Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052 **2012** Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
JAY MORRIS FOUNDATION, INC.
C/O SQUAR MILNER

A Employer identification number: 36-4300685

Number and street (or P O box number if mail is not delivered to street address): 11111 SANTA MONICA BLVD — Room/suite: 800

B Telephone number: (310) 826-4474

City or town, state, and ZIP code: LOS ANGELES, CA 90025

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 635073.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	39.	39.	39.	STATEMENT 1
	4 Dividends and interest from securities	3394.	3394.	3394.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1685.			
	b Gross sales price for all assets on line 6a 25233.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	-167.	-167.	-167.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	1581.	3266.	3266.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	1800.	0.	0.	0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	256.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	30910.	2635.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	32966.	2635.	0.	0.
	25 Contributions, gifts, grants paid	1400338.			1400338.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1433304.	2635.	0.	1400338.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1431723.			
	b **Net investment income** (if negative, enter -0-)		631.		
	c **Adjusted net income** (if negative, enter -0-)			3266.	

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08291115 741958 3185 2012.05000 JAY MORRIS FOUNDATION, INC. 3185___1

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	13395.		
2 Savings and temporary cash investments	1564893.	545864.	545864.
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 ▶ 211.			
Less: allowance for doubtful accounts ▶ 0.	150000.	211.	211.
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 7	64606.	55090.	54771.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 8	22319.	36101.	34227.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	1815213.	637266.	635073.
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			
22 Other liabilities (describe ▶ STATEMENT 9)	0.	253776.	
23 **Total liabilities** (add lines 17 through 22)	0.	253776.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	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	1815213.	383490.	
30 **Total net assets or fund balances**	1815213.	383490.	
31 **Total liabilities and net assets/fund balances**	1815213.	637266.	

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	1815213.
2 Enter amount from Part I, line 27a	2	-1431723.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	383490.
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	383490.

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	200 SHS ENERPLUS CORP CAD	P	06/21/11	11/15/12
b	500 SHS GENL ELECTRIC OC	P	06/09/11	10/26/12
c	300 SHS MERCK & CO INC NEW COM	P	06/09/11	09/29/12
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	2248.		6299.	-4051.
b	10334.		9539.	795.
c	12651.		11080.	1571.
d				
e				

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				-4051.
b				795.
c				1571.
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	-1685.
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	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1021962.	1226650.	.833133
2010	735683.	1261577.	.583146
2009	495117.	890904.	.555747
2008	361907.	559992.	.646272
2007	258298.	355731.	.726105

2 **Total** of line 1, column (d)	2	3.344403
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	.668881
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1218580.
5 Multiply line 4 by line 3	5	815085.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6.
7 Add lines 5 and 6	7	815091.
8 Enter qualifying distributions from Part XII, line 4	8	1400338.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	6.
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	6.
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	6.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	6.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JAY MORRIS FOUNDATION, INC. Telephone no. ▶ (310) 826-4474

Located at ▶ 11111 SANTA MONICA BLVD., STE. 800, LOS ANGELES, ZIP+4 ▶ 90025

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* 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 2012?	4b		X

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

		Yes	No
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**	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JACOB GRAFF 1141 S BEVERLY DRIVE, 3RD FLOOR LOS ANGELES, CA 90035	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
PNINA GRAFF 1141 S BEVERLY DRIVE, 3RD FLOOR LOS ANGELES, CA 90035	SECRETARY/TREAS/DIRECTOR 5.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
N/A		0.
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	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	97025.
b	Average of monthly cash balances	1b	1140112.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1237137.
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	1237137.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18557.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1218580.
6	**Minimum investment return.** Enter 5% of line 5	6	60929.

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	60929.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 6.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	6.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	60923.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	60923.
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	60923.

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	1400338.
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	1400338.
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	6.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1400332.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				60923.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 240676.				
b From 2008 334129.				
c From 2009 450841.				
d From 2010 672758.				
e From 2011 960713.				
f **Total** of lines 3a through e	2659117.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1400338.				
a Applied to 2011, 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 2012 distributable amount				60923.
e Remaining amount distributed out of corpus	1339415.			
5 Excess distributions carryover applied to 2012 (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	3998532.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	240676.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	3757856.			
10 Analysis of line 9:				
a Excess from 2008 334129.				
b Excess from 2009 450841.				
c Excess from 2010 672758.				
d Excess from 2011 960713.				
e Excess from 2012 1339415.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

SEE STATEMENT 10

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

NONE

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

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

a The name, address, and telephone number or e-mail 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 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				1400338.
Total			▶ 3a	1400338.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	39.	
4 Dividends and interest from securities			14	3394.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-167.	
8 Gain or (loss) from sales of assets other than inventory			14	-1685.	
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)		0.		1581.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1581.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee — Date 11/15/13 — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SHELLY PAIALII		11/15/13		P00579207

Firm's name ▶ SQUAR MILNER PETERSON MIRANDA WILLIAMSO — Firm's EIN ▶ 33-0835986

Firm's address ▶ 11111 SANTA MONICA BLVD, SUITE 800
LOS ANGELES, CA 90025 — Phone no. 310-826-4474

223622
12-05-12

Jay Morris Foundation
2012 Contributions
36-4300685

Organization			Purpose	Amount
Achiezer Community	148 Beach 9th Street, Suite 2C	Far Rockaway, NY 11691	Charity	5,000 00
Adas Torah	1135 S Beverly Drive	Los Angeles, CA 90035	Religious	3,300 00
ADAT Yeshurun	8625 La Jolla Scenic Drive North	La Jolla, CA 92037	Religious	36,000 18
ADL (Anti Defamation League)	605 Third Avenue	New York, NY 10158	Charity	36 00
AIEF-American Israel Education Foundatoin	251 H Street, NW	Washington, DC 20001	Education	75,000 00
Aish Ha Torah	9118 W Pico Blvd	Los Angeles, CA 90035	Religious	5,000 00
Aish Los Angeles	1417 South Doheny Drive	Los Angeles, CA 90035	Religious	7,200 00
American Friend of Michane Meir	1274 49th St	Brooklyn, NY 11219	Charity	1,000 18
American Friends of Crib Efrat	1612 57th St	Brooklyn, NY 11204	Charity	6,000 00
American Friends of Laniado Hospital	261 W 35th St # 803	New York, NY 10001	Charity	180 18
American Friends of Migdal Ohr	1560 Broadway	New York, NY 10036	Charity	18 00
American Friends of Puah	1709 Kings Hwy	Brooklyn, NY 11229	Charity	500 00
American Friends of Shalva	315 Fifth Ave 6th Floor	New York, NY 10016	Charity	1,800 00
AMIT	817 Broadway	New York, NY 10003	Charity	25,000 00
Anshe Emes	1490 S Robertson Blvd	Los Angeles, CA 90035	Charity	384 00
Congregation Mosdod Amron Chasida	PO Box 249	Brooklyn, NY 11204	Religious	18 00
Bais Bezalel	8850 W Pico Blvd	Los Angeles, CA 90035	Religious	3,405 18
Bait Israel	3788 Redditt Road	Orlando, Florida 32822	Religious	1,000 18
Bensalem Jewish Outreach Center	2446 Bristol Road	Bensalem, PA 19020	Charity	1,000 00
Beth Jacob Congregation	9030 W Olympic Blvd	Beverly Hills, CA 90211	Religious	5,065 72
Beverly Hills Jewish Community	910 North Beverly Drive	Beverly Hills, CA 90210	Religious	10,000 00
Bikur Cholim of Los Angeles	8489 W 3rd St	Los Angeles, CA 90048	Religious	1,800 00
B'Nai B'Rith International	2020 K St NW	Washington DC, 20006	Charity	75 00
Birthright Israel Foundation	33 E 33rd St, 7th Floor	New York, NY 10016	Charity	180 00
Bnos Devorah High School	461 N La Brea Ave	Los Angeles, CA 90036	Education	7,000 00
Chabad at Rutgers	170 College Ave	Brunswick, NJ 08901	Religious	8,500 00
Chabad In The Hills	1012 Cory Avenue	Los Angeles, CA 90069	Religious	24,200 00
Chabad Jewish Center	23665 Moulton Pkwy, Ste D	Laguna Hills, CA 92653	Religious	1,980 00
Chabad Jewish Center of Aliso Viejo	25 Tanglewood	Aliso Viego, CA 92656	Religious	11,800 36
Chabad of Beverly Hills	409 N Foothill Road	Beverly Hills, CA 90210	Religious	33,931 08
Chabad of Las Cruces	2907 E Idaho Ave	Las Cruces, NM 88011	Religious	12,000 00
Chabad of Marina Del Rey	2929 W Washington Blvd	Marina del Rey, CA 90292	Religious	180 00
Chabad of Newport Beach	2865 E COAST HWY	Corona Del Mar, CA 92625	Religious	5,000 18
Chabad of North Beverly Hills	409 North Foothill Road	Beverly Hills, CA 90210	Religious	25,100 54
Chabad of San Diego	107850 Pomerado Rd	San Diego, CA 92131	Religious	26,000 18
Chabad of the Conejo	30347 Canwood St	Agoura Hills, CA 91301	Religious	48,800 00
Chabad of Toluca Lake	10660 Riverside Drive, Ste F	Toluca Lake, CA 91602	Religious	700 00
Chabad UNLV	1261 S Arville Street	Las Vegas, NV 89102	Religious	5,400 18
Chayenu	1526 Union Street	Brooklyn , NY 11213	Charity	130 00
Chasdey Moshe	1616 Avenue S	Brooklyn, NY 11229	Charity	920 00
Cheder Chabad of Monsey	246 North Main Street	Spring Valley, NY 10977	Religious	180 18
Cheder Menachem	1606 S La Cienega Blvd	Los Angeles, CA 90035	Charity	22,000 00
Chicago Chessed Fund	7045 N Ridgeway	Lincolnwood, IL 60712	Religious	3,600 00
Chicago Community Kollel	6506 N California Ave	Chicago, IL 60645	Religious	1,800 00
Children of Jewish Holocaust Survivors	20058 Ventura Blvd, #198	Woodland Hills, CA 91364	Charity	180 00
Congregation Beth Israel Rabbis Dis Fund			Charity	1,000 18
Congregation Beis Yisroel	1515 S Oakhurst St	Los Angeles, CA 90035	Religious	3,000 00
Congregation Shaarei Tefilla	1331 S Maryland Parkway	Las Vegas, NC 89104	Religious	2,060 00
Congregation Tikvas Israel Sholom	141-25 70th Ave	Kew Gardens Hills, NY 11367	Religious	180 18
Daf Digest	6333 N Troy Street	Chicago, IL 60659	Charity	108 00
Derech Chaim	1573 39th Street	Brooklyn, NY 11218	Charity	500 18
Eirgun Baruch U'Marpeh	1269 44th Street	Brooklyn, NY 11219	Charity	2,000 18
Etta Israel	12722 Riverside Drive Suite 105	North Hollywood, CA 91607	Charity	200 00
Ezer Yoldot Hamercazi	1312 44th Street Ste 247	Brooklyn, NY 11219	Charity	180 15
Ezras Israel	7001 N California Ave	Chicago, IL 60645	Charity	900 18
FLAME	PO Box 590359	San Francisco, CA 94159	Charity	241 00
Free to Be Me Dance	1709 Stewart Street	Santa Monica, CA 90404	Charity	360 00
Friends of Yashar LA	49 Meadow Lane	Lawrence, NY 1159	Charity	180 00

friendship Circle of Illinois	2095 Landwehr Road	Northbrook, IL 60062	Religious	540 00
Friendship Circle of Los Angeles	2865 East Coast Highway	Corona Del Mar, CA 92625	Religious	1,000 18
General Israel Orphans Home	132 NAssau Street Suite725	New York, NY 10038	Charity	118 18
Global Kindness	9224 Alcott Street	Los Angeles, CA 90035	Charity	2,360 18
Great Charity Chaye Olam	PO Box 786	New York, NY 10038	Charity	216 00
Great Charity of Jerusalem	PO Box 786	New York, NY 10038	Charity	18 00
Great Free Kitchen in Jerusalem	PO Box 151	New York, NY 10272	Charity	18 00
Hachnassas Kallah of Greater Los Angeles	200 South McCadden Pl	Los Angeles, CA 90004	Charity	1,800 00
IBD Support Foundation	315 N Citrus Ave	Los Angeles, CA 90036	Charity	100 18
IDA Crown Jewish Academy	2828 West Pratt Blvd	Chicago, IL 60645	Charity	1,000.00
JAM	369 N Fairfax Ave Suite 4	Los Angeles, CA 90036	Charity	1,800 00
Jewish Educational Movement	9930 S Santa Monica	Beverly Hills, CA 90212	Charity	800 00
Jewish War Veterans of the USA	1811 R Street NW	Washington, DC 20009	Charity	18 00
Jews for Judaism	1801 Avenue of the Stars Ste 535	Los Angeles, CA 90067	Charity	2,180 36
JINSA	1307 New York Ave, NW Suite 200	Washington, DC 20005	Charity	180 00
Keren Yehoshua V'Yisroel	125 Carey Street	Lakewood, NJ 08701	Charity	5,000 00
Kever Rachel Fund	89 West Carlton Rd	Suffern, NY 10901	Charity	100 18
Kol Yisroel Areivim	1451 Cardiff Ave	Los Angeles, CA 90035	Charity	1,800 00
Kolel Ziditshoiv	626 Wythe Place	Brooklyn, NY 11219	Charity	1,000 18
Kollel-Los Angeles	223 S Formosa Ave	Los Angeles, CA 90036	Religious	36,180 00
Kollel Meor Chaim	19-3 Antot Street	Kiryat Gat, Israel	Religious	1,000 00
Kupat Hair	4415 14th Avenue	Brooklyn, NY 11219	Charity	195 00
Link	1453 S Robertson Blvd	Los Angeles, CA 90035	Religious	12,686 00
Lubavich World Headquarters	770 Eastern Parkway	Brooklyn, New York 11213	Religious	100 00
Machne Israel Development Fund	770 Eastern Parkway	Brooklyn, New York 11213	Charity	4,200 00
Maimonides Academy	310 Huntly Drive	Los Angeles, CA 90048	Education	28,334 35
Marbeh Tzedaka	345 N La Brea Ave Ste 208	Los Angeles, California 90036	Charity	1,800 00
Memorial Sloan-Kettering Cancer Center	1275 York Avenue	New York, NY 10065	Charity	118 00
Meor Israel	3725 Seven Rd	Cleveland, OH 44118	Religious	1,000 18
Merkas Hatorah Community	9030 W Olympic Blvd	Beverly Hills, CA 90211	Religious	1,000 00
Mesivta Birkas Yitzchak	6022 W Pico Blvd	Los Angeles, CA 90035	Education	115,400 36
MESIVTA TIFERETH ISRAEL OF RIZHIN	247 E Broadway	New York, NY 10002	Charity	1,800 00
Mesorah Heritage Foundation	4401 Second Ave	Brooklyn, NY 11232	Education	376,691 54
Movember	P O Box 1595	Culver City, CA 90232	Charity	100 00
Neve Yerushalayim	25 Broadway, Suite 403	New York, New York 10004	Education	540 00
Od Yosef Chai	18 New Country	Monsey, NY 10952	Charity	180 18
Ohel Children's Home & Family Service	4510 16th Avenue	Brooklyn, NY 11204	Charity	1,000 00
Ohr Eliyahu Academy	241 South Detroit Street	Los Angeles, CA 90036	Education	163,500 00
Ohr Torah Stone Ins of Israel	49 West 45th Street, Suite #701	New York, New York 10036	Charity	460 36
One Israel Fund	1175 West Braodway Suite 10	Hewlett, NY 11557	Charity	2,500 00
Orthodox Union	11 Broadway #1301	New York, NY 10004	Charity	92,980 00
Pacific Jewish Center	726 Rose Avenue	Venice, CA 90291	Religious	5,000 00
Providence Hebrew Day School	450 Elmgrove Ave, Providence	Rhode Island 02906	Education	180 00
Rizhiner yeshiva	247 E Broadway Frnt	New York, NY 10002	Charity	18,000 18
Shalva	315 Fifth Avenue 6th Floor	New York, NY 10016	Charity	9,000 00
Shalom Gury Aryeh			Charity	1,000 18
Simon Wiesenthal Center	9760 W Pico Blvd	Los Angeles, CA 90035	Charity	20,895 00
Skokie Community Kollel	3732 Dempster St	Skokie, IL 60076	Religious	365 00
Soille San Diego Hebrew Day school	3630 Afton Road	San Diego, CA 92123	Education	18,000 00
Sulam	1274 - 49th Street, Suite #177	Brooklyn, New York 11219	Charity	180 00
The Chabad Garden School	9051 W Pico Blvd	Los Angeles, CA 90035	Education	1,800 00
The Garden School	33-16 79th Street	Jackson Heights, NY 11372	Education	1,800 00
The Hebron Fund	1760 Ocean Ave	Brooklyn, NY 11230	Charity	960 36
The Supporters of Laniardo Hospital	261 W 35th St # 803	New York, NY 10001	Charity	180 00
The Tzedaka Fund	162 N Alta Vista Blvd	Los Angeles, CA 90036	Charity	18 00
Tomchei Shabbos	9041 West Pico Boulevard	Los Angeles, CA 90035	Charity	180 00
Tomchei Tzedakos			Charity	1,000 00
Torah Lishmah Institute	25 Clifton Ave	Yonkers, NY 10705	Charity	1,000 00
Tzedaka vachesed	7200 Beverly Blvd	Los Angeles, CA 90036	Charity	2,060 36
United Tiberias Institution	PO Box 576	New York, NY 10002	Charity	72 00
West Coast Va'ad Ha Chesed	7200 Beverly Blvd	Los Angeles, CA 90036	Charity	1,700 36
Y I H P Tzedkah Fund	162 N Alta Vista Blvd	Los Angeles, CA 90036	Charity	3,018 00

Yeshiva Darchei Torah	257 Beach 17th S	Far Rockaway, NY 11691	Education	250 00
Yeshiva Gedola of Monroe	373 Schoolhouse Rd	Monroe, NJ 08831	Education	3,600 00
Yeshiva Rav Isacsohn	540 N La Brea Ave	Los Angeles, CA 90036	Education	250 00
Yeshiva University	500 W 185th Street BH725	New york, NY 10033	Education	6,000 00
Yeshivas Mir Yerushalayim	5227 NEW UTRECHT Ave	BROOKLYN, NY, 112193829	Education	720 00
Yeshiva at the Western Wall	P O Box 282	New York, NY 10038	Charity	180 00
Young Israel of Century City	9317 West Pico Boulevard	Los Angeles, CA 90035	Religious	360 18
Zichron Shlomo	1319 -51st Street	Brooklyn ny 11219	Charity	360 00
Misc Organizations				1,118 18
				1,400,338.58

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK FINANCIAL	10.
MORGAN STANLEY	29.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	39.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	2856.	0.	2856.
UBS	538.	0.	538.
TOTAL TO FM 990-PF, PART I, LN 4	3394.	0.	3394.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES DB US DOLLAR INDEX	841.	841.	841.
WILLIAMS PARTNERS LP	-1008.	-1008.	-1008.
TOTAL TO FORM 990-PF, PART I, LINE 11	-167.	-167.	-167.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1800.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	1800.	0.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERNAL REVENUE SERVICE	42.	0.	0.	0.
OFFICE OF ATTORNEY GENERAL	150.	0.	0.	0.
FRANCHISE TAX BOARD	10.	0.	0.	0.
FOREIGN TAXES	54.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	256.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES & OTHER FEES	2635.	2635.	0.	0.
SUPPLIES	283.	0.	0.	0.
OFFICE	27992.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	30910.	2635.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN CHASE	19342.	21985.
ENERPLUS CORP	3150.	1296.
GENERAL ELECTRIC CO	0.	0.
MCDONALDS CORP	15196.	17642.
MERCK & CO	0.	0.
LAS VEGAS SANDS CORP	17402.	13848.
TOTAL TO FORM 990-PF, PART II, LINE 10B	55090.	54771.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
POWERSHARES DB US DLR INDEX	COST	20864.	19629.
WILLIAMS PARTNERS LTD	COST	15237.	14598.
TOTAL TO FORM 990-PF, PART II, LINE 13		36101.	34227.

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARDS PAYABLE	0.	153626.
DUE TO OTHER	0.	30000.
DUE TO JACOB GRAFF	0.	70150.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	253776.

FORM 990-PF PART XV - LINE 1A STATEMENT 10
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JACOB GRAFF
PNINA GRAFF

Form 8868
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions. JAY MORRIS FOUNDATION, INC. C/O SQUAR MILNER	Employer identification number (EIN) or 36-4300685
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 11111 SANTA MONICA BLVD, NO. 800	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90025	

Enter the Return code for the return that this application is for (file a separate application for each return) [0|4]

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

- The books are in the care of ▶ JAY MORRIS FOUNDATION, INC. - 11111 SANTA MONICA BLVD., STE. 800 - LOS ANGELES, CA 90025

  Telephone No. ▶ (310) 826-4474 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______ , and ending ______ .

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

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

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

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01-21-13

Form **8868** (Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	JAY MORRIS FOUNDATION, INC. C/O SQUAR MILNER	36-4300685
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 12121 WILSHIRE BLVD, NO. 1221	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90025	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ JAY MORRIS FOUNDATION, INC. 12121 WILSHIRE BLVD #1221 - LOS ANGELES, CA 90025
  Telephone No. ▶ (310) 826-4474 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, and ending ______.

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JAY MORRIS FOUNDATION, INC. C/O SQUAR MILNER	Employer identification number (EIN) or 36-4300685
	Number, street, and room or suite no. If a P.O. box, see instructions. 11111 SANTA MONICA BLVD , NO. 800	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90025	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ JAY MORRIS FOUNDATION, INC. 12121 WILSHIRE BLVD #1221 - LOS ANGELES, CA 90025
  Telephone No. ▶ (310) 826-4474 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______ .

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

7 State in detail why you need the extension
ADDITONAL TIME NEEDED TO GATHER ALL DOCUMENTS NEED IN ORDER TO FILE AN ACURATE RETURN

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ [signature] Title ▶ CPA Date ▶ 8/14/13

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