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

2013

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, and ending

DBJ FOUNDATION
1301 EAST 9TH STREET #3500
CLEVELAND, OH 44114

A Employer identification number
34-1661482

B Telephone number (see the instructions)
(216) 928-2981

C If exemption application is pending, check here.

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

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

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

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 23,933,137.

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

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(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 (att sch)	44,000.			
2	Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	125.	125.	N/A	
4	Dividends and interest from securities	480,873.	480,873.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	1,885,442.			
b	Gross sales price for all assets on line 6a 21,737,870.				
7	Capital gain net income (from Part IV, line 2)		1,885,442.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	2,410,440.	2,366,440.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages	26,650.			26,650.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE ST 1	50.			50.
b	Accounting fees (attach sch) SEE ST 2	5,100.	2,550.		2,550.
c	Other prof. fees (attach sch) SEE ST 3	72,453.	72,453.		
17	Interest				
18	Taxes (attach Schedule X (see instrs)) SEE STM 4	3,929.	3,443.		486.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 5	63,600.			63,307.
24	Total operating and administrative expenses. Add lines 13 through 23	171,782.	78,446.		93,043.
25	Contributions, gifts, grants paid PART XV	1,049,000.			1,049,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,220,782.	78,446.		1,142,043.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,189,658.			
b	Net investment income (if negative, enter -0-)		2,287,994.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED AUG 27 2014

ADMINISTRATIVE EXPENSES

RECEIVED AUG 28 2014

OCCUPANCY

9-18 8

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	167,796.	381,677.	381,677.
	2 Savings and temporary cash investments			
	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 instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	50,000.		
	10a Investments – U.S. and state government obligations (attach schedule)	479,156.		
	b Investments – corporate stock (attach schedule) STATEMENT 6	10,382,234.	11,438,109.	12,329,550.
	c Investments – corporate bonds (attach schedule) STATEMENT 7	10,620,933.	11,068,145.	11,221,910.
	11 Investments – land, buildings, and equipment, basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
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)	21,700,119.	22,887,931.	23,933,137.	
LIABILITIES	17 Accounts payable and accrued expenses	2,738.	892.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	2,738.	892.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	21,697,381.	22,887,039.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	21,697,381.	22,887,039.		
31 Total liabilities and net assets/fund balances (see instructions)	21,700,119.	22,887,931.		

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	21,697,381.
2 Enter amount from Part I, line 27a	2	1,189,658.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	22,887,039.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	22,887,039.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 8			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	1,885,442.
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	28,785.

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 (column (b) divided by column (c))
	2012	1,390,995.	22,507,722.	0.061801
	2011	882,281.	22,623,261.	0.038999
	2010	818,655.	21,409,603.	0.038238
	2009	823,006.	19,324,368.	0.042589
	2008	1,536,369.	25,437,221.	0.060398

2 Total of line 1, column (d)	2	0.242025
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	0.048405
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . .	4	23,129,975.
5 Multiply line 4 by line 3	5	1,119,606.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,880.
7 Add lines 5 and 6	7	1,142,486.
8 Enter qualifying distributions from Part XII, line 4	8	1,142,043.

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)

1 a 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 instrs)			
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		1	45,760.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	45,760.
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	45,760.
6 Credits/Payments:			
a 2013 estimated tax prmts and 2012 overpayment credited to 2013	6 a	16,324.	
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	40,676.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	57,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	549.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,691.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 10,691. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>OH</u>		
b <i>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</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>DBJFOUNDATION.ORG</u>	X		
14	The books are in care of <u>AVERY & GREIG, LLP</u> Telephone no <u>(310) 829-7654</u> Located at <u>2811 WILSHIRE BLVD #700 SANTA MONICA CA</u> ZIP + 4 <u>90403</u>			
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	N/A		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country		Yes	No
				X

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

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

		Yes	No
1 a	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? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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 2013?	1 c	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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 2013 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 2013.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2013?	4 b	X

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

5 a 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)? (see instructions) 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)? Yes No

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? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

7 a 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? Yes No

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
DAVID H. JACOBS JR. 235 ENTRADA DR SANTA MONICA, CA 90402	TRUSTEE 10.00	0.	0.	0.

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

BAA

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	1 a	23,213,497.
b	Average of monthly cash balances	1 b	231,211.
c	Fair market value of all other assets (see instructions)	1 c	37,500.
d	Total (add lines 1a, b, and c)	1 d	23,482,208.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,482,208.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	352,233.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,129,975.
6	Minimum investment return. Enter 5% of line 5	6	1,156,499.

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	1,156,499.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	45,760.
b	Income tax for 2013. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	45,760.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,110,739.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,110,739.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,110,739.

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	1 a	1,142,043.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,142,043.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,142,043.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,110,739.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				139,171.
f Total of lines 3a through e	139,171.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,142,043.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				1,110,739.
e Remaining amount distributed out of corpus	31,304.			
5 Excess distributions carryover applied to 2013 (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	170,475.			
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 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	170,475.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				139,171.
e Excess from 2013				31,304.

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 DAVID H. JACOBS JR.

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 NONE

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

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

 SEE STATEMENT 9

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

 SEE STATEMENT FOR LINE 2A

c Any submission deadlines

 SEE STATEMENT FOR LINE 2A

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

 SEE STATEMENT FOR LINE 2A

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 10				
Total			▶ 3 a	1,049,000.
b Approved for future payment				
Total			▶ 3 b	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

DBJ FOUNDATION

Employer identification number

34-1661482

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Form 990-PF

Section:

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2013)

or 990-PF.

Name of organization DBJ FOUNDATION	Employer identification number 34-1661482
---	---

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID JACOBS ----- 235 ENTRADA DR ----- SANTA MONICA, CA 90402 -----	\$ 44,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
DBJ FOUNDATION

Employer identification number
34-1661482

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ _____ N/A
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	

SCHEDULE D
(Form 1041)

Capital Gains and Losses

OMB No 1545 0092

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 1041, Form 5227, or Form 990-T.**
▶ **Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.**
▶ **Information about Schedule D and its separate instructions is at www.irs.gov/form1041.**

2013

Name of estate or trust

Employer identification number

DBJ FOUNDATION

34-1661482

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses – Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below The form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, col (g)	(h) Gain or (loss) Subtract col (e) from col (d) & combine the result with col. (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b	5,317,933.	5,342,534.		-24,601.
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	190,061.	136,675.		53,386.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6
7 Net short-term gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on page 2				7 28,785.

Part II Long-Term Capital Gains and Losses – Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below The form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, col. (g)	(h) Gain or (loss) Subtract col (e) from col (d) & combine the result with col (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b	1,871,962.	1,754,418.		117,544.
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	7,218,939.	7,214,024.		4,915.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	7,041,554.	5,404,777.		1,636,777.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions		SEE STATEMENT 1		13 97,420.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15
16 Net long-term gain or (loss). Combine lines 8a through 15 in column (f) Enter here and on line 18a, column (3) on page 2				16 1,856,656.

Part III Summary of Parts I and II <i>Caution: Read the instructions before completing this part.</i>		(1) Beneficiaries' (see instructions)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		28,785.
18	Net long-term gain or (loss):			
	a Total for year	18a		1,856,656.
	b Unrecaptured section 1250 gain (see line 18 of the worksheet)	18b		
	c 28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a	19		1,885,441.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
	a The loss on line 19, column (3) or b \$3,000	20

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, column (2) or line 18c, column (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34 is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, column (2) or line 18c, column (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	
28	Enter the smaller of the amount on line 21 or \$2,450	28	
29	Enter the smaller of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%.	30	
31	Enter the smaller of line 21 or 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the smaller of line 21 or \$11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the smaller of line 32 or line 35	36	
37	Multiply line 36 by 15%	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38. If zero or less, enter -0-	40	
41	Multiply line 40 by 20%	41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41 and 42	43	
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45	

2013

FEDERAL STATEMENTS

PAGE 1

CLIENT 039990-D

DBJ FOUNDATION

34-1661482

8/08/14

04 10PM

STATEMENT 1
SCHEDULE D, LINE 13
CAPITAL GAIN DISTRIBUTIONS

AMERICAN FUNDS
SCHWAB INVESTMENTS

	\$	14,313.
		<u>83,107.</u>
TOTAL	\$	<u><u>97,420.</u></u>

FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCK
AMERICAN FUNDS

<u>QUANTITY</u>	<u>DESCRIPTION</u>	<u>SYMBOL</u>	<u>COST BASIS</u>	<u>CURRENT VALUE</u>
1,150 455	NEW WORLD FUND-A	NEWFX	<u>54,395.64</u>	<u>67,589 23</u>
TOTAL CORPORATE STOCK - AMERICAN FUNDS			<u>54,395.64</u>	<u>67,589.23</u>

FORM 990-PF, PART II, LINE 10B
 INVESTMENTS - CORPORATE STOCK
 SCHWAB INVESTMENTS

QUANTITY	DESCRIPTION	SYMBOL	COST BASIS	CURRENT VALUE
69,303 030	AQR DIVERSIFIED ARBITRAGE	ADAIX	777,600 00	755,403.03
99,716 572	AQR MGD FUTURES STRAT FD CL	AQMIX	1,050,327.10	1,055,998 50
107,325 787	AQR MULTI STRATEGY ALT FD I	ASAIX	1,063,865 17	1,049,646.20
102,898 228	AQR STYLE PREMIA ALT	QSPIX	1,048,552.94	1,047,503.96
10,250 677	DFA EMERGING MARKETS CORE I	DFCEX	191,912 21	199,478.17
38,478 743	DFA INVT GRP INC INL	DFIVX	700,331 95	763,033.47
9,152 064	DFA REAL ESTATE SECURITIES P	DFREX	252,800 00	237,313.02
55,737 405	DFA US LARGE CAP	DFLVX	1,529,956.97	1,762,416 75
11,293 094	DFA US MICRO CAP PORT	DFSCX	207,700 00	227,104.12
14,102 257	DFA US SMALL CAP	DFSVX	353,579.11	499,360 92
51,687 246	DFA INTL LARGE CAP GWTH	DILRX	572,713 49	624,381 93
14,041 843	DFA INTL SMALL CAP GWTH	DISMX	161,219 07	176,927 22
10,680 014	DFA INTL SMALL CAP	DISVX	196,530 89	217,338 28
28,632 270	DFA US SMALL CAP GROWTH	DSCGX	361,929 95	405,719 27
109,163 309	DFA US LARGE CAP GROWTH	DUSLX	1,302,336 62	1,440,955.68
165,536 419	WOA ALL ASSET I FD CL I	WOAIX	1,612,357 44	1,799,380 87
TOTAL CORPORATE STOCK - SCHWAB INVESTMENTS			11,383,712.91	12,261,961.39

FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS
SCHWAB INVESTMENTS

QUANTITY	DESCRIPTION	SYMBOL	COST BASIS	CURRENT VALUE
144,015.191	DFA SHORT TERM EXTENDED	DFEQX	1,541,651 00	1,552,483 76
77,291 542	DFA TWO YEAR GLOBAL FIXED IN	DFGFX	776,800 00	773,688 34
145,766.654	DFA SHORT TERM GOVT PORT	DFFGX	<u>1,565,511 66</u>	<u>1,548,041 87</u>
TOTAL CORPORATE BONDS - SCHWAB INVESTMENTS			<u><u>3,883,962.66</u></u>	<u><u>3,874,213.97</u></u>

FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS
AMERICAN FUNDS

QUANTITY	DESCRIPTION	SYMBOL	COST BASIS	CURRENT VALUE
1,251 950	AMERICAN FUNDS MONEY FUND-A	AFAXX	1,251.95	1,251 95
12,579 750	AMERICAN MUTUAL FUND-A	AMRMX	414,976 83	437,901 10
235,119 716	INCOME FUND OF AMERICA-A	AMECX	4,714,479.64	4,855,222 14
2,967 061	NEW PERSPECTIVE FUND-A	ANWPX	105,770 52	111,442.81
194,576 909	SHORT-TERM BOND FUND OF AMERICA-A	ASBAX	<u>1,947,703.16</u>	<u>1,941,877.55</u>
TOTAL CORPORATE BONDS - AMERICAN FUNDS			<u>7,184,182.10</u>	<u>7,347,695.55</u>

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization or other filer, see instructions DBJ FOUNDATION	Employer identification number (EIN) or 34-1661482
	Number, street, and room or suite number. If a P O box, see instructions 1301 EAST 9TH STREET #3500	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CLEVELAND, OH 44114	

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

04

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

- The books are in the care of ▶ AVERY & GREIG, LLP

Telephone No ▶ (310) 829-7654 Fax No ▶ (310) 829-7659

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2014, to file the exempt organization return for the organization named above

The extension is for the organization's return for

- ▶ calendar year 2013 or
- ▶ tax year beginning _____, 20____, and ending _____, 20____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	57,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	16,324.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	40,676.

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

CLIENT 039990

DBJ FOUNDATION

34-1661482

8/12/14

03:48PM

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 50.			\$ 50.
TOTAL	<u>\$ 50.</u>	<u>\$ 0.</u>		<u>\$ 50.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 5,100.	\$ 2,550.		\$ 2,550.
TOTAL	<u>\$ 5,100.</u>	<u>\$ 2,550.</u>		<u>\$ 2,550.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISOR FEES	\$ 72,453.	\$ 72,453.		
TOTAL	<u>\$ 72,453.</u>	<u>\$ 72,453.</u>		<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN PAYROLL TAXES	\$ 3,443. 486.	\$ 3,443.		\$ 486.
TOTAL	<u>\$ 3,929.</u>	<u>\$ 3,443.</u>		<u>\$ 486.</u>

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**STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 260.			
GRANT SUPPORT	61,274.			\$ 61,241.
INSURANCE	2,066.			2,066.
TOTAL	\$ 63,600.	\$ 0.		\$ 63,307.

**STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS**

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS (SEE ATTACHED)	COST	\$ 54,396.	\$ 67,589.
SCHWAB INVESTMENTS (SEE ATTACHED)	COST	11,383,713.	12,261,961.
TOTAL		\$ 11,438,109.	\$ 12,329,550.

**STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS**

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHWAB INVESTMENTS (SEE ATTACHED)	COST	\$ 3,883,963.	\$ 3,874,214.
AMERICAN FUNDS (SEE ATTACHED)	COST	7,184,182.	7,347,696.
TOTAL		\$ 11,068,145.	\$ 11,221,910.

**STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	3,491.124 AQR MGD FUTURES STRAT FD CL I	PURCHASED	5/06/2013	8/09/2013
2	65,349.949 AQR MULTI STRATEGY ALT FD CL I	PURCHASED	VARIOUS	12/26/2013
3	41,975.839 AQR MULTI STRATEGY ALT FD CL I	PURCHASED	VARIOUS	12/26/2013
4	239.708 DFA EMERGING MARKETS CORE EQUITY PORT	PURCHASED	8/09/2013	12/23/2013
5	10,224.097 DFA EMERGING MKTS	PURCHASED	12/26/2012	5/20/2013
6	3,265.823 DFA INTL LARGE CAP GWTH	PURCHASED	8/09/2013	12/23/2013
7	780.856 DFA INTL SMALL CAP	PURCHASED	8/09/2013	12/23/2013
8	965.126 DFA INTL SMALL CAP GWTH	PURCHASED	8/09/2013	12/23/2013
9	2,388.290 DFA INVT GRP INC INL	PURCHASED	8/09/2013	12/23/2013
10	130,693.802 DFA SHORT TERM EXTENDED QUALITY PORT INSTL	PURCHASED	VARIOUS	8/09/2013

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
11	119,739.739 DFA T.A. WORLD EX U.S. CORE EQUITY PORT	PURCHASED	VARIOUS	8/09/2013
12	53,888.718 DFA T.A. WORLD EX U.S. CORE EQUITY PORT	PURCHASED	VARIOUS	8/09/2013
13	777.180 DFA US LARGE CAP	PURCHASED	VARIOUS	8/09/2013
14	33,340.261 DFA US LARGE CAP	PURCHASED	VARIOUS	8/09/2013
15	1,072.040 DFA US LARGE CAP	PURCHASED	VARIOUS	12/23/2013
16	4,065.692 DFA US LARGE CAP	PURCHASED	VARIOUS	12/23/2013
17	9,854.294 DFA US LARGE CAP GROWTH	PURCHASED	8/09/2013	12/23/2013
18	110.810 DFA US SMALL CAP	PURCHASED	VARIOUS	8/09/2013
19	26,812.267 DFA US SMALL CAP	PURCHASED	VARIOUS	8/09/2013
20	1,384.615 DFA US SMALL CAP	PURCHASED	VARIOUS	12/23/2013
21	3,082.920 DFA US SMALL CAP GROWTH	PURCHASED	8/09/2013	12/23/2013
22	3,904.240 VANGUARD GROWTH INDEX FD SIGNAL	PURCHASED	1/13/2011	8/09/2013
23	42,689.482 VANGUARD GROWTH INDEX FD SIGNAL	PURCHASED	1/13/2011	8/09/2013
24	3,967.358 VANGUARD GROWTH INDEX FD SIGNAL	PURCHASED	12/21/2012	8/09/2013
25	22,594.412 VANGUARD INDEX SM CAP	PURCHASED	VARIOUS	8/09/2013
26	56,710.775 WOA ALL ASSET I FD CL I	PURCHASED	VARIOUS	5/06/2013
27	65,484.478 WOA ALL ASSET I FD CL I	PURCHASED	VARIOUS	5/20/2013
28	35,214.425 WOA ALL ASSET I FD CL I	PURCHASED	VARIOUS	8/09/2013
29	5,744.292 WOA ALL ASSET I FD CL I	PURCHASED	VARIOUS	12/23/2013
30	221,686.747 CAPITAL WORLD BOND FUND	PURCHASED	VARIOUS	5/21/2013
31	4,819.277 CAPITAL WORLD BOND FUND	PURCHASED	VARIOUS	5/21/2013
32	19,277.108 CAPITAL WORLD BOND FUND	PURCHASED	VARIOUS	5/21/2013
33	2,022.237 CAPITAL WORLD BOND FUND	PURCHASED	3/27/2012	5/21/2013
34	79,330.344 CAPITAL WORLD BOND FUND	PURCHASED	VARIOUS	5/21/2013
35	11,729.024 CAPITAL WORLD BOND FUND	PURCHASED	VARIOUS	5/21/2013
36	177,084.925 INTERMEDIATE BOND FUND OF AMERICA-A	PURCHASED	VARIOUS	6/11/2013
37	21,042.084 SHORT-TERM BOND FUND OF AMERICA-A	PURCHASED	VARIOUS	8/12/2013
38	25,050.100 SHORT-TERM BOND FUND OF AMERICA-A	PURCHASED	VARIOUS	12/20/2013
39	131.801 U.S. GOVERNMENT SECURITIES FUND	PURCHASED	VARIOUS	5/22/2013
40	33,653.679 U.S. GOVERNMENT SECURITIES FUND	PURCHASED	VARIOUS	5/22/2013
41	1,147.247 U.S. GOVERNMENT SECURITIES FUND	PURCHASED	VARIOUS	5/22/2013
42	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	35,380.		36,973.	-1,593.				\$ -1,593.
2	621,733.		642,002.	-20,269.				-20,269.
3	426,820.		440,735.	-13,915.				-13,915.
4	4,580.		4,488.	92.				92.
5	307,925.		300,000.	7,925.				7,925.
6	38,680.		36,187.	2,493.				2,493.
7	15,480.		14,369.	1,111.				1,111.
8	11,880.		11,081.	799.				799.
9	46,480.		43,468.	3,012.				3,012.
10	1412780.		1398320.	14,460.				14,460.
11	1147093.		938,988.	208,105.				208,105.
12	516,248.		508,100.	8,148.				8,148.
13	22,235.		15,812.	6,423.				6,423.
14	953,845.		584,707.	369,138.				369,138.

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
15	33,465.		23,972.	9,493.				\$ 9,493.
16	126,915.		69,843.	57,072.				57,072.
17	128,480.		117,563.	10,917.				10,917.
18	3,659.		2,667.	992.				992.
19	885,321.		616,543.	268,778.				268,778.
20	48,580.		35,176.	13,404.				13,404.
21	43,480.		38,970.	4,510.				4,510.
22	154,528.		201,401.	-46,873.				-46,873.
23	1656598.		1191285.	465,313.				465,313.
24	190,060.		136,675.	53,385.				53,385.
25	704,474.		403,690.	300,784.				300,784.
26	599,975.		567,767.	32,208.				32,208.
27	696,075.		654,854.	41,221.				41,221.
28	361,280.		352,149.	9,131.				9,131.
29	62,880.		57,444.	5,436.				5,436.
30	4600000.		4607052.	-7,052.				-7,052.
31	100,000.		100,153.	-153.				-153.
32	400,000.		400,613.	-613.				-613.
33	41,961.		42,695.	-734.				-734.
34	1646105.		1644074.	2,031.				2,031.
35	243,377.		247,635.	-4,258.				-4,258.
36	2401272.		2423209.	-21,937.				-21,937.
37	210,000.		210,630.	-630.				-630.
38	250,000.		250,740.	-740.				-740.
39	1,852.		1,882.	-30.				-30.
40	472,834.		462,132.	10,702.				10,702.
41	16,119.		16,384.	-265.				-265.
42								97,421.
								TOTAL \$ <u>1885442.</u>

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME: DAVID H. JACOBS, JR.

CARE OF:

STREET ADDRESS: 235 ENTRADA DR
CITY, STATE, ZIP CODE: SANTA MONICA, CA 90402

TELEPHONE:

E-MAIL ADDRESS:

FORM AND CONTENT:

A LETTER THAT INDICATES THE PURPOSE, THE INTENT, AND PROJECTED DATE.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS ON AWARDS:

LIMITED TO RELIGIOUS, COMMUNITY, AND CHARITABLE PROGRAMS.

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STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CLEVELAND FOOD BANK 15500 SOUTH WATERLOO RD CLEVELAND, OH 44110			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	\$ 50,000.
CLEVELAND SIGHT CENTER 1900 EAST 101ST ST, P.O. BOX 1988 CLEVELAND, OH 44106			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	50,000.
CLEVELAND ZOOLOGICAL SOCIETY 3900 WILDLIFE WAY CLEVELAND, OH 44109			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	50,000.
EITELJORG MUSEUM 500 W WASHINGTON ST INDIANAPOLIS, IN 46204			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	25,000.
GLSEN 90 BROAD ST NEW YORK, NY 10004			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	50,000.
INDIANA UNIVERSITY FOUNDATION P.O. BOX 500 BLOOMINGTON, IN 47402			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	174,000.
JACOBS AQUATIC CENTER 320 LAGUNA AVE KEY LARGO, FL 33037			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	20,000.
LAKE ERIE SCIENCE CENTER 28728 WOLF ROAD BAY VILLAGE, OH 44140			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	100,000.
PROVIDENCE HOUSE 2037 WEST 32ND ST CLEVELAND, OH 44113			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	30,000.
UNITED CEREBRAL PALSY OF GREATER CLEVELA 10011 EUCLID AVE CLEVELAND, OH 44106			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	20,000.
VOCATIONAL GUIDANCE SERVICES 2239 EAST 55TH ST CLEVELAND, OH 44103			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	10,000.

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STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY RADIATION MEDICINE FOUNDATION 60 SOUTH PARK PL PAINESVILLE, OH 44077			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	\$ 240,000.
CORNUCOPIA INC 18120 SLOANE AVENUE LAKEWOOD, OH 44107			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	30,000.
HAND IN HAND PARENTING 555 WAVERLY ST, EDUCATION BLDG, 25 PALO ALTO, CA 94301			CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND	200,000.
			TOTAL	\$ <u>1,049,000.</u>

2013

FEDERAL SUPPORTING DETAIL

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**OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS**

WELLS FARGO

TOTAL \$ 125.
\$ 125.

**OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.**

AMERICAN FUNDS
SCHWAB

\$ 0.
0.
561,069.
-83,107.
2,911.
TOTAL \$ 480,873.

**BALANCE SHEET
CASH-NON-INTEREST-BEARING**

WELLS FARGO
SCHWAB

\$ 277,115.
104,562.
TOTAL \$ 381,677.