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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 01-01-2012 , and ending 12-31-2012

Name of foundation THE JUNE FOUNDATION		A Employer identification number 95-4745292	
Number and street (or P O box number if mail is not delivered to street address) 5757 WILSHIRE BLVD SUITE 345		B Telephone number (see instructions) (323) 648-3292	
City or town, state, and ZIP code LOS ANGELES, CA 90036		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		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) \$ 16,744,748		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	856,391			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	314,121	311,625		
	5a Gross rents . . . . .	25,441	25,441		
	b Net rental income or (loss) <u>25,441</u>				
	6a Net gain or (loss) from sale of assets not on line 10	275,929			
	b Gross sales price for all assets on line 6a <u>18,933,013</u>				
	7 Capital gain net income (from Part IV, line 2) . . . .		275,929		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	2,422	2,422		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,474,304	615,417		
	13 Compensation of officers, directors, trustees, etc	100,000	50,000		50,000
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	472	236		236
	b Accounting fees (attach schedule) . . . . .	20,470	10,235		10,235
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	3,450	3,450		0
	18 Taxes (attach schedule) (see instructions)	63,037	5,132		3,064
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	199,572	193,884		220
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	387,001	262,937		63,755
	25 Contributions, gifts, grants paid . . . . .	724,680			724,680
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,111,681	262,937		788,435
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	362,623			
	b <b>Net investment income</b> (if negative, enter -0-)		352,480		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	1,200,493	1,706,681	1,706,681
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ 231,953 Less allowance for doubtful accounts ▶ _____ 0	229,948	231,953	231,953
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	92,611	<input checked="" type="checkbox"/> 92,611	105,207
	b	Investments—corporate stock (attach schedule) . . . . .	6,097,512	<input checked="" type="checkbox"/> 6,206,480	6,634,634
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	7,775,016	<input checked="" type="checkbox"/> 7,520,478	8,066,273
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,395,580	15,758,203	16,744,748	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	15,395,580	15,758,203	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	15,395,580	15,758,203	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	15,395,580	15,758,203	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1 15,395,580
2	Enter amount from Part I, line 27a . . . . .	2 362,623
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3 . . . . .	4 15,758,203
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 15,758,203

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	See Additional Data Table			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	275,929
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	853,763	16,762,509	0 050933
2010	562,622	15,441,440	0 036436
2009	563,655	12,404,775	0 045439
2008	281,929	9,879,891	0 028536
2007	588,603	10,154,893	0 057963

2	Total of line 1, column (d). . . . .	2	0 219307
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 043861
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	16,194,716
5	Multiply line 4 by line 3. . . . .	5	710,316
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	3,525
7	Add lines 5 and 6. . . . .	7	713,841
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	788,435

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		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	3,525
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	3,525
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	3,525
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,859	
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	14,859
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	11,334
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 11,334	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	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		No
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.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶MATTHEW KEST Telephone no ▶(323) 648-3292 Located at ▶5757 WILSHIRE BLVD SUITE 345 LOS ANGELES CA ZIP +4 ▶90036			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		


Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL KEST	PRESIDENT	0	0	0
5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036	2 00			
MATTHEW KEST	CFO	100,000	0	0
5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036	40 00			
YOSEF MANELA	SECRETARY	0	0	0
5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. 		0


Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. 	0



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	6,547,574
b	Average of monthly cash balances. . . . .	1b	1,573,965
c	Fair market value of all other assets (see instructions). . . . .	1c	8,319,797
d	Total (add lines 1a, b, and c). . . . .	1d	16,441,336
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	16,441,336
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	246,620
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,194,716
6	Minimum investment return. Enter 5% of line 5. . . . .	6	809,736

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	809,736
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	3,525
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	3,525
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	806,211
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	806,211
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	806,211

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	788,435
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	788,435
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	3,525
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	784,910
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				806,211
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			685,649	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 788,435				
a Applied to 2011, but not more than line 2a			685,649	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	50,000			
d Applied to 2012 distributable amount.				52,786
e Remaining amount distributed out of corpus	0			
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	50,000			
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 instructions.			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				753,425
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	50,000			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

MICHAEL KEST

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	724,680
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities. . . .			14	314,121	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .	531390		16	25,441	
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .			14	2,422	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	275,929	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). .		0		617,913	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		617,913

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash.	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets.	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization.	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets.	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements.	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees.	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations.	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received			

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

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00185893
	ROBIN BROCK	ROBIN BROCK			
	Firm's name <input type="checkbox"/>	NSBN LLP		Firm's EIN <input type="checkbox"/> 95-2399533	
		9454 WILSHIRE BLVD 4TH FLOOR			
	Firm's address <input type="checkbox"/>	BEVERLY HILLS, CA 902122907		Phone no (310) 273-2501	

Schedule B

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

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

<b>Name of the organization</b> THE JUNE FOUNDATION	<b>Employer identification number</b> 95-4745292
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Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

<b>Name of organization</b> THE JUNE FOUNDATION	<b>Employer identification number</b> 95-4745292
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>1</u>	KEST 2009 CHARITABLE LEAD TRUST NO 5150 OVERLAND AVE  CULVER CITY, CA 90230	\$ 306,391	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>2</u>	MICHAEL AND SUSANNE KEST 346 JUNE ST  LOS ANGELES, CA 90020	\$ 500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>3</u>	GOLDRICH FAMILY FOUNDATION 5150 OVERLAND AVE  CULVER CITY, CA 90230	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )



<b>Name of organization</b> THE JUNE FOUNDATION	<b>Employer identification number</b> 95-4745292
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> THE JUNE FOUNDATION	<b>Employer identification number</b> 95-4745292
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<b>Part III</b>	<b>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.</b> Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of <b>\$1,000 or less</b> for the year (Enter this information once See instructions ) ▶ \$ Use duplicate copies of Part III if additional space is needed
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<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
—			
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
—			
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
—			
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
—			
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	

## TY 2012 Accounting Fees Schedule

**Name:** THE JUNE FOUNDATION

**EIN:** 95-4745292

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	20,470	10,235		10,235

**TY 2012 Distribution from Corpus Election**

**Name:** THE JUNE FOUNDATION

**EIN:** 95-4745292

**Election:** PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2),  
THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT  
\$50,000 OF CURRENT YEAR QUALIFYING DISTRIBUTIONS IN  
EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S  
UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

**TY 2012 General Explanation Attachment****Name:** THE JUNE FOUNDATION**EIN:** 95-4745292

Identifier	Return Reference	Explanation
CONTRIBUTION TO DONOR ADVISED FUND	990-PF, PART VII-A, LINE 12	EXPLANATION CONCERNING PART VII-A, LINE 12RECIPIENT THE JEWISH COMMUNITY FOUNDATION AMOUNT TREATED AS QUALIFYING DISTRIBUTION \$601,000HOW DISTRIBUTION ACCOMPLISHES CHARITABLE PURPOSE THE JUNE FOUNDATION CONTRIBUTED \$601,000 TO THE JEWISH COMMUNITY FOUNDATION, WHICH IS A DONOR ADVISED FUND, ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES THE JEWISH COMMUNITY FOUNDATION OF LOS ANGELES WAS FOUNDED IN 1954 AND IS RECOGNIZED BY THE INTERNAL REVENUE SERVICE (IRS) AS A 501(C)(3) CHARITABLE ORGANIZATION THE JEWISH COMMUNITY FOUNDATION OF LOS ANGELES IS THE LARGEST MANAGER OF CHARITABLE ASSETS AND THE LEADER IN PLANNED GIVING SOLUTIONS FOR GREATER LOS ANGELES JEWISH PHILANTHROPISTS THE FOUNDATION CURRENTLY MANAGES ASSETS OF \$797 MILLION (UNAUDITED AS OF 12/31/12) AND RANKS AMONG THE 11 LARGEST LOS ANGELES FOUNDATIONS IN 2012, THE FOUNDATION AND ITS MORE THAN 1,000 DONORS DISTRIBUTED \$53 MILLION IN GRANTS TO HUNDREDS OF NONPROFIT ORGANIZATIONS WITH PROGRAMS THAT SPAN THE RANGE OF PHILANTHROPIC GIVING THE FOUNDATION'S OFFICERS, BOARD OF TRUSTEES, ADVISORY BOARD AND COMMITTEES ARE COMPRISED OF INDIVIDUALS WITH EXPERTISE IN BROAD AND DIVERSE AREAS INCLUDING PHILANTHROPY, FINANCE, LAW, BUSINESS, REAL ESTATE, MARKETING, INVESTMENTS AND MORE THE FOUNDATION LEADERSHIP ASSESSES AND GUIDES THE ACTIVITIES OF THE FOUNDATION ON AN ONGOING BASIS TO ENSURE EFFICIENCY AND TRANSPARENCY AND TO FACILITATE OUR PHILANTHROPIC MISSION AND GOALS THE JEWISH COMMUNITY FOUNDATION OPERATES WITH THE HIGHEST DEGREE OF NONPROFIT EFFICIENCY, OFFERS PRUDENT MONEY MANAGEMENT FOR LONG-TERM GROWTH AND PRESERVATION OF CAPITAL IT HAS NUMEROUS PROMINENT EXPERTS FROM THE COMMUNITY ON ITS BOARD OF TRUSTEES AND INVESTMENT COMMITTEE.ADDITIONAL INFORMATION IS AVAILABLE AT WWW.JEWISHFOUNDATIONLA.ORG

**TY 2012 Investments Corporate  
Stock Schedule****Name:** THE JUNE FOUNDATION**EIN:** 95-4745292

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CHARLES SCHWAB - 5109-6978	1,766,862	2,010,204
INTERACTIVE BROKERS - 518854	1,267,554	1,354,838
LUMINOUS CAPITAL - 213942	1,521,384	1,571,730
LUMINOUS CAPITAL - 269263	601,253	575,996
LUMINOUS CAPITAL - 276499	0	0
MONARCH CAPITAL - 031291	874,427	946,866
MONARCH CAPITAL - 031305	175,000	175,000
MORGAN STANLEY-104484	0	0
SELIGMAN NEW TECH FUND II	0	0

**TY 2012 Investments Government  
Obligations Schedule****Name:** THE JUNE FOUNDATION**EIN:** 95-4745292**US Government Securities - End of  
Year Book Value:**

92,611

**US Government Securities - End of  
Year Fair Market Value:**

105,207

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

**TY 2012 Investments - Other Schedule****Name:** THE JUNE FOUNDATION**EIN:** 95-4745292

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
CHASE MERRITT FUND II K-1	AT COST	31,693	20,483
CMRA ASSOCIATES K-1	AT COST	487,762	483,937
CMRA MANAGEMENT K-1	AT COST	1,275	1,275
LUMINOUS CAPITAL RIMROCK K-1	AT COST	1,950,194	2,311,447
LUMINOUS CAPITAL US FARMING REALTY FD LP	AT COST	938,041	940,832
CANYON DISTRESSED OPPORTUNITY FD	AT COST	459,672	472,608
GLOBAL CREDIT OPP FD FKA SENIOR CREDIT FUND A K-1	AT COST	920,110	1,045,579
SPECIAL SITUATIONS FUND K-1	AT COST	449,674	965,811
CIBC WORLD MARKETS INC VISION OPP FD TRUST	AT COST	968,124	968,124
EASTSIDE CENTURY PARTNERS	AT COST	1,227,706	770,916
LC GOF III	AT COST	86,227	85,261



## TY 2012 Legal Fees Schedule

**Name:** THE JUNE FOUNDATION

**EIN:** 95-4745292

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	472	236		236

## TY 2012 Other Expenses Schedule

**Name:** THE JUNE FOUNDATION

**EIN:** 95-4745292

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	101,002	101,002		0
INTERACTIVE BROKERS - PYMTS IN LIEU OF DIVIDENDS - SHORT ACCOUNT	9,535	9,535		0
PORTFOLIO DEDUCTIONS - LC RIMROCK	25,011	25,011		0
PORTFOLIO DEDUCTIONS - LC GLOBAL CREDIT OPP FD-A LP	21,220	21,220		0
PORTFOLIO DEDUCTIONS - LC US FARMING REALTY FUND LP	11,081	11,081		0
PORTFOLIO DEDUCTIONS - SPECIAL SITUATIONS FUND	15,805	15,805		0
PORTFOLIO DEDUCTIONS - GOF II LP	1,432	1,432		0
PORTFOLIO DEDUCTIONS - CANYON DISTRESSED OPP FD	8,533	8,533		0
EASTSIDE CENTURY PARTNERS NON DEDUCTIBLE EXP K-1	354	0		0
CHASE MERRITT FUND II LLC NON DEDUCTIBLE EXP K-1	419	0		0
CANYON DISTRESSED OPP FD NON DEDUCTIBLE EXP K-1	564	0		0
SPECIAL SITUATIONS FD NON DEDUCTIBLE EXP K-1	17	0		0
CMRA ASSOC NON DEDUCTIBLE EXP K-1	15	0		0
BANK SERVICE CHARGES	45	45		0
PAYROLL SERVICE FEES	440	220		220
OFFICE EXPENSE	3,535	0		0
PENALTY CA FTB	564	0		0

**TY 2012 Other Income Schedule****Name:** THE JUNE FOUNDATION**EIN:** 95-4745292

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SPECIAL SITUATIONS FUND K-1	13,202	13,202	13,202
SENIOR CREDIT FUND K-1 NET PORTFOLIO LOSS	-12,385	-12,385	-12,385
CANYON DISTRESS OPP FD K-1 PORTFOLIO INCOME	1,605	1,605	1,605

**TY 2012 Taxes Schedule****Name:** THE JUNE FOUNDATION**EIN:** 95-4745292

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD DUE WITH 2011 FORM 199	10	0		10
FOREIGN TAX WITHHELD ON DIVIDENDS	2,153	2,153		0
EXTENSION PAYMENT CA FORM 109	15,000	0		0
REGISTRY OF CHARITABLE TRUSTS	75	0		75
EXTENSION PAYMENT 990-PF	9,841	0		0
EXTENSION PAYMENT 990-T	30,000	0		0
PAYROLL TAX	5,958	2,979		2,979

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
PUBLICLY TRADED SECURITIES SCHWAB - 800 SHS AMERICAN TOWER CORP			
PUBLICLY TRADED SECURITIES SCHWAB - 1400 SHS MEDCO HEALTH SOLUTIONS			
SELIGMAN NEW TECHNOLOGIES FUND II WORTHLESS		2000-06-21	2012-12-31
PUBLICLY TRADED SECURITIES MORGAN STANLEY 104484-500			
PUBLICLY TRADED SECURITIES INTERACTIVE BROKERS			
PUBLICLY TRADED SECURITIES FIDELITY A/C 213942			
PUBLICLY TRADED SECURITIES FIDELITY A/C 213942			
PUBLICLY TRADED SECURITIES FIDELITY A/C 269263			
PUBLICLY TRADED SECURITIES FIDELITY A/C 276499			
PASS-THROUGH LC GLOBAL CR OPP FD ST	P		2012-12-31
PASS-THROUGH LC GLOBAL CR OPP FD LT	P		2012-12-31
PASS-THROUGH LC SPECIAL SITUATIONS FD ST	P		2012-12-31
PASS-THROUGH LC SPECIAL SITUATIONS FD LT	P		2012-12-31
PASS-THROUGH CANYON DIST OPP FD SEC 1256	P		2012-12-31
PASS-THROUGH CANYON DIST OPP FD ST	P		2012-12-31
PASS-THROUGH CANYON DIST OPP FD LT	P		2012-12-31
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
49,701		32,611	17,090
40,320			40,320
		18,484	-18,484
67,079		36,360	30,719
16,795,132		16,601,639	193,493
1,263,294		1,283,267	-19,973
206,922		210,482	-3,560
199,985		197,834	2,151
270,000		275,309	-5,309
27,811			27,811
423			423
419			419
3,023			3,023
		1,098	-1,098
1,041			1,041
6,810			6,810
1,053			1,053

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			17,090
			40,320
			-18,484
			30,719
			193,493
			-19,973
			-3,560
			2,151
			-5,309
			27,811
			423
			419
			3,023
			-1,098
			1,041
			6,810
			1,053

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AAE 27405 PUERTA REAL SUITE 230 MISSION VIEJO,CA 92691		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
ADAT YESHURIN VALLEY SEPHARDIC CONG 12405 SYLVAN ST NORTH HOLLYWOOD,CA 91606		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
AHAVAS CHESED 271 KINGSTON AVE BROOKLYN,NY 11213		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	300
AHAVAS YISROEL 731 N LA BREA AVE LOS ANGELES,CA 90038		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
ALS FAMILY RELIEF FUND 1226 43 STREET BROOKLYN,NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
AMER FRIENDS OF YESHIVAS BIRCHAS HATORAH 318 EVANSTON DRIVE EAST WINDSOR,NJ 08520		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
AMERICAN FRIENDS OF BAIS MEDRASH TAHAROS 127 ROUTE 59 MONSEY,NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
AMERICAN FRIENDS OF NESIVOS AHRON 79 W MONROE ST 1119 CHICAGO,IL 60603		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
AMERICAN FRIENDS OF NISHMAS YISROEL 1324 AVENUE J BROOKLYN,NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
AMERICAN FRIENDS OF YESHIVA SHAARE CHAI 3534 BERKELEY RD CLEVELAND HTS,OH 44118		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
AMERICAN RABBINICAL COLLEGE 226 SUSSEX AVENUE PO BOX 1996 MORRISTOWN,NJ 07962		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
ARACHIM 629 NORTH ALTA VISTA LOS ANGELES,CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	3,000
ATERES NAAVA 2215 EAST 23RD STREET BROOKLYN,NY 11229		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
AYWL GEMACH FUND 8 SOLOND RD MONSEY,NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
BAIS AHARON 1430 14TH ST LAKEWOOD,NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500



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<b>a</b> <i>Paid during the year</i>				
BAIS CHABAD OF FARMINGTON HILLS 32000 MIDDLEBELT ROAD FARMINGTON HILLS,MI 48334		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
BAYIT LEPLETOT 1362 E 21ST STREET BROOKLYN,NY 11210		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
BEER AVROHOM 2 PHYLLIS TERRACE MONSEY,NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
BEIS TEFILA 5417 WHITSETT AVENUE 101 VALLEY VILLAGE,CA 91607		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
BETH HATALMID 2127 82ND STREET BROOKLYN,NY 11214		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
BIKUR CHOLIM DAVREICHA BOBOV 1421 52ND STREET BROOKLYN,NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,500
BNOS DEVORAH 7659 BEVERLY BLVD LOS ANGELES,CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	5,000
BONEI OLAM 1755 46TH STREET BROOKLYN,NY 11204		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
CCA 626 WILSHIRE BLVD SUITE 200 LOS ANGELES,CA 90017		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CHEVRA KADISHA 7832 SANTA MONICA BLVD WEST HOLLYWOOD,CA 90046		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CHICAGO COMMUNITY KOLLEL 6506 N CALIFORNIA AVE CHICAGO,IL 60645		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
CHOFETZ CHAIM HERITAGE FOUNDATION 361 SPOOK ROCK ROAD SUFFERN,NY 10901		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CONG BAIS YISROEL 4221 SUNSET BLVD MINNEAPOLIS,MN 55416		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
CONG CHASAM SOFER 10 CLINTON ST NEW YORK,NY 10002		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CONG ETZ CHAIM 1555 E 7TH ST BROOKLYN,NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,800

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CONG MOSDOS ZVHILLE 9 ZEISSNER LN SPRING VALLEY, NY 10977		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CONG MOSHE YITACHOK 303 SOUTH HIGHLAND AVE LOS ANGELES, CA 90035		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,000
CONG SAR SHALOM 75 VERNON STREET NEWTON, MA 02458		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	18
CONG TIFERES TZVI 11 12TH ST LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,250
CONG TZEMACH TZADIK 186 ROSS ST BROOKLYN, NY 11211		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,000
CONGREGATION BAIS NAFTOLI 221 S LA BREA AVE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
CONGREGATION BAIS YITZCHOK 82-35 SURREY PLACE JAMAICA ESTATES, NY 11432		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	300
CONGREGATION KEHILAS YAAKOV 7211 BEVERLY BOULEVARD LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	5,000
CONGREGATION KEREN ORAH 140 WILLIAMSBURG LANE LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
CONGREGATION SHAAR HATFILAH 133 GERRY ST BROOKLYN, NY 11206		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CONGREGATION ZICHRON MOSHE 1441 MONMOUTH AVENUE LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
DATA DALLAS KOLLEL 5840 FOREST LN DALLAS, TX 75230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
DETROIT TEACHERS SEMINARY 17100 WEST TEN MILE RD SOUTHFIELD, MI 48075		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
EDUCATIONAL OPPORTUNITY FUND INC 825 FOREST AVENUE APT 23C LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
EMANUH - BEIT ELAZRAKI 7 PENN PLAZA NEW YORK, NY 10001		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
EMUNAH WOMAN 7 PENN PLAZA NEW YORK,NY 10001		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
ETTA ISRAEL CENTER 4601 WILSHIRE BL STE 235 LOS ANGELES,CA 90010		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	920
EZRAS ISRAEL 1423 44TH STREET BROOKLYN,NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200
FRIENDS OF BINYAN HAOLAM 1303 53RD ST STE 254 BROOKLYN,NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
GUR ARYEH 1603 CONEY ISLAND AVENUE BROOKLYN,NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
HAAZINU CHARITABLE FOUNDATION 1122 AVENUE J BROOKLYN,NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
HACHNASSAT KALLAH OF GREATER LOS ANGELES 200 SOUTH MCCADDEN PLACE LOS ANGELES,CA 90004		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
HERITAGE RETREATS 557 FENLON BLVD CLIFTON,NJ 07014		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
IMREI KOHEN 721 AVENUE L BROOKLYN,NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
JERUSALEM DENTAL CTR FOR CHILDREN 637 WASHINGTON ST BROOKLINE,MA 02446		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
JEWISH COMMUNITY FOUNDATION 6505 WILSHIRE BLVD SUITE 1200 LOS ANGELES,CA 90048		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	601,000
JEWISH HERITAGE CENTER 68- 29 MAIN STREET FLUSHING,NY 11367		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
JEWS FOR JUDAISM POBOX 351235 LOS ANGELES,CA 90035		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
KARLIN STOLIN 4616 16TH AVE BROOKLYN,NY 11204		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
KEDUSHAS PINCHAS 1063 54TH STREET BROOKLYN,NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200

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<b>a</b> <i>Paid during the year</i>				
KEHILAS YAAKOV 7211 BEVERLY BLVD LOS ANGELES,CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
KEREN EZRAS AVOS PO BOX 181 FAIRLAWN,NJ 07410		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,800
KEREN ORAH 45 CIRCLE PL LAKEWOOD,NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,500
KEREN ZICHRON MOSHE 1031 E 26TH STREET BROOKLYN,NY 11210		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
KETORET TAMID 1521 51ST STREET BROOKLYN,NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	11,150
KOLLEL BAIS YECHIEL 6080 N WHIPPLE STREET CHICAGO,IL 60659		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
KOLLEL BOYAN 1205 44TH STREET BROOKLYN,NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
KOLLEL MEOR YITZCHOK 2 BUCKMAN PLACE MONSEY,NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
KOLLEL NACLAS ZVI 2376 60TH STREET BROOKLYN,NY 11204		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
KOLLEL ZICHRON SCHNEUR 55 W MAPLE AVE MONSEY,NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
LA LADIES BIKUR CHOLIM 151 SOUTH POINSETTIA PLACE LOS ANGELES,CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
L'CHAIM CHARITIES 191 ROUTE 59 ROOM 203 MONSEY,NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
LEV L'ZULAT 1273 36TH STREET BROOKLYN,NY 11218		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
LINK 1453 S ROBERTSON BLVD LOS ANGELES,CA 90035		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	30
MAASEH CHESED GEMACH PO BOX 481270 LOS ANGELES,CA 90048		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,700


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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MERKAZ HATORAH 9030 W OLYMPIC BLVD BEVERLY HILLS,CA 90211		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MESIVTA TORAS YISROEL 662 LEFFERTS AVE BROOKLYN,NY 11203		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MESIVTA YESHIVA RABBI CHAIM BERLIN 1605 CONSY ISLAND AVENUE BROOKLYN,NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
MIR YESHIVA 1791 OCEAN PKWY BROOKLYN,NY 11223		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MISASKIM 5805 16TH AVE BROOKLYN,NY 11204		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MITALMIDOV SHEL AHARON 541 E 5TH ST BROOKLYN,NY 11218		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200
MIVTZAR HAKOLLELIM 16 WILSHER DR MONSEY,NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	18
MOSDOS SANZ 196 MAPLE AVE MONSEY,NY 10952		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200
MOSDOS SKVERE 1419 45TH STREET BROOKLYN,NY 11219		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
NACHALAT NAFTOLY 1081 EAST 27 ST BROOKLYN,NY 11210		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
PIRCHEI AGUDAS YISROEL OF CALIFORNIA 364 N DETROIT STREET LOS ANGELES,CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	900
SCRANTON COMMUNITY KOLLEL 600 MONROE AVE SCRANTON,PA 18510		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
SHAAREI TORAH 143 N FORMOSA AVENUE LOS ANGELES,CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
TALMUD TORAH SIACH YITZCHOK 1513 CENTRAL AVE FAR ROCKAWAY,NY 11691		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
TASH BAR TORAT HAYIM 5150 OVERLAND AVE CULVER CITY,CA 90230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE MARCH OF DIMES 1275 MAMARONECK AVE WHITE PLAINS,NY 10605		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	25
TOLDOS AHARON 135 RODNEY ST BROOKLYN,NY 11211		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200
TOMCHEI SHABBOS 101 SOUTH LA BREA AVENUE LOS ANGELES,CA 90048		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,745
TORAH OHR 3006 AVENUE M BROOKLYN,NY 11210		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
TORAH UMESORAH 620 FOSTER AVE BROOKLYN,NY 11230		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
TORAS CHAIM 3110 STERLING POINT DR PORTSMOUTH,VA 23703		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,400
TZEDAKA FUND 292 SOUTH LA CIENEGA SUITE 212 BEVERLY HILLS,CA 90211		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,600
UNITED KALIVER YESHIVA 166 WILSON ST BROOKLYN,NY 11211		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
UNIVERSITY HERITAGE SOCIETY 48 WEST PARKWAY CLIFTON,NJ 07014		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
VALLEY TORAH HIGH SCHOOL 12517 CHANDLER BOULEVARD VALLEY VILLAGE,CA 91607		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
WEST COAST VA AD HACHESED 7200 BEVERLY BLVD LOS ANGELES,CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	11,422
YESHIVA AVIR YAAKOV 766 N MAIN ST 101 NEWSQUARE,NY 10977		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,500
YESHIVA BEIS MEIR 1327 38TH ST BROOKLYN,NY 11218		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
YESHIVA DVAR TORAH 720 PARK AVENUE LAKEWOOD,NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
YESHIVA GEDOLA OF BEIT SHEMESH 151 SAINT NICHOLAS AVENUE LAKEWOOD,NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100

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Name and address (home or business)				
<b>a</b> Paid during the year				
YESHIVA GEDOLAH OF LOS ANGELES 5444 W OLYMPIC BLVD LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	400
YESHIVA GEDOLAH OF MIDWOOD 201 AVENUE F BROOKLYN, NY 11218		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
YESHIVA KATANA OF QUEENS 7815 PARSONS BLVD FLUSHING, NY 11366		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	550
YESHIVA OHEV SHALOM 525 SOUTH FAIRFAX AVE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
YESHIVA ORCHOS CHAIM 410 OBERLIN AVENUE SOUTH LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	850
YESHIVA RAV ISACSOHN 540 N LA BREA AVENUE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	350
YESHIVA TIFERES BOCHURIM PO BOX 1996 MORRISTOWN, NJ 07962		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
YESHIVA TIFERES NAFTOLI 3059 ENGLISHTOWN ROAD JAMESBURG, NJ 08831		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVAS BIRCHAS CHAIM 960 W KENNEDY BLVD LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
YESHIVAS CHAYEI OLAM 1000 BENNETT BLVD LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
YESHIVAS HACHAIM 7269 BEVERLY BLVD LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
YESHIVAS TORAS IMECAO 1 E 13TH ST LAKEWOOD, NJ 08701		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,000
YESHIVAT IMREI EMETH 3822 15TH AVE BROOKLYN, NY 11218		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	68
YOUNG ISRAEL OF HANCOCK PARK 225 S LA BREA AVENUE LOS ANGELES, CA 90036		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	29,300
PASS-THROUGH EASTSIDE CENTURY PTRS LLC 1999 AVENUE OF THE STARS STE 2850 LOS ANGELES, CA 90067		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	224
<b>Total . . . . .</b>  <b>3a</b>				724,680