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

2011

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.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation WILLAMETTA K. DAY FOUNDATION		A Employer identification number 95-6092476
Number and street (or P.O. box number if mail is not delivered to street address) 865 SOUTH FIGUEROA ST., STE 700		B Telephone number 213-891-6300
City or town, state, and ZIP code LOS ANGELES, CA 90017		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 35,962,776.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" 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		360,809.	962,672.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,535,036.			STATEMENT 1
b Gross sales price for all assets on line 6a	13,403,111.				
7 Capital gain net income (from Part IV, line 2)			1,952,115.		
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)					
11 Other income		189,686.	<7,187.>		STATEMENT 3
12 Total. Add lines 1 through 11		2,085,531.	2,907,600.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	39,000.	35,100.		2,050.
c Other professional fees	STMT 5	450,000.	589,120.		45,000.
17 Interest					
18 Taxes	STMT 6		4,330.		
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	2,613.	2,373.		273.
24 Total operating and administrative expenses. Add lines 13 through 23		491,613.	630,923.		47,323.
25 Contributions, gifts, grants paid		4,340,325.			4,340,325.
26 Total expenses and disbursements. Add lines 24 and 25		4,831,938.	630,923.		4,387,648.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,746,407.>			
b Net investment income (if negative, enter -0-)			2,276,677.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 20 2012

Revenue
Operating and Administrative Expenses

4614

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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,594,409.	364,281.	364,281.
	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 ▶ 1,930,927.			
	Less: allowance for doubtful accounts ▶ 0.	0.	1,930,927.	1,930,927.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	110,666.	73,946.	73,946.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	34,080,595.	20,530,793.	20,530,793.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	11,030,787.	13,040,950.	13,040,950.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ OTHER RECEIVABLES)	16,743.	21,879.	21,879.
	16 Total assets (to be completed by all filers)	47,833,200.	35,962,776.	35,962,776.
	17 Accounts payable and accrued expenses	42,000.	56,500.	
	18 Grants payable	3,400,259.	675,210.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	247,698.	38,684.	
	23 Total liabilities (add lines 17 through 22)	3,689,957.	770,394.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	44,143,243.	35,192,382.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	44,143,243.	35,192,382.	
	31 Total liabilities and net assets/fund balances	47,833,200.	35,962,776.	

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	44,143,243.
2 Enter amount from Part I, line 27a	2	<2,746,407.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,725,049.
4 Add lines 1, 2, and 3	4	44,121,885.
5 Decreases not included in line 2 (itemize) ▶ NET UNREALIZED LOSS	5	8,929,503.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,192,382.

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.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 13,403,111.		11,450,996.	1,952,115.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,952,115.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	1,952,115.
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

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))
2010	5,311,046.	42,684,482.	.124426
2009	1,960,078.	35,363,638.	.055426
2008	2,270,173.	57,013,074.	.039818
2007	8,117,806.	64,063,101.	.126716
2006	3,766,591.	60,913,234.	.061835

2 Total of line 1, column (d)	2	.408221
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	.081644
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	39,643,823.
5 Multiply line 4 by line 3	5	3,236,680.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,767.
7 Add lines 5 and 6	7	3,259,447.
8 Enter qualifying distributions from Part XII, line 4	8	4,387,648.

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. 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		1	22,767.
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-)		2	0.
3 Add lines 1 and 2		3	22,767.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	22,767.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	87,296.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	87,296.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	64,529.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 64,529. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

Website address **N/A**

14 The books are in care of **OAKMONT CORPORATION** Telephone no. **213-891-6300**
 Located at **865 SOUTH FIGUEROA ST., STE 700, LOS ANGELES, CA** ZIP+4 **90017**

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

16 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? **16** Yes No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐ **X**

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

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

	Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A		
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	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. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

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

X

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

N/A

7b

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

(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
SEE STATEMENT 12		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
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3 N/A	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	28,196,787.
b	Average of monthly cash balances	1b	737,902.
c	Fair market value of all other assets	1c	11,312,847.
d	Total (add lines 1a, b, and c)	1d	40,247,536.
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	40,247,536.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	603,713.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,643,823.
6	Minimum investment return. Enter 5% of line 5	6	1,982,191.

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	1,982,191.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	22,767.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,767.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,959,424.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,959,424.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,959,424.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,387,648.
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	4,387,648.
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	22,767.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,364,881.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,959,424.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	630,754.			
b From 2007	5,114,265.			
c From 2008				
d From 2009	296,773.			
e From 2010	3,244,872.			
f Total of lines 3a through e	9,286,664.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	4,387,648.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,959,424.
e Remaining amount distributed out of corpus	2,428,224.			
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	11,714,888.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
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 2006 not applied on line 5 or line 7	630,754.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	11,084,134.			
10 Analysis of line 9:				
a Excess from 2007	5,114,265.			
b Excess from 2008				
c Excess from 2009	296,773.			
d Excess from 2010	3,244,872.			
e Excess from 2011	2,428,224.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT A				4,340,325.
Total			▶ 3a	4,340,325.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

123622
12-02-11

WILLAMETTA K. DAY FOUNDATION
95-6092476
REALIZED GAINS AND LOSSES
2011

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
4/15/2010	1/11/2011	375	CALL - F 100 @ 15 EXP 01/22/11	50,501 25	121,377 92	70,876 67	
4/15/2010	1/12/2011	420	CALL - F 100 @ 15 EXP 01/22/11	56,561 40	140,203 22	83,641 82	
4/15/2010	1/12/2011	280	CALL - F 100 @ 15 EXP 01/22/11	37,707 60	97,452 33	59,744 73	
4/15/2010	1/14/2011	45	CALL - F 100 @ 15 EXP 01/22/11	6,060 15	16,469 72	10,409 57	
4/15/2010	1/14/2011	105	CALL - F 100 @ 15 EXP 01/22/11	14,903 70	38,429 34	23,525 64	
4/15/2010	1/18/2011	265	CALL - F 100 @ 15 EXP 01/22/11	37,614 10	97,075 79	59,461 69	
4/15/2010	1/18/2011	345	CALL - F 100 @ 15 EXP 01/22/11	48,993 45	126,381 69	77,388 24	
4/15/2010	1/20/2011	150	CALL - F 100 @ 15 EXP 01/22/11	21,301 50	43,287 75	21,986 25	
4/15/2010	1/20/2011	180	CALL - F 100 @ 15 EXP 01/22/11	25,561 80	44,808 09	19,246 29	
4/15/2010	1/20/2011	75	CALL - F 100 @ 15 EXP 01/22/11	10,650 75	20,062 56	9,411 81	
4/15/2010	1/20/2011	360	CALL - F 100 @ 15 EXP 01/22/11	49,680 00	96,300 29	46,620 29	
4/15/2010	1/21/2011	760	CALL - F 100 @ 15 EXP 01/22/11	104,880 00	224,496 60	119,616 60	
3/4/2010	2/14/2011	370	BANK OF AMERICA CORP WARRANTS-B	1,039 07	1,058 17	19 10	
3/4/2010	2/16/2011	1300	BANK OF AMERICA CORP WARRANTS-B	3,650 79	3,652 92	2 13	
3/4/2010	2/28/2011	10100	BANK OF AMERICA CORP WARRANTS-B	28,363 83	27,271 49	(1,092 34)	
3/4/2010	3/2/2011	64830	BANK OF AMERICA CORP WARRANTS-B	182,062 09	164,016 72	(18,045 37)	
3/4/2010	3/8/2011	3400	BANK OF AMERICA CORP WARRANTS-B	9,548 22	9,214 16		(334 06)
3/5/2010	3/8/2011	16800	BANK OF AMERICA CORP WARRANTS-B	49,007 28	45,528 80		(3,478 48)
6/15/2010	3/15/2011	27800	UNITED TECHNOLOGIES CORP	1,889,457 58	2,187,153 55	297,695 97	
3/5/2010	4/7/2011	3200	BANK OF AMERICA CORP WARRANTS-B	9,334 72	8,351 84		(982 88)
3/5/2010	4/7/2011	7100	BANK OF AMERICA CORP WARRANTS-B	20,803 00	18,530 63		(2,272 37)
3/5/2010	4/21/2011	42900	BANK OF AMERICA CORP WARRANTS-B	125,697 00	91,383 81		(34,313 19)
3/10/2010	4/21/2011	10100	BANK OF AMERICA CORP WARRANTS-B	29,940 44	21,514 60		(8,425 84)
3/11/2010	4/21/2011	6500	BANK OF AMERICA CORP WARRANTS-B	19,222 45	13,846 03		(5,376 42)
3/11/2010	4/21/2011	17800	BANK OF AMERICA CORP WARRANTS-B	53,102 74	37,916 82		(15,185 92)
3/12/2010	4/21/2011	48000	BANK OF AMERICA CORP WARRANTS-B	143,880 00	102,247 62		(41,632 38)
3/15/2010	4/21/2011	2900	BANK OF AMERICA CORP WARRANTS-B	8,323 00	6,177 46		(2,145 54)
3/16/2010	4/21/2011	1040	BANK OF AMERICA CORP WARRANTS-B	3,026 40	2,215 36		(811 04)
3/17/2010	4/21/2011	860	BANK OF AMERICA CORP WARRANTS-B	2,562 80	1,831 94		(730 86)
5/21/2010	4/21/2011	20300	WELLS FARGO & CO WARRANTS	156,310 00	207,669 06	51,359 06	
3/17/2010	4/25/2011	9140	BANK OF AMERICA CORP WARRANTS-B	27,237 20	19,742 02		(7,495 18)
3/18/2010	4/25/2011	10300	BANK OF AMERICA CORP WARRANTS-B	30,591 00	22,247 57		(8,343 43)
3/19/2010	4/25/2011	19960	BANK OF AMERICA CORP WARRANTS-B	59,081 60	43,112 76		(15,968 84)
3/24/2010	4/25/2011	10000	BANK OF AMERICA CORP WARRANTS-B	31,900 00	21,599 58		(10,300 42)
5/21/2010	5/2/2011	10000	WELLS FARGO & CO WARRANTS	77,000 00	103,668 00	26,668 00	
5/21/2010	5/3/2011	32000	WELLS FARGO & CO WARRANTS	246,400 00	331,622 40	85,222 40	
9/10/2009	5/4/2011	55000	FORD MOTOR CO	409,832 50	837,622 87		427,790 37
5/21/2010	5/6/2011	10000	WELLS FARGO & CO WARRANTS	77,000 00	102,298 03	25,298 03	
5/21/2010	5/9/2011	5000	WELLS FARGO & CO WARRANTS	38,500 00	50,399 03	11,899 03	
5/21/2010	5/9/2011	5200	WELLS FARGO & CO WARRANTS	40,040 00	52,529 90	12,489 90	
3/18/2009	5/11/2011	6180	JPMORGAN CHASE & CO	156,823 68	274,577 68		117,754 00
3/18/2009	5/11/2011	10120	JPMORGAN CHASE & CO	259,002 17	449,632 07		190,629 90
3/18/2009	5/11/2011	7480	JPMORGAN CHASE & CO	191,436 39	332,857 34		141,420 95
3/18/2009	5/11/2011	8820	JPMORGAN CHASE & CO	228,596 76	392,486 87		163,890 11
3/18/2009	5/11/2011	4480	JPMORGAN CHASE & CO	116,112 64	198,031 00		81,918 36
3/19/2009	5/11/2011	2020	JPMORGAN CHASE & CO	54,964 60	89,290 77		34,326 17
3/19/2009	5/11/2011	6500	JPMORGAN CHASE & CO	176,866 30	287,122 88		110,256 58
3/19/2009	5/11/2011	5300	JPMORGAN CHASE & CO	144,214 06	234,482 86		90,268 80
3/19/2009	5/12/2011	14580	JPMORGAN CHASE & CO	396,724 72	637,661 54		240,936 82
5/20/2010	5/12/2011	20000	JP MORGAN CHASE & CO WARRANTS	259,620 00	301,388 20	41,768 20	
5/20/2010	5/17/2011	3600	JP MORGAN CHASE & CO WARRANTS	46,731 60	53,476 25	6,744 65	
5/21/2010	5/17/2011	3400	JP MORGAN CHASE & CO WARRANTS	45,672 88	50,505 34	4,832 46	
5/21/2010	6/20/2011	7000	JP MORGAN CHASE & CO WARRANTS	94,032 40	91,437 83		(2,594 57)
5/21/2010	6/21/2011	9700	JP MORGAN CHASE & CO WARRANTS	130,302 04	128,728 16		(1,573 88)
5/24/2010	6/21/2011	8300	JP MORGAN CHASE & CO WARRANTS	111,275 61	110,148 83		(1,126 78)
5/24/2010	8/11/2011	500	JP MORGAN CHASE & CO WARRANTS	6,703 35	5,916 54		(786 81)
5/25/2010	8/11/2011	3300	JP MORGAN CHASE & CO WARRANTS	42,769 98	39,049 14		(3,720 84)
5/26/2010	8/11/2011	1000	JP MORGAN CHASE & CO WARRANTS	13,426 50	11,833 07		(1,593 43)
5/27/2010	8/11/2011	1200	JP MORGAN CHASE & CO WARRANTS	16,728 00	14,199 69		(2,528 31)
6/2/2010	8/11/2011	1900	JP MORGAN CHASE & CO WARRANTS	25,782 81	22,482 84		(3,299 97)
6/4/2010	8/11/2011	9100	JP MORGAN CHASE & CO WARRANTS	120,484 00	107,680 95		(12,803 05)
6/4/2010	8/11/2011	500	JP MORGAN CHASE & CO WARRANTS	6,620 00	5,968 83		(651 17)
6/8/2010	8/11/2011	3500	JP MORGAN CHASE & CO WARRANTS	45,185 00	41,781 85		(3,403 15)
6/8/2010	8/12/2011	4000	JP MORGAN CHASE & CO WARRANTS	51,640 00	47,618 28		(4,021 72)
6/8/2010	8/15/2011	400	JP MORGAN CHASE & CO WARRANTS	5,164 00	4,963 90		(200 10)
6/8/2010	8/16/2011	1000	JP MORGAN CHASE & CO WARRANTS	12,910 00	11,959 76		(950 24)
6/8/2010	8/17/2011	700	JP MORGAN CHASE & CO WARRANTS	9,037 00	8,548 58		(488 42)
6/10/2010	8/17/2011	1900	JP MORGAN CHASE & CO WARRANTS	24,585 62	23,203 31		(1,382 31)
6/11/2010	8/17/2011	200	JP MORGAN CHASE & CO WARRANTS	2,608 00	2,442 45		(165 55)
6/11/2010	8/18/2011	3600	JP MORGAN CHASE & CO WARRANTS	46,944 00	42,800 29		(4,143 71)
6/14/2010	8/18/2011	400	JP MORGAN CHASE & CO WARRANTS	5,186 00	4,755 59		(430 41)
6/14/2010	8/19/2011	2300	JP MORGAN CHASE & CO WARRANTS	29,819 50	27,566 80		(2,252 70)
6/14/2010	8/22/2011	7700	JP MORGAN CHASE & CO WARRANTS	99,830 50	91,921 59		(7,908 91)
6/14/2010	8/23/2011	1700	JP MORGAN CHASE & CO WARRANTS	22,040 50	20,275 16		(1,765 34)
6/14/2010	8/24/2011	1100	JP MORGAN CHASE & CO WARRANTS	14,261 50	13,423 92		(837 58)
6/14/2010	8/25/2011	1500	JP MORGAN CHASE & CO WARRANTS	19,447 50	18,674 94		(772 56)

*6/14/2010	8/26/2011	500	JP MORGAN CHASE & CO WARRANTS	6,482 50	6,074 43		(408 07)
4/21/2011	12/16/2011	1300	UNITED TECHNOLOGIES CORP	111,803 12	93,858 98	(17,944 14)	
4/21/2011	12/16/2011	1300	UNITED TECHNOLOGIES CORP	112,094 32	93,858 97	(18,235 35)	
4/21/2011	12/16/2011	1300	UNITED TECHNOLOGIES CORP	112,927 88	93,858 98	(19,068 90)	
4/21/2011	12/16/2011	2700	UNITED TECHNOLOGIES CORP	234,888 12	194,937 87	(39,950 25)	
4/21/2011	12/22/2011	1400	UNITED TECHNOLOGIES CORP	121,793 84	102,920 00	(18,873 84)	
4/21/2011	12/27/2011	2000	UNITED TECHNOLOGIES CORP	173,991 20	148,604 34	(25,386 86)	
5/12/2011	12/27/2011	7000	UNITED TECHNOLOGIES CORP	623,504 70	520,115 21	(103,389 49)	
4/15/2010	12/28/2011	370	CALL - F 100 @ 15 EXP 01/21/12	86,210 00	0 01		(86,209 99)
4/15/2010	12/28/2011	750	CALL - F 100 @ 15 EXP 01/21/12	174,997 50	0 01		(174,997 49)
4/15/2010	12/28/2011	750	CALL - F 100 @ 15 EXP 01/21/12	173,520 00	0 02		(173,519 98)
4/11/2011	12/28/2011	20600	STARWOOD HOTELS & RESORTS WORLDWIDE INC	1,157,046 38	991,572 24	(165,474 14)	
4/11/2011	12/29/2011	19400	STARWOOD HOTELS & RESORTS WORLDWIDE INC	1,089,645 62	939,355 16	(150,290 46)	
TOTAL GAINS						1,165,928 53	1,599,192 06
TOTAL LOSSES						(577,751 14)	(652,333 89)
				<u>11,449,784 20</u>	<u>12,984,819 76</u>	<u>588,177 39</u>	<u>946,858 17</u>
						TOTAL CAPITAL GAIN	<u>1,535,035 56</u>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST & DIVIDENDS	360,809.	0.	360,809.
TOTAL TO FM 990-PF, PART I, LN 4	360,809.	0.	360,809.

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
FROM K-1S - OTHER INCOME	0.	<7,498.>	
FROM K-1S - SECTION 1231 GAIN/LOSS	0.	311.	
TAX BENEFIT	189,686.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	189,686.	<7,187.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	39,000.	35,100.		2,050.
TO FORM 990-PF, PG 1, LN 16B	39,000.	35,100.		2,050.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	450,000.	405,000.		45,000.
FROM K-1 - ALLEGRIA II, LLC	0.	15,844.		0.
FROM K-1 - ALEGRIA III, LLC	0.	45,994.		0.
FROM K-1 - CONDOR RIDGE, LLC	0.	977.		0.

FROM K-1 - CONDOR RIDGE III, LLC	0.	1,793.	0.
FROM K-1 - ELKINS HM INVESTMENTS, LLC	0.	3,658.	0.
FROM K-1 - LAUREL ROAD, LLC	0.	10,562.	0.
FROM K-1 - MADRE, LLC	0.	54.	0.
FROM K-1 - MADRONO, LLC	0.	29,670.	0.
FROM K-1 - MANNING EUROPE INVESTORS, LLC	0.	595.	0.
FROM K-1 - MORRISON 2000, LLC	0.	16,577.	0.
FROM K-1 - PIERRE, LLC	0.	3,642.	0.
FROM K-1 - PINERIDGE, LLC	0.	71.	0.
FROM K-1 - SIERRA MEDIA INVESTMENTS, LLC	0.	825.	0.
FROM K-1 - STONEVIEW INVESTMENTS, LLC	0.	490.	0.
FROM K-1 - TCW AMERICAS DEVELOPMENT ASSOC, LP	0.	46,377.	0.
FROM K-1 - TCW ENERGY FUND XIV-A, LP	0.	4,090.	0.
FROM K-1 - TREKK OPPORTUNITY INVESTMENTS, LLC	0.	2,142.	0.
FROM K-1S - OTHER PORTFOLIO DEDUCTIONS	0.	759.	0.
TO FORM 990-PF, PG 1, LN 16C	450,000.	589,120.	45,000.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX FROM K-1 - ALLEGRIA II, LLC	0.	17.		0.
FOREIGN TAX FROM K-1 - ALEGRIA III, LLC	0.	1,413.		0.
FOREIGN TAX FROM K-1 - TCW AMERICAS DEVELOPMENT ASSOC, LP	0.	2,876.		0.
FOREIGN TAX FROM K-1 - CONDOR RIDGE III, LLC	0.	12.		0.
FOREIGN TAX FROM K-1 - SIERRA MEDIA INVESTMENTS, LLC	0.	12.		0.
TO FORM 990-PF, PG 1, LN 18	0.	4,330.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES	2,613.	2,378.		261.
FROM K-1 - ALLEGRIA II, LLC	0.	58.		2.
FROM K-1 - ALEGRIA III, LLC	0.	<63.>		0.
FROM K-1 - TCW ENERGY FUND XIV-A, LP	0.	0.		10.
TO FORM 990-PF, PG 1, LN 23	2,613.	2,373.		273.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
CHANGE IN UNCONDITIONAL FUTURE CONTRIBUTIONS	2,725,049.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,725,049.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK PORTFOLIO	20,530,793.	20,530,793.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,530,793.	20,530,793.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALEGRIA III, LLC	FMV	1,483,313.	1,483,313.
ALLEGRIA II, LLC	FMV	700,361.	700,361.
CONDOR RIDGE, LLC	FMV	282,758.	282,758.
CONDOR RIDGE III, LLC	FMV	720,243.	720,243.
ELKINS HM INVESTMENTS, LLC	FMV	145,205.	145,205.
MADRONO, LLC	FMV	846,824.	846,824.
MANNING EUROPE INVESTORS, LLC	FMV	105,946.	105,946.

WILLAMETTA K. DAY FOUNDATION

95-6092476

MORRISON 2000, LLC	FMV	254,227.	254,227.
PIERRE, LLC	FMV	665,163.	665,163.
SIERRA MEDIA INVESTMENTS, LLC	FMV	45,118.	45,118.
STONEVIEW INVESTMENTS, LLC	FMV	468,229.	468,229.
TCW ENERGY FUND XIV-A, LP	FMV	1,633,439.	1,633,439.
TCW WORLDWIDE OPPORTUNITIES FUND, LP	FMV	2,035,075.	2,035,075.
TREKK OPPORTUNITY INVESTMENTS, LLC	FMV	125,337.	125,337.
LAUREL ROAD, LLC	FMV	2,029,712.	2,029,712.
PINERIDGE, LLC	FMV	1,500,000.	1,500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,040,950.	13,040,950.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITIES	247,698.	38,684.
TOTAL TO FORM 990-PF, PART II, LINE 22	247,698.	38,684.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	CHAIRMAN/TRUSTEE 0.00	0.	0.	0.
THEODORE J. DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	PRESIDENT/TRUSTEE 0.00	0.	0.	0.
HOWARD M. DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	VP/TRUSTEE 0.00	0.	0.	0.
TAMMIS DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	VP/TRUSTEE 0.00	0.	0.	0.
JERRY W. CARLTON 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	VP/TRUSTEE 0.00	0.	0.	0.
ALLISON M. KELLER 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	SECRETARY/TREASURER/TRUSTEE 0.00	0.	0.	0.
THOMAS JOSEPH DEEGAN-DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	TRUSTEE 0.00	0.	0.	0.
DOROTHY W. DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	TRUSTEE 0.00	0.	0.	0.
LUCINDA M. FOURNIER 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	TRUSTEE 0.00	0.	0.	0.
HOWARD M. DAY, JR. 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1B
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

ROBERT A. DAY
THEODORE J. DAY
HOWARD M. DAY
TAMMIS DAY
THOMAS JOSEPH DEEGAN-DAY
DOROTHY W. DAY
LUCINDA M. FOURNIER
HOWARD M. DAY, JR.

WKD Foundation
2011 Grants and Contributions Paid During the Year
January 1 - December 31, 2011

Name	Address	Amount	Date	Foundation Status of Recipient	Purpose of Grant or Contribution
Hayden Enterprises Giving Fund AKA First Story	963 SW Simpson Ave, Suite 110 Bend, OR 97702	1,200.00	01/03/11	Public	Unrestricted
Chimps Inc	PO Box 6973 Bend, Oregon 97708-6973	600.00	01/03/11	Public	Unrestricted
Tumalo PTC	19835 2nd Street, Bend, Oregon 97701	525.00	01/03/11	Public	Unrestricted
The UCLA Foundation	Dean Geffen School of Medicine at UCLA, CHS 12-138 Los Angeles, CA 90095	2,500,000.00	01/05/11	Public	Unrestricted
Chimps Inc	PO Box 6973 Bend, Oregon 97708-6973	1,000.00	01/07/11	Public	Unrestricted
You've Got A Friend	PO Box 1317 West Tisbury, MA 02575	2,000.00	01/19/11	Public	Unrestricted
All Saints Church	504 North Camden Drive, Beverly Hills, CA 90210	2,500.00	01/19/11	Public	Unrestricted
Chimps Inc	PO Box 6973 Bend, Oregon 97708-6973	750.00	01/31/11	Public	Unrestricted
San Francisco Museum of Modern Art	151 Third Street San Francisco, CA 94103	10,500.00	01/31/11	Public	Unrestricted
California Institute of The Arts	24700 McBean Parkway Valencia, CA 91355	25,000.00	02/02/11	Public	Unrestricted
Oakland Military Institute	3877 Lusk Street Oakland, CA 94608	25,000.00	02/02/11	Public	Unrestricted
HSA Council	19528 Ventura Blvd, #647 Tarzana, CA 91356	12,500.00	02/02/11	Public	Unrestricted
Ocean Park Community Center	1453 16th Street Santa Monica, CA 90404	1,000.00	02/04/11	Public	Unrestricted
Women's Endowment	2350 Kerner Blvd, Suite 250 San Rafael, CA 94901	12,500.00	02/08/11	Public	Unrestricted
Phoenix Houses of Los Angeles, Inc	11600 Eldridge Avenue Lake View Terrace, CA 91342-6506	1,000.00	02/09/11	Public	Unrestricted
Community Lawyers, Inc	1216 East Compton Blvd, Compton, CA 90221	1,000.00	02/10/11	Public	Unrestricted
Center for the Study of the Presidency	1020 19th Street, NW Suite 250 Washington, DC 20036-3113	50,000.00	02/15/11	Public	Unrestricted
Smith College	33 Elm Street Northampton, MA 01063	50,000.00	02/18/11	Public	Unrestricted
Carlthorpe School	428 San Vicente Blvd, Santa Monica, CA 90402	2,500.00	02/18/11	Public	Unrestricted
Sandpipers Philanthropy Trust Fund	P O Box 72 Hermosa Beach, CA 90254	500.00	03/17/11	Public	Unrestricted
Madison Project	1310 11th Street Santa Monica, CA 90401	10,000.00	03/22/11	Public	Unrestricted
Trickle Up Program, Inc	104 W 27th Street, 12th Floor New York, NY 10001-6210	10,000.00	03/28/11	Public	Unrestricted
UNCF	8260 Willow Oaks Corporate Drive Fairfax, VA 22030	12,500.00	03/28/11	Public	Unrestricted
Carlthorpe School	438 San Vicente Blvd Santa Monica, CA 90408	500.00	03/30/11	Public	Unrestricted
Shenff's Youth Foundation of Los Angeles County	4700 Ramona Blvd, 4th Floor Monterey Park, CA 91754	1,250.00	03/31/11	Public	Unrestricted
Jewish Family Service of Los Angeles	3580 Wilshire Blvd, Ste 700 Los Angeles, CA 90010	5,000.00	03/31/11	Public	Unrestricted
McKenzie River Boosters	56320 McKenzie Highway, McKenzie Bridge, OR 97413	250.00	04/05/11	Public	Unrestricted
Nevada Military Support Alliance	3773 Howard Hughes Pkwy, 3rd Floor Las Vegas, NV 89109	1,250.00	04/12/11	Public	Unrestricted
American Red Cross	3150 E 29th Street Long Beach, CA 90806	250.00	04/20/11	Public	Unrestricted
Chimps Inc	PO Box 6973 Bend, Oregon 97708-6973	2,500.00	05/10/11	Public	Unrestricted
OSU Foundation	850 SW 35th Street Corvallis, Oregon 97333	7,500.00	05/11/11	Public	Unrestricted
Tumalo PTC	19835 Second Street Bend, OR 97701	5,250.00	05/11/11	Public	Unrestricted
Deschutes County 4-H Leaders Association	3893 SW Airport Way Redmond, OR 97756	20,000.00	05/11/11	Public	Unrestricted
Chimps Inc	PO Box 6973 Bend, Oregon 97708-6973	10,000.00	05/19/11	Public	Unrestricted
A Better LA	1150 S Olive Street, Suite 340 Los Angeles, CA 90015	250.00	05/25/11	Public	Unrestricted
LACHSA Foundation	5151 State University Drive, Library North Room 1034 Los Angeles, CA 90032	500.00	05/25/11	Public	Unrestricted
Salesian Boys & Girls Club of Los Angeles	3218 Wabash Avenue, Los Angeles, CA 90063	1,000.00	05/25/11	Public	Unrestricted
Southern California Institute of Architecture	960 E 3rd Street Los Angeles, CA 90013	100,000.00	05/26/11	Public	Unrestricted
Westside Waldorf School	17310 Sunset Blvd, Pacific Palisades, CA 90272	75,000.00	05/26/11	Public	Unrestricted
Robert Louis Stevenson School	3152 Forest Lake Rd, Pebble Beach, CA 93953	100,000.00	05/26/11	Public	Unrestricted
Nevada Museum of Art	160 West Liberty Street Reno, NV 89501	2,500.00	06/01/11	Public	Unrestricted
Halaekala Waldorf School	4160 Lower Kula Road, Kula, Maui, Hawaii 96790	27,000.00	06/07/11	Public	Unrestricted
Halaekala Waldorf School	4160 Lower Kula Road, Kula, Maui, Hawaii 96790	3,000.00	06/07/11	Public	Unrestricted
Halaekala Waldorf School	4160 Lower Kula Road, Kula, Maui, Hawaii 96790	6,000.00	06/07/11	Public	Unrestricted
Central Oregon Youth Investment Foundation Inc	1143 NE 4TH Street, Bend, OR 97701-4336	500.00	06/10/11	Public	Unrestricted
Greater New York Councils Boy Scouts of America	350 Fifth Avenue, Suite 430 New York, NY 10118-0350	500.00	06/20/11	Public	Unrestricted
Sierra Nevada College	999 Tahoe Blvd, Incline Village, NV 89451	2,500.00	06/20/11	Public	Unrestricted
National Cowboy & Western Heritage Museum	1700 N E 63rd Street Oklahoma City, Oklahoma 73111	2,500.00	06/20/11	Public	Unrestricted
Avon Products Foundation, Inc	1345 Avenue of the Americas 4th Floor New York, NY 10105	2,500.00	06/23/11	Public	Unrestricted
Linfield College	900 SE Baker Street, McMinnville, OR 97128-6894	200,000.00	06/24/11	Public	Unrestricted
Linfield College	900 SE Baker Street, McMinnville, OR 97128-6894	112,500.00	06/24/11	Public	Unrestricted
Madison Project DBA The Eli and Edythe Broad Stage	1310 11th Street Santa Monica, CA 90401	10,000.00	07/05/11	Public	Unrestricted
OSU Foundation	123 Gill Coliseum, Corvallis, Oregon 97331	3,150.00	07/05/11	Public	Unrestricted
OSU Foundation	123 Gill Coliseum, Corvallis, Oregon 97331	750.00	07/05/11	Public	Unrestricted
Exceptional Children's Foundation	8740 Washington Blvd, Culver City, CA 90232	5,000.00	07/22/11	Public	Unrestricted
J Bar J Youth Services, Inc	62895 Hamby Road, Bend, Oregon 97701	750.00	07/28/11	Public	Unrestricted
American Friends of the Hebrew University Inc	11500 W Olympic Blvd, Suite 512 Los Angeles, CA 90064	2,500.00	08/01/11	Public	Unrestricted
Oldfields School Inc	1500 Glencoe Road Glencoe, MD 21152-9321	300,000.00	08/08/11	Public	Unrestricted
The Rose Foundation For Communities And The Environment	6008 College Ave Suite 10 Oakland, CA 94618-1382	5,000.00	08/09/11	Public	Unrestricted
Hayden Enterprises Giving Fund	963 SW Simpson Ave, Suite 110 Bend, OR 97702	1,500.00	08/10/11	Public	Unrestricted
Southern California Institute of Architecture	960 E 3rd Street Los Angeles, CA 90013	30,000.00	08/16/11	Public	Unrestricted
Pasadena Waldorf School	209 E Manposa Street Altadena, CA 91001	30,000.00	08/16/11	Public	Unrestricted

WKD Foundation
2011 Grants and Contributions Paid During the Year
January 1 - December 31, 2011

Name	Address	Amount	Date	Foundation Status of Recipient	Purpose of Grant or Contribution
United States Artists	5757 Wilshire Blvd , Suite 580 Los Angeles, CA 90036	1,500 00	08/16/11	Public	Unrestricted
Yoga Gives Back	400 S Burnside Ave , Ste 11B Los Angeles, CA 90036	150 00	08/19/11	Public	Unrestricted
Primate Rescue Center	2515 Bethel Road Nicholasville, KY 40356	1,000 00	08/19/11	Public	Unrestricted
Center for Orangutan & Chimpanzee Conservation Inc	PO Box 488 Wauchula, FL 33873	500 00	08/19/11	Public	Unrestricted
Save the Chimps, Inc	PO Box 12220 Fort Pierce, FL 34979	500 00	08/19/11	Public	Unrestricted
Surfer's Healing Foundation Inc	P O Box 1267 San Juan Capistrano, CA 92693	1,000 00	08/24/11	Public	Unrestricted
The Miracle Foundation Inc	1506 W 6th Street Austin, TX 78703	5,000 00	08/31/11	Public	Unrestricted
Art in Public Places, Inc	20505 Murphy Road Bend, OR 97702	5,000 00	09/08/11	Public	Unrestricted
Community Initiatives	354 Pine Street, No 700 San Francisco, CA 94104	3,500 00	09/08/11	Public	Unrestricted
Pacific Council on International Policy	801 S Figueroa Street, Suite 1130 Los Angeles, CA 90017	7,500 00	09/19/11	Public	Unrestricted
Wright Foundation for Pediatric Ophthalmology and Strabismus	520 South San Vicente Blvd , Los Angeles, CA 90048	5,000 00	09/20/11	Public	Unrestricted
Carlthorp School	438 San Vicente Blvd Santa Monica, CA 90048	7,500 00	09/27/11	Public	Unrestricted
Mt Bachelor Sports Education Foundation	563 SW 13th Street, #201 Bend, Oregon 97702	6,450 00	09/28/11	Public	Unrestricted
The Leukemia & Lymphoma Society Inc	1311 Mammon Avenue, Suite 310 White Plains, NY 10605	500 00	09/30/11	Public	Unrestricted
South Texas Chapter of Quail Coalition, Inc	P O Box 532 Falfurrias, TX 78355	1,000 00	10/12/11	Public	Unrestricted
LAXART	2640 S La Cienega Blvd Los Angeles, CA 90034	4,500 00	10/18/11	Public	Unrestricted
Los Angeles Police Foundation	515 South Flower Street Suite 1680 Los Angeles, CA 90071	12,500 00	10/27/11	Public	Unrestricted
Los Angeles County Museum of Art	5905 Wilshire Blvd Los Angeles, CA 90036	12,500 00	10/27/11	Public	Unrestricted
Western FolkLife Center	501 Railroad Street Elko, NV 89801	500 00	11/02/11	Public	Unrestricted
Kemple Memorial Children's Clinic	63360 NW Britta St Bend, OR 97701	2,500 00	11/03/11	Public	Unrestricted
Chimps Inc	PO Box 6973 Bend, Oregon 97708-6973	5,000 00	11/09/11	Public	Unrestricted
Children of the Night	14530 Sylvan Street Van Nuys, CA 91411	2,500 00	11/09/11	Public	Unrestricted
Farm Neck Foundation Inc	PO Box 1656 Oak Bluffs, MA 02557	500 00	11/09/11	Public	Unrestricted
Monterey Institute of International Studies	460 Pierce Street Monterey, CA 93940	500 00	11/09/11	Public	Unrestricted
Chimps Inc	PO Box 6973 Bend, Oregon 97708-6973	1,950 00	11/10/11	Public	Unrestricted
Haleakala Waldorf School	4160 Lower Kula Road, Kula, Maui, Hawaii 96790	15,000 00	11/10/11	Public	Unrestricted
The Rape Foundation	1223 Wilshire Blvd, #410 Santa Monica, CA 90403	2,500 00	11/15/11	Public	Unrestricted
The George W. Bush Foundation	P O Box 600610 Dallas, TX 75206	50,000 00	11/21/11	Public	Unrestricted
Cathedral of our Lady of the Angels	555 West Temple Street Los Angeles, CA 90012-2707	100,000 00	11/21/11	Public	Unrestricted
Cate School	P O Box 5005 Carpinteria, CA 93014	75,000 00	11/21/11	Public	Unrestricted
UCLA Foundation	Box 951784, 3132 PVUB Los Angeles, CA 90095-1784	50,000 00	11/21/11	Public	Unrestricted
Wright Foundation for Pediatric Ophthalmology and Strabismus	520 South San Vicente Blvd , Los Angeles, CA 90048	2,500 00	11/22/11	Public	Unrestricted
Heal the Bay	1444 9th Street Santa Monica, CA 90401	1,000 00	11/22/11	Public	Unrestricted
Manne Corps Scholarship Foundation, Inc	4640 Admiralty Way Suite 406 Manana Del Rey, CA 90292	3,500 00	11/22/11	Public	Unrestricted
UCLA Foundation (Operation Mend Fund# 617640)	10920 Wilshire Blvd, Suite 1400 Los Angeles, CA 90024	3,250 00	11/22/11	Public	Unrestricted
Lacer Afterschool Programs	1718 N Cherokee Ave, Suite A Los Angeles, CA 90028	1,000 00	11/22/11	Public	Unrestricted
The Trustees of Princeton University	701 Carnegie Center Princeton, NJ 08540	500 00	11/22/11	Public	Unrestricted
UCLA Foundation (UCLA Law School)	10920 Wilshire Blvd, Suite 1400 Los Angeles, CA 90024	250 00	11/22/11	Public	Unrestricted
Marlborough School (Annual Fund)	250 South Rossmore Ave Los Angeles, CA 90004	2,000 00	11/22/11	Public	Unrestricted
Loyola High School of Los Angeles	1901 Venice Blvd Los Angeles, CA 90006	1,000 00	11/22/11	Public	Unrestricted
Children's Hospital Los Angeles	4650 Sunset Blvd Los Angeles, CA 90027	1,000 00	11/22/11	Public	Unrestricted
Marlborough School (Angel Project)	250 South Rossmore Ave Los Angeles, CA 90004	750 00	11/22/11	Public	Unrestricted
Marlborough School (Leadership in Learning)	250 South Rossmore Ave Los Angeles, CA 90004	500 00	11/22/11	Public	Unrestricted
Claremont McKenna College (West Campus Bldg)	500 East Ninth Street Claremont, CA 91711-6400	25,000 00	11/28/11	Public	Unrestricted
United States Fund for UNICEF	10351 Santa Monica Blvd Suite 402 Los Angeles, CA 90025	25,000 00	12/01/11	Public	Unrestricted
Court Appointed Special Advocate (CASA)	1615 E 17th Street , Suite 100 Santa Ana, CA 92705	5,000 00	12/08/11	Public	Unrestricted
Mananne Frostig Center of Educational Therapy	971 North Altadena Drive Pasadena, CA 91107	5,000 00	12/08/11	Public	Unrestricted
One Dog Rescue	22709 Clarendon Street Woodland Hills, CA 91367	250 00	12/08/11	Public	Unrestricted
Serenity Place Rescue, Inc	6520 Platt Avenue #455 West Hills, CA 91307	250 00	12/08/11	Public	Unrestricted
Saint Martin's Animal Foundation	32815 Meritt Road Acton, CA 93510	250 00	12/08/11	Public	Unrestricted
Faubourg St Roch Project	618 Spain Street, New Orleans, LA 70117	5,000 00	12/08/11	Public	Unrestricted
North Rampart Main Street, Inc	632 North Rampart, New Orleans, LA 70112	1,000 00	12/08/11	Public	Unrestricted
Vieux Carre Property Owners, Residents and Associates	P O Box 56095 New Orleans, LA 70156-6095	1,000 00	12/08/11	Public	Unrestricted
Holy Cross School	5500 Pans Avenue, New Orleans, LA 70122	13,000 00	12/08/11	Public	Unrestricted
International Association For Psychoanalytic Self Psychology	Two N Lasalle Street, 13th Fl Chicago, IL 60602-3709	5,000 00	12/13/11	Public	Unrestricted
Kids Intervention and Diagnostic Service Center	1375 NW Kingston Avenue Bend, OR 97701	1,000 00	12/13/11	Public	Unrestricted
Yale University	P O Box 2038 New Haven, CT 06521-2038	3,000 00	12/14/11	Public	Unrestricted
Council on Foreign Relations, Inc	58 E 68th Street New York, NY 10065	1,500 00	12/14/11	Public	Unrestricted
Freeman Spogli Institute for International Studies	100 C Encina Hall Stanford, CA 94305-6055	1,500 00	12/14/11	Public	Unrestricted
American Cancer Society, Inc	250 Williams Street, NW Atlanta, GA 30303	1,500 00	12/14/11	Public	Unrestricted
Liberty Hill Foundation	6420 Wilshire Blvd #700 Los Angeles, CA 90048	1,500 00	12/14/11	Public	Unrestricted
Children's Hospital Los Angeles	4650 Sunset Blvd Los Angeles, CA 90027	3,000 00	12/14/11	Public	Unrestricted
Western Diocese of the Armenian Church	3325 N Glenoaks Blvd Burbank, CA 91504	7,500 00	12/14/11	Public	Unrestricted

WKD Foundation
2011 Grants and Contributions Paid During the Year
January 1 - December 31, 2011

Name	Address	Amount	Date	Foundation Status of Recipient	Purpose of Grant or Contribution
Camp Kesem National	P O Box 1113 Lafayette, CA 94549	1,500 00	12/14/11	Public	Unrestricted
Malibu Foundation for Youth and Families	30215 Morning View Drive, Malibu, CA 90265	750 00	12/22/11	Public	Unrestricted
American Friends of the Hebrew University Inc	11500 W Olympic Blvd, Suite 512 Los Angeles, CA 90064	5,000 00	12/22/11	Public	Unrestricted
Bard College	Bard Prison Initiative Annandale on Hudson, NY 12504	1,500 00	12/23/11	Public	Unrestricted
LA Forum for Architecture and Urban Design	PO Box 291774 Los Angeles, CA 90029-1774	1,500 00	12/23/11	Public	Unrestricted
United States Artists	5757 Wilshire Blvd, Suite 580 Los Angeles, CA 90036	3,000 00	12/23/11	Public	Unrestricted
San Francisco Museum of Modern Art	151 Third Street San Francisco, CA 94103	6,000 00	12/23/11	Public	Unrestricted
National Security Initiative	1225 Eye Street NW, Suite 307 Washington, DC 20005	3,000 00	12/23/11	Public	Unrestricted
Project X Foundation for Art and Criticism	PO Box 41-437 Los Angeles, CA 90041	300 00	12/23/11	Public	Unrestricted
Stanford University	PO Box 20466 Stanford, CA 94309	1,500 00	12/23/11	Public	Unrestricted
		4,340,325 00			

WILLAMETTA K. DAY 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.)
SEE STATEMENT 1	P	VARIOUS	VARIOUS
ALLEGRIA II, LLC	P	VARIOUS	VARIOUS
ALEGRIA III, LLC	P	VARIOUS	VARIOUS
CONDOR RIDGE, LLC	P	VARIOUS	VARIOUS
CONDOR RIDGE III, LLC	P	VARIOUS	VARIOUS
ELKINS HM INVESTMENTS, LLC	P	VARIOUS	VARIOUS
MANNING EUROPE INVESTORS, LLC	P	VARIOUS	VARIOUS
PIERRE, LLC	P	VARIOUS	VARIOUS
SIERRA MEDIA INVESTMENTS, LLC	P	VARIOUS	VARIOUS
STONEVIEW INVESTMENTS, LLC	P	VARIOUS	VARIOUS
TCW DEVELOPMENT ASSOCIATION, LP	P	VARIOUS	VARIOUS
TCW ENERGY FUND XIV-A, LP	P	VARIOUS	VARIOUS
TREKK OPPORTUNITY INVESTMENTS, LLC	P	VARIOUS	VARIOUS
FROM K-1S - SECTION 1256	P	VARIOUS	VARIOUS
DISPOSITION OF MADRE, LLC	P	VARIOUS	12/31/11

(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)
12,984,820.		11,449,784.	1,535,036.
94,112.			94,112.
160,281.			160,281.
111,590.			111,590.
17,866.			17,866.
174,436.			174,436.
20.			20.
<224,936.>			<224,936.>
<4,635.>			<4,635.>
<26.>			<26.>
4,710.			4,710.
90,861.			90,861.
<7,326.>			<7,326.>
243.			243.
1,095.		1,212.	<117.>

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-")
			1,535,036.
			94,112.
			160,281.
			111,590.
			17,866.
			174,436.
			20.
			<224,936.>
			<4,635.>
			<26.>
			4,710.
			90,861.
			<7,326.>
			243.
			<117.>

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	1,952,115.
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