,355	3,355		0
SECRETARY OF STATE	20	0		20
REGISTRY OF CHARITABLE TRUSTS	75	0		75
	11,000	0		0
	44,500	0		0
I	159	0		0
REGISTRY OF CHARITABLE TRUSTS	19	0		19
FRANCHISE TAX BOARD	5	0		5

Additional Data

Software ID:

Software Version:

EIN: 95-4745292

Name: THE JUNE FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description