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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name* of foundation

WILLAMETTA K. DAY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

865 SOUTH FIGUEROA ST., STE 700

A Employer identification number

95-6092476

City or town, state, and ZIP code

LOS ANGELES, CA 90017

B Telephone number

213-891-6300

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

C If exemption application is pending, check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationD 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► I Fair market value of all assets at end of year J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

► \$ 39,060,070. (Part I, column (d) must be on cash basis)

E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books (b) Net investment income

(c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received				N/A
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	320,041.	694,535.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,196,037.			STATEMENT 1
b Gross sales price for all assets on line 6a	18,654,768.			
7 Capital gain net income (from Part IV, line 2)		2,937,487.		
8 Net short-term capital gain				
9 Income modifications				
Gross sales less returns and allowances				
10a				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income		<9,646. >		STATEMENT 3
12 Total Add lines 1 through 11	2,516,078.	3,622,376.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 4	39,000.	35,100.	1,750.
c Other professional fees	STMT 5	450,000.	563,366.	45,000.
17 Interest				
18 Taxes	STMT 6	68,898.	2,696.	0.
19 Depreciation and depletion				
20 Occupancy	RECEIVED			
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 7	3,627.	4,274.	812.
24 Total operating and administrative expenses. Add lines 13 through 23		561,525.	605,436.	47,562.
25 Contributions, gifts, grants paid		1,707,230.		1,707,230.
26 Total expenses and disbursements. Add lines 24 and 25		2,268,755.	605,436.	1,754,792.
27 Subtract line 26 from line 12:		247,323.		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		3,016,940.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		364,281.	2,149,085.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►		1,930,927.	0.
		Less: allowance for doubtful accounts ►			0.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		73,946.	66,485.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 9	20,530,793.	24,615,321.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 10	13,040,950.	12,229,179.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► OTHER RECEIVABLES)		21,879.	0.
	16	Total assets (to be completed by all filers)		35,962,776.	39,060,070.
	17	Accounts payable and accrued expenses		56,500.	215,737.
	18	Grants payable		675,210.	1,329,838.
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ► STATEMENT 11)		38,684.	55,111.
	23	Total liabilities (add lines 17 through 22)		770,394.	1,600,686.
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		35,192,382.	37,459,384.
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances		35,192,382.	37,459,384.
	31	Total liabilities and net assets/fund balances		35,962,776.	39,060,070.

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	35,192,382.
2	Enter amount from Part I, line 27a	2	247,323.
3	Other increases not included in line 2 (itemize) ► <u>NET UNREALIZED GAIN</u>	3	2,674,308.
4	Add lines 1, 2, and 3	4	38,114,013.
5	Decreases not included in line 2 (itemize) ►	5	654,628.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,459,385.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	18,654,768.		15,717,281.	2,937,487.	
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					
b					
c					
d					
e				2,937,487.	
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	2,937,487.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see 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	4,364,881.	39,643,823.	.110102
2010	5,311,046.	42,684,482.	.124426
2009	1,960,078.	35,363,638.	.055426
2008	2,270,173.	57,013,074.	.039818
2007	8,117,806.	64,063,101.	.126716

2 Total of line 1, column (d) **2** **.456488**

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** **.091298**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** **35,690,407.**

5 Multiply line 4 by line 3 **5** **3,258,463.**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **30,169.**

7 Add lines 5 and 6 **7** **3,288,632.**

8 Enter qualifying distributions from Part XII, line 4 **8** **1,754,792.**

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	60,339.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2		2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	60,339.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6	Credits/Payments:		5	60,339.
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		109,529.
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	109,529.
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	49,190.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 49,190. Refunded ► 0.		11	0.

Part VII-A | Statements Regarding Activities

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

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

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

2 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.

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

4 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

5 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*

6a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

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

8 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?

9 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.

10a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► OAKMONT CORPORATION Telephone no. ► 213-891-6300	
Located at ► 865 SOUTH FIGUEROA ST., STE 700, LOS ANGELES, CA ZIP+4 ► 90017		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A	
16	Yes	No
	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

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

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

6b

X

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

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

►

0

Form 990-PF (2012)

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	22,954,391.
b Average of monthly cash balances	1b	679,196.
c Fair market value of all other assets	1c	12,600,329.
d Total (add lines 1a, b, and c)	1d	36,233,916.
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	36,233,916.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	543,509.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,690,407.
6 Minimum investment return. Enter 5% of line 5	6	1,784,520.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	1,784,520.
2a Tax on investment income for 2012 from Part VI, line 5	2a	60,339.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	950.
c Add lines 2a and 2b	2c	61,289.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,723,231.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,723,231.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,723,231.

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	1,754,792.
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	1,754,792.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,754,792.

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				1,723,231.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	5,114,265.			
b From 2008				
c From 2009	296,773.			
d From 2010	3,244,872.			
e From 2011	2,428,224.			
f Total of lines 3a through e	11,084,134.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,754,792.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount			1,723,231.	
e Remaining amount distributed out of corpus	31,561.			
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:	11,115,695.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
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	5,114,265.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,001,430.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	296,773.			
c Excess from 2010	3,244,872.			
d Excess from 2011	2,428,224.			
e Excess from 2012	31,561.			

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT A				1,707,230.
Total			► 3a	1,707,230.
b Approved for future payment NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) Amount		(c) Exclu- sion code
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	320,041.
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					
8 Gain or (loss) from sales of assets other than inventory	900000		<3,000.>18		2,199,036.
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)			<3,000.>		2,519,077.
13 Total. Add line 12, columns (b), (d), and (e)				13	2,516,077.
(See worksheet in line 13 instructions to verify calculations.)					

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

Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

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

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

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

(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.

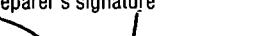
May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

Date

on of which preparer has any knowledge.

SECRETARY/TREASURER

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>DANIEL J. LOPEZ</u>		11/11/13		<u>P00438620</u>
	Firm's name ► WTAS LLC			Firm's EIN ► 33-1197384	
Firm's address ► 400 SOUTH HOPE STREET, SUITE 2000 LOS ANGELES, CA 90071			Phone no.	213-593-2300	

WILLAMETTA K. DAY FOUNDATION
95-6092476
REALIZED GAINS AND LOSSES
2012

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	PROCEEDS	GAIN OR LOSS	
						SHORT TERM	LONG TERM
1/10/2012	3/2/2012	1,800	PRECISION CASTPARTS CORP	313,784 10	300,363 65	(13,420 45)	17,679 04
8/6/2010	4/12/2012	500	CUMMINS INC	40,459 65	58,138 69		
5/11/2011	4/20/2012	200	BOEING CO	15,794 36	14,708 67	(1,085 69)	
8/20/2010	4/20/2012	200	CATERPILLAR INC	13,688 60	21,579.51		7,890 91
8/6/2010	4/20/2012	200	CUMMINS INC	16,183 86	23,190 98		7,007 12
9/10/2009	4/20/2012	2,500	FORD MOTOR CO	18,628 75	28,974 34		10,345 59
1/10/2012	4/20/2012	50	PRECISION CASTPARTS CORP	8,716 22	8,681 55	(34 67)	
1/26/2011	4/20/2012	100	TIFFANY & CO	5,924 31	6,675 85		151.54
5/11/2011	4/25/2012	200	BOEING CO	15,794 36	15,179 65	(614.71)	
8/20/2010	4/25/2012	300	CATERPILLAR INC	20,532 90	30,975 95		10,443 05
8/6/2010	4/25/2012	300	CUMMINS INC	24,275 79	34,248 67		9,972 88
9/10/2009	4/25/2012	3,700	FORD MOTOR CO	27,570 55	42,885 36		15,314 81
1/10/2012	4/25/2012	100	PRECISION CASTPARTS CORP	17,432 45	17,384 75	(47 70)	
1/26/2011	4/25/2012	200	TIFFANY & CO	11,848 62	13,613 69		1,765 07
11/19/2010	4/26/2012	8,000	CATERPILLAR INC	668,106 40	827,275 06		159,168 66
8/23/2010	4/26/2012	5,500	CATERPILLAR INC	380,094 00	568,751 60		188,657 60
11/19/2010	4/26/2012	7,000	CUMMINS INC	656,012 00	801,199 24		145,187 24
8/9/2010	4/26/2012	5,600	CUMMINS INC	455,425 04	640,959 40		185,534 36
1/26/2011	4/26/2012	7,400	TIFFANY & CO	438,398 94	506,022 85		67,623 91
1/27/2011	4/26/2012	400	TIFFANY & CO	23,681 00	27,352 59		3,671 59
10/26/2009	4/26/2012	166,000	FORD MOTOR CO	1,242,427 00	1,950,522 55		708,095 55
8/23/2010	4/27/2012	1,100	CATERPILLAR INC	76,018 80	114,958 42		38,939 62
8/20/2010	4/27/2012	700	CATERPILLAR INC	47,910 10	73,155 36		25,245 26
8/9/2010	4/27/2012	1,700	CUMMINS INC	138,254 03	201,292 48		63,038 45
10/26/2009	4/27/2012	22,300	FORD MOTOR CO	166,904 35	258,292 86		91,388 51
1/27/2011	4/27/2012	1,000	TIFFANY & CO	59,202 50	69,218 44		10,015 94
8/20/2010	5/21/2012	900	CATERPILLAR INC	61,598.70	82,222 15		20,623 45
8/6/2010	5/21/2012	800	CUMMINS INC	64,735 44	79,558 21		14,822 77
9/10/2009	5/21/2012	8,000	FORD MOTOR CO	59,612 00	80,798 98		21,186 98
1/27/2011	5/21/2012	1,400	TIFFANY & CO	82,883 50	85,488 10		2,604 60
8/20/2010	5/22/2012	500	CATERPILLAR INC	34,221 50	46,046 71		11,825 21
8/9/2010	5/22/2012	500	CUMMINS INC	40,662 95	50,785 71		10,122 76
10/26/2009	5/22/2012	6,500	FORD MOTOR CO	48,649 25	66,349 20		17,699.95
3/11/2009	5/22/2012	2,500	FREEPORT-MCMORAN COPPER & GOLD INC	56,388 55	80,551 44		24,162 89
1/27/2011	5/22/2012	300	TIFFANY & CO	17,760 75	18,470 61		709 86
8/20/2010	5/23/2012	500	CATERPILLAR INC	34,221 50	45,610 32		11,388 82
8/6/2010	5/23/2012	500	CUMMINS INC	40,459 65	50,032 97		9,573 32
10/26/2009	5/23/2012	6,500	FORD MOTOR CO	48,649 25	66,810 04		18,160 79
3/11/2009	5/23/2012	2,500	FREEPORT-MCMORAN COPPER & GOLD INC	56,388 55	80,860 93		24,472 38
1/27/2011	5/23/2012	300	TIFFANY & CO	17,760 75	18,348 36		587 61
1/27/2011	5/25/2012	500	TIFFANY & CO	29,601 25	28,143.66		(1,457 59)
3/11/2009	5/25/2012	5,200	FREEPORT-MCMORAN COPPER & GOLD INC	117,288 19	168,290 06		51,001 87
8/6/2010	5/25/2012	1,000	CUMMINS INC	80,919.30	98,788 48		17,869 18
8/20/2010	5/25/2012	1,100	CATERPILLAR INC	75,287 30	98,683 84		23,396 54
10/26/2009	5/25/2012	12,800	FORD MOTOR CO	95,801 60	134,304 82		38,503 22
8/20/2010	5/29/2012	1,050	CATERPILLAR INC	71,865 15	97,526 64		25,661 49
8/6/2010	5/29/2012	1,000	CUMMINS INC	80,919 30	101,323 93		20,404.63
10/26/2009	5/29/2012	12,900	FORD MOTOR CO	96,550 05	138,345 52		41,795 47
3/11/2009	5/29/2012	5,100	FREEPORT-MCMORAN COPPER & GOLD INC	115,032 64	169,956 24		54,923 60
1/27/2011	5/29/2012	550	TIFFANY & CO	32,561 37	31,477 50		(1,083 87)
8/20/2010	5/30/2012	3,050	CATERPILLAR INC	208,751 15	275,295 68		66,544 53
8/6/2010	5/30/2012	2,900	CUMMINS INC	234,665 97	288,009 36		53,343 39
10/26/2009	5/30/2012	38,100	FORD MOTOR CO	285,159 45	402,723 18		117,563.73
1/27/2011	5/30/2012	1,600	TIFFANY & CO	94,724 00	90,687 57		(4,036 43)
1/27/2011	6/4/2012	6,250	TIFFANY & CO	370,015 62	337,046 19		(32,969 43)
1/10/2012	6/4/2012	350	PRECISION CASTPARTS CORP	61,013 57	56,390 24	(4,623 33)	
5/11/2011	6/6/2012	1,600	BOEING CO	126,354 88	109,723 62		(16,631 26)
1/10/2012	6/6/2012	500	PRECISION CASTPARTS CORP	87,162 25	80,178 35	(6,983 90)	
8/20/2010	6/6/2012	700	CATERPILLAR INC	47,910 10	59,956 18		12,046 08
8/6/2010	6/6/2012	700	CUMMINS INC	56,643 51	66,151 67		9,508 16

9/10/2009	6/6/2012	8,500	FORD MOTOR CO	63,337 75	89,083 95	25,746 20
8/20/2010	6/25/2012	600	CATERPILLAR INC	41,065.80	49,702 77	8,636 97
8/6/2010	6/25/2012	600	CUMMINS INC	48,551 58	54,004 07	5,452 49
9/10/2009	6/25/2012	7,500	FORD MOTOR CO	55,886 25	74,925 56	19,039 31
8/20/2010	6/28/2012	400	CATERPILLAR INC	27,377 20	32,651 26	5,274 06
8/6/2010	6/28/2012	300	CUMMINS INC	24,275 79	27,077 39	2,801 60
8/20/2010	7/2/2012	800	CATERPILLAR INC	54,754 40	66,588 34	11,833 94
8/6/2010	7/2/2012	800	CUMMINS INC	64,735 44	76,511 48	11,776 04
9/10/2009	7/2/2012	11,000	FORD MOTOR CO	81,966 50	102,297 69	20,331.19
9/10/2009	8/7/2012	13,700	FORD MOTOR CO	102,085 55	127,770 17	25,684 62
9/10/2009	8/7/2012	8,800	FORD MOTOR CO	65,573 20	81,861 03	16,287 83
9/10/2009	8/7/2012	12,200	FORD MOTOR CO	90,908 30	112,974 33	22,066 03
9/10/2009	8/7/2012	12,200	FORD MOTOR CO	90,908 30	113,372 04	22,463.74
9/10/2009	8/7/2012	1,900	FORD MOTOR CO	14,157 85	17,707 60	3,549.75
10/26/2009	8/7/2012	6,200	FORD MOTOR CO	46,403.90	57,782 70	11,378 80
10/26/2009	8/7/2012	16,300	FORD MOTOR CO	121,997 35	151,959 85	29,962 50
10/26/2009	8/7/2012	4,100	FORD MOTOR CO	30,686 45	38,170 14	7,483 69
10/26/2009	8/7/2012	4,100	FORD MOTOR CO	30,686 45	38,170 14	7,483 69
10/26/2009	8/7/2012	4,100	FORD MOTOR CO	30,686 45	38,170 14	7,483 69
10/26/2009	8/7/2012	12,200	FORD MOTOR CO	91,310 90	113,474 52	22,163 62
10/26/2009	8/7/2012	12,200	FORD MOTOR CO	91,310 90	113,153 67	21,842 77
10/26/2009	8/7/2012	12,700	FORD MOTOR CO	95,053 15	117,791 12	22,737.97
8/7/2012	8/10/2012	19,000	DR HORTON INC	336,750 30	342,100 61	5,350 31
8/7/2012	8/10/2012	11,300	LENNAR CORP	343,221.68	349,545 22	6,323 54
4/26/2012	8/10/2012	2,600	STANLEY BLACK AND DECKER INC	191,803 04	177,136 10	(14,666 94)
5/11/2011	9/6/2012	4,000	BOEING CO	315,887 20	290,481 89	(25,405 31)
5/11/2011	10/1/2012	3,800	BOEING CO	300,092 84	266,369 09	(33,723 75)
5/11/2011	10/1/2012	700	BOEING CO	55,318 34	49,067 99	(6,250 35)
5/11/2011	10/1/2012	1,800	BOEING CO	142,247 16	125,801 70	(16,445 46)
5/11/2011	10/1/2012	2,600	BOEING CO	205,495 94	181,713 56	(23,782 38)
5/11/2011	10/2/2012	900	BOEING CO	71,133 21	62,724 45	(8,408 76)
5/11/2011	10/2/2012	3,500	BOEING CO	277,711 17	243,928 43	(33,782 74)
5/11/2011	10/2/2012	8,700	BOEING CO	690,310 63	603,281 01	(87,029 62)
4/15/2010	12/20/2012	112,400	FORD MOTOR CO WARRANTS	646,839 52	297,864 51	(348,975 01)
				<u>12,875,818 16</u>	<u>15,025,753 14</u>	<u>(29,803 54)</u>
						<u>2,179,138 52</u>
				<u>TOTAL CAPITAL GAIN</u>		<u>2,149,334 98</u>

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
SEE STATEMENT 1		PURCHASED		VARIOUS		VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
15,025,753.	13,617,268.	0.	0.	1,408,485.			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
FROM K-1S - SECTION 1256		PURCHASED		VARIOUS		VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
<76.>	0.	0.	0.	<76.>			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
DISPOSITION OF PIERRE, LLC		PURCHASED		VARIOUS		12/31/12	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
623,995.	624,576.	0.	0.	<581.>			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSITION OF TCW AMERICAS DEVELOPMENT ASSOCIATION, LP		PURCHASED	VARIOUS	12/31/12
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,216,887.	2,216,887.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ENRON SETTLEMENT - LITIGATION SETTLEMENT INCOME		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46,101.	0.	0.	0.	46,101.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ALLEGRIA II, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130,053.	0.	0.	0.	130,053.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ALEGRIA III, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
194,233.	0.	0.	0.	194,233.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ALEGRIA V, LLC		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,189.	0.	0.	0.	21,189.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONDOR RIDGE, LLC		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,931.	0.	0.	0.	7,931.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONDOR RIDGE III, LLC		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,554.	0.	0.	0.	2,554.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ELKINS HM INVESTMENTS, LLC		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23.	0.	0.	0.	23.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MANNING EUROPE INVESTORS, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,032.	0.	0.	0.	78,032.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORRISON 2000, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,149.	0.	0.	0.	6,149.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIERRE, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<231,014.>	0.	0.	0.	<231,014.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIERRA MEDIA INVESTMENTS, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<11,172.>	0.	0.	0.	<11,172.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STONEVIEW INVESTMENTS, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
583,738.	0.	0.	0.	583,738.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TCW AMERICAS DEVELOPEMENT ASSOCIATION, LP		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<16,664.>	0.	0.	0.	<16,664.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EIG ENERGY FUND XIV-A, LP		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<23,153.>	0.	0.	0.	<23,153.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TREKK OPPORTUNITY INVESTMENTS, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
209.	0.	0.	0.	209.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,196,037.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST & DIVIDENDS	320,041.	0.	320,041.
TOTAL TO FM 990-PF, PART I, LN 4	320,041.	0.	320,041.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1S - OTHER INCOME	0.	<9,948.>	
FROM K-1S - SECTION 1231 GAIN/LOSS	0.	302.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	<9,646.>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	39,000.	35,100.		1,750.
TO FORM 990-PF, PG 1, LN 16B	39,000.	35,100.		1,750.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	450,000.	405,000.		45,000.
FROM K-1 - ALLEGRIA II, LLC	0.	13,127.		0.
FROM K-1 - ALEGRIA III, LLC	0.	28,341.		0.
FROM K-1 - ALEGRIA V, LLC	0.	14,480.		0.
FROM K-1 - CONDOR RIDGE, LLC	0.	1,471.		0.

WILLAMETTA K. DAY FOUNDATION

95-6092476

FROM K-1 - CONDOR RIDGE			
III, LLC	0.	1,980.	0.
FROM K-1 - CONDOR RIDGE			
IV, LLC	0.	1,135.	0.
FROM K-1 - ELKINS HM			
INVESTMENTS, LLC	0.	6,860.	0.
FROM K-1 - LAUREL ROAD,			
LLC	0.	16,198.	0.
FROM K-1 - LAUREL			
MEZZANNIE	0.	107.	0.
FROM K-1 - MADRONO, LLC	0.	24,102.	0.
FROM K-1 - MANNING EUROPE			
INVESTORS, LLC	0.	621.	0.
FROM K-1 - MORRISON 2000,			
LLC	0.	15,518.	0.
FROM K-1 - PIERRE, LLC	0.	4,876.	0.
FROM K-1 - PINERIDGE, LLC	0.	86.	0.
FROM K-1 - SIERRA MEDIA			
INVESTMENTS, LLC	0.	317.	0.
FROM K-1 - STONEVIEW			
INVESTMENTS, LLC	0.	818.	0.
FROM K-1 - TCW AMERICAS			
DEVELOPMENT ASSOC., LP	0.	21,946.	0.
FROM K-1 - EIG ENERGY FUND			
XIV-A, LP	0.	3,354.	0.
FROM K-1 - TREKK			
OPPORTUNITY INVESTMENTS,			
LLC	0.	1,958.	0.
FROM K-1S - OTHER			
PORTFOLIO DEDUCTIONS	0.	1,071.	0.
TO FORM 990-PF, PG 1, LN 16C	450,000.	563,366.	45,000.

FORM 990-PF	TAXES	STATEMENT	6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	68,898.	0.		0.
FOREIGN TAX FROM K-1 -				
ALLEGRIA II, LLC	0.	3.		0.
FOREIGN TAX FROM K-1 -				
ALEGRIA III, LLC	0.	369.		0.
FOREIGN TAX FROM K-1 -				
ALEGRIA V, LLC	0.	31.		0.
FOREIGN TAX FROM K-1 -				
CONDOR RIDGE III, LLC	0.	13.		0.
FOREIGN TAX FROM K-1 -				
SIERRA MEDIA INVESTMENTS,	0.	18.		0.

WILLAMETTA K. DAY FOUNDATION

95-6092476

FOREIGN TAX FROM K-1 - TCW

AMERICAS DEVELOPMENT

ASSOC., LP	0.	2,262.	0.
TO FORM 990-PF, PG 1, LN 18	68,898.	2,696.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES	3,627.	3,264.		812.
FROM K-1 - ALLEGRIA II, LLC	0.	564.		0.
FROM K-1 - ALEGRIA III, LLC	0.	441.		0.
FROM K-1 - ALEGRIA V, LLC	0.	5.		0.
TO FORM 990-PF, PG 1, LN 23	3,627.	4,274.		812.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
CHANGE IN UNCONDITIONAL FUTURE CONTRIBUTIONS	654,628.
TOTAL TO FORM 990-PF, PART III, LINE 5	654,628.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK PORTFOLIO	24,615,321.	24,615,321.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,615,321.	24,615,321.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALEGRIA III, LLC	FMV	1,073,663.	1,073,663.
ALEGRIA V, LLC	FMV	380,481.	380,481.
ALLEGRIA II, LLC	FMV	543,738.	543,738.
CONDOR RIDGE, LLC	FMV	216,798.	216,798.
CONDOR RIDGE IV, LLC	FMV	147,957.	147,957.
CONDOR RIDGE III, LLC	FMV	861,189.	861,189.
ELKINS HM INVESTMENTS, LLC	FMV	318,309.	318,309.
MADRONO, LLC	FMV	988,332.	988,332.
MANNING EUROPE INVESTORS, LLC	FMV	56,409.	56,409.
MORRISON 2000, LLC	FMV	345,828.	345,828.
PIERRE, LLC	FMV	0.	0.
SIERRA MEDIA INVESTMENTS, LLC	FMV	19,787.	19,787.
STONEVIEW INVESTMENTS, LLC	FMV	76,470.	76,470.
EIG ENERGY FUND XIV-A, LP	FMV	1,661,621.	1,661,621.
TCW AMERICAS DEVELOPMENT	FMV		
ASSOCIATION, LP		0.	0.
TREKK OPPORTUNITY INVESTMENTS, LLC	FMV	100,836.	100,836.
LAUREL ROAD, LLC	FMV	3,645,989.	3,645,989.
LAUREL MEZZANINE, LLC	FMV	159,069.	159,069.
PINERIDGE, LLC	FMV	1,632,703.	1,632,703.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,229,179.	12,229,179.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITIES	38,684.	55,111.
TOTAL TO FORM 990-PF, PART II, LINE 22	38,684.	55,111.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	CHAIRMAN/TRUSTEE 1.00	0.	0.	0.
THEODORE J. DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	PRESIDENT/TRUSTEE 1.00	0.	0.	0.
HOWARD M. DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	VP/TRUSTEE 0.00	0.	0.	0.
TAMMIS DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	VP/TRUSTEE 0.00	0.	0.	0.
JERRY W. CARLTON 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	VP/TRUSTEE 1.00	0.	0.	0.
ALLISON M. KELLER 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	SECRETARY/TREASURER/TRUSTEE 1.00	0.	0.	0.
THOMAS JOSEPH DEEGAN-DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	TRUSTEE 0.00	0.	0.	0.
DOROTHY W. DAY 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	TRUSTEE 0.00	0.	0.	0.
LUCINDA M. FOURNIER 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	TRUSTEE 0.00	0.	0.	0.
HOWARD M. DAY, JR. 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1B
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

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

WKD Foundation
 2012 Grants and Contributions Paid During the Year
 January 1 - December 31, 2012

Name	Address	Amount	Date	Foundation Status of Recipient	Purpose of Grant or Contribution
Jane Goodall Institute For Wildlife Research Education and Conservation	4245 North Fairfax Drive, Suite 600 Arlington, VA 22203	2,500.00	01/09/12	Public	Unrestricted
NYU Hospitals Center (Langone Medical Center)	550 First Avenue New York, NY 10016	25,000.00	01/09/12	Public	Unrestricted
National Cowboy and Western Heritage Museum (Stop Payment 2/15)	1700 N E 63rd Street Oklahoma City, OK 73111	-	01/24/12	Public	Unrestricted
Center for the Study of the Presidency	1020 19th Street NW, Suite 250 Washington, DC 20036	50,000.00	02/03/12	Public	Unrestricted
Chimps Inc	PO Box 6973 Bend, Oregon 97708-6973	30,000.00	02/08/12	Public	Unrestricted
Boys and Girls Club of Truckee Meadows	2680 East 9th Street Reno, NV 89512	1,000.00	02/09/12	Public	Unrestricted
LA's BEST	200 North Spring Street Suite M-120 Los Angeles, CA 90012	20,000.00	02/13/12	Public	Unrestricted
National Cowboy and Western Heritage Museum	1700 N E 63rd Street Oklahoma City, OK 73111	2,500.00	02/16/12	Public	Unrestricted
OSU Foundation (Void)	850 SW 35th Street Corvallis, Oregon 97333	Void	02/28/12	Public	Unrestricted
The School Foundation Inc (Void)	PO Box 6566 Bend, Oregon 97708-6566	Void	02/28/12	Public	Unrestricted
Oakland Military Institute	3877 Lusk Street, Oakland, CA 94608	25,000.00	03/16/12	Public	Unrestricted
Trickle Up Program, Inc	156 Fifth Avenue, Ste 1100 New York, NY 10010	10,000.00	03/16/12	Public	Unrestricted
St John's Hospital & Health Center Foundation	2121 Santa Monica Blvd Santa Monica, CA 90404	5,000.00	03/21/12	Public	Unrestricted
Eureka College	300 East College Avenue, Eureka, IL 61530	12,500.00	03/27/12	Public	Unrestricted
OSU Foundation (Oregon State University Foundation) Void	850 SW 35th Street Corvallis, Oregon 97333	-	04/05/12	Public	Unrestricted
Northside Center for Child Development Inc	1301 Fifth Avenue, New York, NY 10029	12,500.00	04/05/12	Public	Unrestricted
Children's Diabetes Foundation at Denver	4380 S Syracuse Street, Suite 430 Denver, CO 80237	25,000.00	04/05/12	Public	Unrestricted
Carlthorp School	428 San Vicente Blvd, Santa Monica, CA 90402	2,500.00	04/10/12	Public	Unrestricted
Smith College	College Hall RM 204, 10 Elm Street, Northampton, MA 01063-6304	25,000.00	04/10/12	Public	Unrestricted
Johns Hopkins University	1101 E 33rd Street, Suite C200, Baltimore, MD 21218	7,500.00	04/10/12	Public	Unrestricted
Mananne Frostig Center of Educational Therapy	971 North Altadena Drive, Pasadena, CA 91107	1,000.00	04/17/12	Public	Unrestricted
University of Southern California/ USC Caruso	101 The Grove Drive, Los Angeles, CA 90036	50,000.00	04/18/12	Public	Unrestricted
Exceptional Children's Foundation	8740 Washington Blvd, Culver City, CA 90232	5,000.00	04/18/12	Public	Unrestricted
United Friends of the Children	1055 Wilshire Blvd, Suite 1955 Los Angeles, CA 90017	2,500.00	04/18/12	Public	Unrestricted
Homeboy Industries	130 West Bruno Street, Los Angeles, CA 90012	5,000.00	04/18/12	Public	Unrestricted
Library Foundation of Los Angeles	630 W Fifth Street, Los Angeles, CA 90071	5,000.00	04/25/12	Public	Unrestricted
Los Angeles Families for Autism Treatment (Void)	4733 Torrance Blvd #804 Torrance, CA 90503	-	04/26/12	Public	Unrestricted
Institute of International Education	809 United Nations Plaza New York, NY 10017	10,000.00	05/03/12	Public	Unrestricted
National Endowment for Democracy	1025 F Street, NW Suite 800, Washington, DC 20004	5,000.00	05/15/12	Public	Unrestricted
Tumalo PTC	19835 Second Street, Bend, OR 97701	3,000.00	05/15/12	Public	Unrestricted
Deschutes County 4-H Leaders Association	3893 SW Airport Way, Redmond, OR 97756	13,500.00	05/15/12	Public	Unrestricted
San Francisco Veterans Memorial Project	401 Van Ness Avenue, Suite 110, San Francisco, CA 94102	50,000.00	05/18/12	Public	Unrestricted
The Leukemia & Lymphoma Society Inc	1311 Mamaroneck Ave, Suite 310 White Plains, NY 10605	1,500.00	05/21/12	Public	Unrestricted
Madison Project-The Broad Stage	1310 11th Street, Santa Monica, CA 90401	10,000.00	05/22/12	Public	Unrestricted
Nevada Policy Research Institute	3155 E Patinck Lane, Suite 10 Las Vegas, NV 89120	1,000.00	05/22/12	Public	Unrestricted
Linfield College	900 S E Baker Street Unit A454 McMinnville, OR 97128	200,000.00	05/24/12	Public	Unrestricted
Linfield College	900 S E Baker Street Unit A454 McMinnville, OR 97128	90,000.00	05/24/12	Public	Unrestricted
Carlthorp School	428 San Vicente Blvd, Santa Monica, CA 90402	500.00	06/05/12	Public	Unrestricted
Homeboy Industries	130 West Bruno Street, Los Angeles, CA 90012	600.00	06/11/12	Public	Unrestricted
LA Forum for Architecture and Urban Design	PO Box 291774 Los Angeles, CA 90029-1774	3,000.00	06/11/12	Public	Unrestricted
Yale School of Architecture	PO Box 208242 New Haven, CT 06520-8242	30,000.00	06/11/12	Public	Unrestricted
Camp Kesem National	PO Box 1113 Lafayette, CA 94549	750.00	06/11/12	Public	Unrestricted
United States Artists	5757 Wilshire Blvd , Suite 580 Los Angeles, CA 90036	3,000.00	06/11/12	Public	Unrestricted
Project X Foundation for Art and Criticism (Void)	PO Box 41-437 Los Angeles, CA 90041	-	06/11/12	Public	Unrestricted
American Society for International Shanti (ASIS)	125 Gilbert Street, Unit 3 San Francisco, CA 94103	400.00	06/20/12	Public	Unrestricted
OSU Foundation (Oregon State University Foundation)	850 SW 35th Street Corvallis, Oregon 97333	14,250.00	06/25/12	Public	Unrestricted
The Children's Tumor Foundation	95 Pine Street, 16th Floor New York, NY 10005	10,000.00	06/25/12	Public	Unrestricted
Pan-Massachusetts Challenge	77 4TH Avenue Needham, MA 02494	1,000.00	06/25/12	Public	Unrestricted
Cate School	PO Box 5005 Carpenters, CA 93014	6,000.00	06/28/12	Public	Unrestricted
Pasadena Waldorf School	209 East Manposa Street, Altadena, CA 91001	30,000.00	06/28/12	Public	Unrestricted
Pan-Massachusetts Challenge	77 4TH Avenue Needham, MA 02494	1,000.00	07/02/12	Public	Unrestricted
Nevada Museum of Art	160 West Liberty Street, Reno, NV 89501	3,750.00	07/12/12	Public	Unrestricted
Oldfields School, Inc	1500 Glencoe Road, Glencoe, MD 21152	10,000.00	07/24/12	Public	Unrestricted
Smith College	College Hall RM 204, 10 Elm Street, Northampton, MA 01063-6304	2,000.00	07/24/12	Public	Unrestricted
Smith College	College Hall RM 204, 10 Elm Street, Northampton, MA 01063-6304	50,000.00	07/24/12	Public	Unrestricted
South Texas Chapter of Quail Coalition, Inc	P O Box Falfumas, TX 78355	1,000.00	07/27/12	Public	Unrestricted
The Library Foundation of Los Angeles	630 W Fifth Street, Los Angeles, CA 90071	2,500.00	07/27/12	Public	Unrestricted
Avon Products Foundation Incorporated	1345 Avenue of the Americas 4th Floor New York, NY 10105	2,500.00	08/07/12	Public	Unrestricted
South Texas Chapter of Quail Coalition, Inc	P O Box 532 Fallfumas, TX 78355	1,000.00	08/07/12	Public	Unrestricted
The Miracle Foundation, Inc	1506 W 6th Street, Austin, TX 78703	5,000.00	08/22/12	Public	Unrestricted
Mananne Frostig Center of Educational Therapy	971 North Altadena Dr, Pasadena, CA 91107	7,000.00	08/28/12	Public	Unrestricted
Los Angeles Police Foundation	515 South Flower Street, Suite 1680 Los Angeles, CA 90071	5,000.00	09/10/12	Public	Unrestricted
Dunn School	P O Box 98, Los Olivos, CA 93441	250,000.00	09/11/12	Public	Unrestricted
National Trust For Historic Preservation in the US	199 Elm Street New Canaan, CT 06840	7,500.00	09/11/12	Public	Unrestricted
Pasadena Educational Foundation	351 South Hudson Ave Pasadena, CA 91109	5,000.00	09/12/12	Public	Unrestricted
International Mental Health Research Organization/One Mind for Research	P O Box 680 Rutherford, CA 94573	2,500.00	09/20/12	Public	Unrestricted
The School Foundation Inc	P O Box 6566 Bend, OR 97708	750.00	09/25/12	Public	Unrestricted
LA Forum for Architecture and Urban Design	P O Box 291774 Los Angeles, CA 90029-1774	1,500.00	09/25/12	Public	Unrestricted

WKD Foundation
 2012 Grants and Contributions Paid During the Year
 January 1 - December 31, 2012

Name	Address	Amount	Date	Foundation Status of Recipient	Purpose of Grant or Contribution
Big Brothers Big Sisters of Northern Nevada Inc	745 W Moana Ln, Ste 200 Reno, NV 89509	500.00	09/27/12	Public	Unrestricted
Carlthorpe School	438 San Vicente Blvd Santa Monica, CA 90402	7,500.00	10/10/12	Public	Unrestricted
The Trustees of Princeton University	701 Carnegie Center Princeton, NJ 08540	500.00	10/10/12	Public	Unrestricted
Loyola High School of Los Angeles	1901 Venice Blvd Los Angeles, CA 90006	2,000.00	10/10/12	Public	Unrestricted
UCLA Foundation- UCLA Law School	405 Hilgard Avenue Los Angeles, CA 90095	250.00	10/10/12	Public	Unrestricted
Wright Foundation for Pediatric Ophthalmology and Strabismus	520 S San Vicente Blvd Los Angeles, CA 90048	7,500.00	10/10/12	Public	Unrestricted
Heal The Bay	1444 9th Street Santa Monica, CA 90401	1,000.00	10/10/12	Public	Unrestricted
Lacer Afterschool Programs	1718 N Cherokee Ave, Suite A Los Angeles, CA 90028	1,000.00	10/10/12	Public	Unrestricted
Marlborough School	250 South Rossmore Avenue Los Angeles, CA 90004	5,000.00	10/10/12	Public	Unrestricted
Husky Haven of LA Inc	40560 13th Street West Palmdale, CA 93551	1,000.00	10/11/12	Public	Unrestricted
The William F Harrah Automobile Foundation	10 Lake Street South, Reno, NV 89501	500.00	11/05/12	Public	Unrestricted
Cedars-Sinai Medical Center (Run for Her)	8700 Beverly Blvd Suite 2416 Los Angeles, CA 90048	2,500.00	11/07/12	Public	Unrestricted
Hayden Enterprises Giving Fund	963 SW Simpson Ave Suite 110 Bend, OR 97702	1,575.00	11/13/12	Public	Unrestricted
High Desert Museum	59800 S Hwy 97 Bend, OR 97702	3,105.00	11/13/12	Public	Unrestricted
Tumalo PTC	19835 Second Street, Bend, OR 97701	9,000.00	11/13/12	Public	Unrestricted
Community Health Alliance Foundation	1450 Ridgeview Drive, Suite 200 Reno, NV 89519	5,000.00	11/14/12	Public	Unrestricted
Nevada Area Council Boy Scouts of America	1745 South Wells Ave, Reno, NV 89502	15,000.00	11/14/12	Public	Unrestricted
Western Folklife Center	501 Railroad Street Elko, NV 89801	5,000.00	11/14/12	Public	Unrestricted
Sisters of Our Lady of Mount Carmel	1950 La Fond Drive, Reno, NV 89509	2,500.00	11/16/12	Public	Unrestricted
Protestant Episcopal Cathedral Foundation of the D of C (Void)	3101 Wisconsin Ave NW Washington, DC 20016	Void	11/16/12	Public	Unrestricted
The George W Bush Foundation	P O Box 600610 Dallas, TX 75206	50,000.00	11/27/12	Public	Unrestricted
Claremont McKenna College	500 East Ninth Street, Claremont, CA 91711	25,000.00	11/27/12	Public	Unrestricted
Robert Louis Stevenson School	3152 Forest Lake Road, Pebble Beach, CA 93953	250,000.00	11/27/12	Public	Unrestricted
Holy Cross School	5500 Pans Ave, New Orleans, LA 70122	14,000.00	11/27/12	Public	Unrestricted
Faubourg St Roch Project	618 Spain Street, New Orleans, LA 70117	6,000.00	11/27/12	Public	Unrestricted
Haleakala School	4160 Lower Kula Road, Kula, HI 96790	6,000.00	11/30/12	Public	Unrestricted
Haleakala School	4160 Lower Kula Road, Kula, HI 96790	15,000.00	11/30/12	Public	Unrestricted
St Anthony Educational Foundation Inc	PO Box 4633 Chapel Hill, NC 27515-4633	1,500.00	12/11/12	Public	Unrestricted
Council on Foreign Relations, Inc	58 E 68th Street New York, NY 10065	1,500.00	12/11/12	Public	Unrestricted
Pacific Council on International Policy	801 S Figueroa Street Los Angeles, CA 90017	1,500.00	12/11/12	Public	Unrestricted
Freeman Spogli Institute for International Studies	100 C Encina Hall Stanford, CA 94305-6055	1,500.00	12/11/12	Public	Unrestricted
National Security Initiative	1225 Eye Street NW, Suite 307 Washington, DC 20005	3,000.00	12/11/12	Public	Unrestricted
Bard College	30 Campus Road Annandale on Hudson, NY 12504	1,500.00	12/11/12	Public	Unrestricted
Project X Foundation for Art and Criticism	PO Box 41-437 Los Angeles, CA 90041	1,500.00	12/11/12	Public	Unrestricted
Good Shepherd Center for Homeless Women and Children	1650 Rockwood Street, Los Angeles, CA 90026	3,000.00	12/11/12	Public	Unrestricted
DonorsChoose Inc	213 West 35th St, 2nd Fl East New York, NY 10001	4,500.00	12/11/12	Public	Unrestricted
Liberty Hill Foundation	6420 Wilshire Blvd Suite 700 Los Angeles, CA 90048	3,000.00	12/11/12	Public	Unrestricted
The Ceres Community Project	PO Box 1562 Sebastopol, CA 95472	1,500.00	12/11/12	Public	Unrestricted
Resources for Infant Educarers	6720 Melrose Avenue, Suite 1 Los Angeles, CA 90038	3,000.00	12/11/12	Public	Unrestricted
Western Diocese of the Armenian Church of North America	3325 N Glendale Blvd Burbank, CA 91504	7,500.00	12/11/12	Public	Unrestricted
United Way, Inc	1150 S Olive Street, Suite T500 Los Angeles, CA 90015	1,500.00	12/11/12	Public	Unrestricted
The Leukemia & Lymphoma Society Inc	1311 Mamaroneck Ave Suite 310 White Plains, NY 10605	750.00	12/11/12	Public	Unrestricted
Angel City Chorale	PO Box 642118 Los Angeles, CA 90064	500.00	12/12/12	Public	Unrestricted
Malibu Foundation for Youth and Families	30215 Morning View Drne Malibu, CA 90265	500.00	12/12/12	Public	Unrestricted
Newport Center United Methodist Church	1601 Marguente, Corona del Mar, CA 92625	2,000.00	12/17/12	Public	Unrestricted
Orange County Community Foundation	4041 MacArthur Blvd , Suite 510 Newport Beach, CA 92660	500.00	12/17/12	Public	Unrestricted
Abilene Education Foundation	P O Box 1999, Abilene, TX 79604-1999	5,000.00	12/18/12	Public	Unrestricted
Dunn School	PO Box 98 Los Olivos, CA 93441	12,500.00	12/20/12	Public	Unrestricted
Chimpz Inc	PO Box 6973 Bend, OR 97708	36,300.00	12/20/12	Public	Unrestricted
Institute of International Education	809 United Nations Plaza New York, NY 10017	10,000.00	12/20/12	Public	Unrestricted
Manne Corps Scholarship Foundation Inc	4640 Admiralty Way Suite 406 Manne Del Rey, CA 90292	1,000.00	12/20/12	Public	Unrestricted
UCLA Foundation- Operation Mend	10920 Wilshire Blvd, 14th Fl Los Angeles, CA 90024	1,000.00	12/20/12	Public	Unrestricted
Malibu Foundation for Youth and Families	30215 Morning View Drne Malibu, CA 90265	250.00	12/26/12	Public	Unrestricted
Voided Checks		(1,500.00)			
TOTAL		1,707,230.00			

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.)
a SEE STATEMENT 1	P	VARIOUS	VARIOUS
b FROM K-1S - SECTION 1256	P	VARIOUS	VARIOUS
c DISPOSITION OF PIERRE, LLC	P	VARIOUS	12/31/12
d DISPOSITION OF TCW AMERICAS DEVELOPMENT ASSOCIATI	P	VARIOUS	12/31/12
e ENRON SETTLEMENT - LITIGATION SETTLEMENT INCOME	P	VARIOUS	VARIOUS
f ALLEGRIA II, LLC	P	VARIOUS	VARIOUS
g ALEGRIA III, LLC	P	VARIOUS	VARIOUS
h ALEGRIA V, LLC	P	VARIOUS	VARIOUS
i CONDOR RIDGE, LLC	P	VARIOUS	VARIOUS
j CONDOR RIDGE III, LLC	P	VARIOUS	VARIOUS
k ELKINS HM INVESTMENTS, LLC	P	VARIOUS	VARIOUS
l MANNING EUROPE INVESTORS, LLC	P	VARIOUS	VARIOUS
m MORRISON 2000, LLC	P	VARIOUS	VARIOUS
n PIERRE, LLC	P	VARIOUS	VARIOUS
o SIERRA MEDIA INVESTMENTS, LLC	P	VARIOUS	VARIOUS

(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 15,025,753.		12,875,818.	2,149,935.
b <76.>			<76.>
c 623,995.		624,576.	<581.>
d 2,216,887.		2,216,887.	0.
e 46,101.			46,101.
f 130,053.			130,053.
g 194,233.			194,233.
h 21,189.			21,189.
i 7,931.			7,931.
j 2,554.			2,554.
k 23.			23.
l 78,032.			78,032.
m 6,149.			6,149.
n <231,014.>			<231,014.>
o <11,172.>			<11,172.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,149,935.
b			<76.>
c			<581.>
d			0.
e			46,101.
f			130,053.
g			194,233.
h			21,189.
i			7,931.
j			2,554.
k			23.
l			78,032.
m			6,149.
n			<231,014.>
o			<11,172.>

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 }

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

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 STONEVIEW INVESTMENTS, LLC		P	VARIOUS	VARIOUS
b TCW AMERICAS DEVELOPEMENT ASSOCIATION, LP		P	VARIOUS	VARIOUS
c EIG ENERGY FUND XIV-A, LP		P	VARIOUS	VARIOUS
d TREKK OPPORTUNITY INVESTMENTS, LLC		P	VARIOUS	VARIOUS
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
(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 583,738.			583,738.	
b <16,664.>			<16,664.>	
c <23,153.>			<23,153.>	
d 209.			209.	
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(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			583,738.	
b			<16,664.>	
c			<23,153.>	
d			209.	
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	2,937,487.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}		3	N/A