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Form 990-PF

Return of Private Foundation

2013

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Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

| | | |
|---|--|---|
| Name of foundation THE JUNE FOUNDATION | | A Employer identification number 95-4745292 |
| Number and street (or P O box number if mail is not delivered to street address) 5757 WILSHIRE BLVD SUITE 345 | | B Telephone number (see instructions) (323) 648-3292 |
| City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90036 | | |
| 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 | | C If exemption application is pending, check here <input type="checkbox"/> <input checked="" type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | D 1. Foreign organizations, check here <input type="checkbox"/> <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <input checked="" type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,523,534 | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <input checked="" type="checkbox"/> |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i> | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> <input checked="" type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | 556,396 | | | |
| | 2 Check <input type="checkbox"/> <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. | 1,064,659 | 1,059,757 | | |
| | 5a Gross rents | 16,976 | 16,976 | | |
| | b Net rental income or (loss) 16,976 | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 1,049,255 | | | |
| | b Gross sales price for all assets on line 6a 32,901,130 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 1,049,255 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | 39,561 | 320 | | |
| | 12 Total. Add lines 1 through 11 | 2,726,847 | 2,126,308 | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 102,547 | 51,273 | | 51,274 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | 107 | 54 | | 53 |
| | b Accounting fees (attach schedule) | 11,683 | 5,842 | | 5,841 |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | 17,427 | 17,427 | | 0 |
| | 18 Taxes (attach schedule) (see instructions) | 12,722 | 7,695 | | 4,867 |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 252,078 | 249,143 | | 1,432 |
| | 24 Total operating and administrative expenses. | | | | |
| | Add lines 13 through 23 | 396,564 | 331,434 | | 63,467 |
| | 25 Contributions, gifts, grants paid. | 820,392 | | | 820,392 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 1,216,956 | 331,434 | | 883,859 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 1,509,891 | | | |
| | b Net investment income (if negative, enter -0-) | | 1,794,874 | | |
| | c Adjusted net income (if negative, enter -0-) | | | | |

| Part III Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|---------------------------------------|--|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | | | | |
| 1 | Cash—non-interest-bearing | | | |
| 2 | Savings and temporary cash investments | 1,706,681 | 1,886,638 | 1,886,638 |
| 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 schedule) ► 2,422,186 | 231,953 | 2,422,186 | 2,422,186 |
| | Less allowance for doubtful accounts ► 0 | | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | | |
| 10a | Investments—U S and state government obligations (attach schedule) | 92,611 | 92,611 | 96,993 |
| b | Investments—corporate stock (attach schedule) | 6,206,480 | 4,261,134 | 4,283,851 |
| c | Investments—corporate bonds (attach schedule) | | | |
| 11 | Investments—land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| 12 | Investments—mortgage loans | | | |
| 13 | Investments—other (attach schedule) | 7,520,478 | 8,608,616 | 8,833,866 |
| 14 | Land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| 15 | Other assets (describe ►) | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 15,758,203 | 17,271,185 | 17,523,534 |
| Liabilities | | | | |
| 17 | Accounts payable and accrued expenses | | | |
| 18 | Grants payable | | | |
| 19 | Deferred revenue | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | |
| 22 | Other liabilities (describe ►) | 0 | 3,085 | 3,085 |
| 23 | Total liabilities (add lines 17 through 22) | 0 | 3,085 | |
| Net Assets or Fund Balances | | | | |
| 24 | Unrestricted | | | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| 27 | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| 28 | Capital stock, trust principal, or current funds | 0 | 0 | |
| 29 | Paid-in or capital surplus, or land, bldg , and equipment fund | 0 | 0 | |
| 30 | Retained earnings, accumulated income, endowment, or other funds | 15,758,203 | 17,268,100 | |
| 31 | Total net assets or fund balances (see page 17 of the instructions) | 15,758,203 | 17,268,100 | |
| | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 15,758,203 | 17,271,185 | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--|---|------------|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 15,758,203 |
| 2 | Enter amount from Part I, line 27a | 2 | 1,509,891 |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | 6 |
| 4 | Add lines 1, 2, and 3 | 4 | 17,268,100 |
| 5 | Decreases not included in line 2 (itemize) ► | 5 | 0 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 17,268,100 |

Part IV Capital Gains and Losses for Tax on Investment Income

| | | | |
|--|---|---|---|
| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|---|---|---|

| | | | |
|-------------------------------------|--|--|--|
| 1a See Additional Data Table | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

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

| | | | |
|---|---|---|---|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a See Additional Data Table | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 1,049,255 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | 3 | |

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

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

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

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

 Yes No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---|---|--|
| 2012 | 784,910 | 16,194,716 | 0.048467 |
| 2011 | 853,763 | 16,762,509 | 0.050933 |
| 2010 | 562,622 | 15,441,440 | 0.036436 |
| 2009 | 563,655 | 12,404,775 | 0.045439 |
| 2008 | 281,929 | 9,879,891 | 0.028536 |
| 2 Total of line 1, column (d). | | | 2 0.209811 |
| 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 0.041962 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | | | 4 17,092,357 |
| 5 Multiply line 4 by line 3. | | | 5 717,229 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | | | 6 17,949 |
| 7 Add lines 5 and 6. | | | 7 735,178 |
| 8 Enter qualifying distributions from Part XII, line 4. | | | 8 883,859 |

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 page 18 of the instructions)

| | | | |
|---|--|----|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | 1 | 17,949 |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | 0 |
| 3 | Add lines 1 and 2. | 3 | 17,949 |
| 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 | 17,949 |
| 6 | Credits/Payments | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 11,334 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 45,000 |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments Add lines 6a through 6d. | 7 | 56,334 |
| 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 | 38,385 |
| 11 | Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 38,385 Refunded <input type="checkbox"/> | 11 | 0 |

Part VII-A Statements Regarding Activities

| | | Yes | No |
|--|---|------------|-----------|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | No |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | No |
| <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> | | | |
| c | Did the foundation file Form 1120-POL for this year? | 1c | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input 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> | 2 | No |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | 3 | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | Yes |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | Yes |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | 5 | No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | Yes |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | 7 | Yes |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i> | 8b | Yes |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | 9 | No |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | 10 | No |

Part VII-A Statements Regarding Activities (continued)

| | | |
|----|-----|----|
| 11 | | No |
| 12 | Yes | |
| 13 | Yes | |

Website address ► N/A

14 The books are in care of ► MATTHEW KEST Telephone no ► (323) 648-3292
 Located at ► 5757 WILSHIRE BLVD SUITE 345 LOS ANGELES CA ZIP +4 ► 90036

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

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? ► 16

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

| | Yes | No |
|---|-----|----|
| 1a During the year did the foundation (either directly or indirectly) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► 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? ► Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► 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 page 20 of the instructions)? ► | 1b | |
| Organizations relying on a current notice regarding disaster assistance check here. ► | | |
| 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 2013? ► | 1c | No |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____ | 2b | |
| 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). ► | | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No | 3b | |
| 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). ► | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► | 4a | No |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? ► | 4b | No |

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

| | | | |
|---|--|---|----------|
| 5a | During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> | | 5b |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i> | | | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i> | | 6b No |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | 7b |

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

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions)

| 2. List all officers, directors, trustees, foundation managers and their compensation (see instructions). | | | | |
|---|--|--|--|---|
| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account other allowances |
| MICHAEL KEST 5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036 | PRESIDENT 2 00 | 0 | 0 | |
| MATTHEW KEST 5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036 | CFO 40 00 | 102,547 | 0 | |
| JOSEF MANELA 5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036 | SECRETARY 1 00 | 0 | 0 | |

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

| 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 | | | | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | | 0 |

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

| | | | |
|---|--|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities. | 1a | 6,220,688 |
| b | Average of monthly cash balances. | 1b | 2,259,674 |
| c | Fair market value of all other assets (see instructions). | 1c | 8,872,285 |
| d | Total (add lines 1a, b, and c). | 1d | 17,352,647 |
| 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 | 17,352,647 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 260,290 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 17,092,357 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 854,618 |

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 | 854,618 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. | 2a | 17,949 |
| b | Income tax for 2013 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 17,949 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 836,669 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 836,669 |
| 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 | 836,669 |

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 | 883,859 |
| 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 | 3a | |
| a | Suitability test (prior IRS approval required). | 3b | |
| b | Cash distribution test (attach the required schedule). | 4 | 883,859 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 5 | 17,949 |
| 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). | 6 | 865,910 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | | |

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 | | | | 836,669 |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only. | | | 753,425 | |
| 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. | | | | |
| f Total of lines 3a through e. | 0 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 883,859 | | | | |
| a Applied to 2012, but not more than line 2a | | | 753,425 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 50,000 | | | |
| d Applied to 2013 distributable amount. | | | 80,434 | |
| e Remaining amount distributed out of corpus | 0 | | | |
| 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 | 50,000 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 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 | | | | 756,235 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 50,000 | | | |
| 8 Excess distributions carryover from 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 | 0 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. | | | | |
| b Excess from 2010. | | | | |
| c Excess from 2011. | | | | |
| d Excess from 2012. | | | | |
| e Excess from 2013. | | | | |

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

| | | | | |
|-----|--|--|--|--|
| 1a | If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. | | | |
| 1b | Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | |
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. | | | |
| 2b | 85% of line 2a. | | | |
| 2c | Qualifying distributions from Part XII, line 4 for each year listed. | | | |
| 2d | Amounts included in line 2c not used directly for active conduct of exempt activities. | | | |
| 2e | Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. | | | |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | |
| a | "Assets" alternative test—enter | | | |
| (1) | Value of all assets. | | | |
| (2) | Value of assets qualifying under section 4942(j)(3)(B)(i). | | | |
| b | "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | |
| c | "Support" alternative test—enter | | | |
| (1) | Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | |
| (2) | Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). | | | |
| (3) | Largest amount of support from an exempt organization | | | |
| (4) | Gross investment income | | | |

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

MICHAEL KEST

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

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

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

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

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

c Any submission deadlines

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

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | ► 3a | 820,392 |
| b Approved for future payment | | | | |
| 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 | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|---|---------------------------|---------------|--------------------------------------|---------------|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 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 | 1,064,659 | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property. | 531390 | | 16 | 16,976 | |
| b Not debt-financed property. | | | | | |
| 6 Net rental income or (loss) from personal property. | | | | | |
| 7 Other investment income. | | | 01 | 39,561 | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 1,049,255 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory. | | | | | |
| 11 Other revenue a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| 12 Subtotal Add columns (b), (d), and (e). | | 0 | | 2,170,451 | |
| 13 Total Add line 12, columns (b), (d), and (e). | | | 13 | | 2,170,451 |

Part XII-B: 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 or

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 solicitations.

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.

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2014-11-13

* * * * *

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

Signature of officer or trustee

Date _____

Title

| | | | | |
|----------------------------|----------------------|------|--|------------------|
| Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed <input checked="" type="checkbox"/> | PTIN P0018589 |
|----------------------------|----------------------|------|--|------------------|

| | | | |
|---|--|-------------------------|-----------|
| ROBIN BROCK | | employed | FO0185893 |
| Firm's name ► NSBN LLP | | Firm's EIN ► 95-2399533 | |
| Firm's address ► 9454 WILSHIRE BLVD 4TH FLOOR BEVERLY HILLS, CA 902122907 | | Phone no (310) 273-2501 | |

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

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|---|---|---|
| PASS-THROUGH CMRA ASSOCIATES LLC | P | | 2013-12-31 |
| PASS-THROUGH ALTAIR GLOBAL CREDIT OPPORTUNITIES FUND (A) LLC | P | | 2013-12-31 |
| PASS-THROUGH ALTAIR GLOBAL CREDIT OPPORTUNITIES FUND (A) LLC | P | | 2013-12-31 |
| PASS-THROUGH SPECIAL SITUATIONS FUND LLC | P | | 2013-12-31 |
| PASS-THROUGH SPECIAL SITUATIONS FUND LLC | P | | 2013-12-31 |
| PASS-THROUGH SPECIAL SITUATIONS FUND LLC | P | | 2013-12-31 |
| PASS-THROUGH CANYON DISTRESSED OPP FD | P | | 2013-12-31 |
| PASS-THROUGH CANYON DISTRESSED OPP FD | P | | 2013-12-31 |
| PASS-THROUGH CANYON DISTRESSED OPP FD | P | | 2013-12-31 |
| CHASE MERRITT LOSS ON DISPOSITION | P | | 2013-12-31 |
| INTERACTIVE BROKERS | | | 2013-12-31 |
| FIDELITY 1291 - SALES | | | 2013-12-31 |
| FIDELITY 3942 | | | 2013-12-31 |
| FIDELITY 9263 | | | 2013-12-31 |
| CAPITAL GAINS DIVIDENDS | P | | |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 69,539 | | | 69,539 |
| 27,501 | | | 27,501 |
| 82,699 | | | 82,699 |
| 253 | | | 253 |
| 2,587 | | | 2,587 |
| | | 31 | -31 |
| 14,404 | | | 14,404 |
| 29,544 | | | 29,544 |
| | | 865 | -865 |
| | | 21,796 | -21,796 |
| 24,887,035 | | 24,491,562 | 395,473 |
| 285,491 | | 258,830 | 26,661 |
| 4,822,468 | | 4,833,337 | -10,869 |
| 2,669,575 | | 2,245,454 | 424,121 |
| 10,034 | | | 10,034 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--|---|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 69,539 |
| | | | 27,501 |
| | | | 82,699 |
| | | | 253 |
| | | | 2,587 |
| | | | -31 |
| | | | 14,404 |
| | | | 29,544 |
| | | | -865 |
| | | | -21,796 |
| | | | 395,473 |
| | | | 26,661 |
| | | | -10,869 |
| | | | 424,121 |
| | | | 10,034 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|----------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| AHAVAS CHAVEIRIM 944 51ST ST BROOKLYN, NY 11219 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| AISH LOS ANGELES 1417 S DOHENY DRIVE LOS ANGELES, CA 90035 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 750 |
| AISH TAMID OF LOS ANGELES 5909 W 3RD STREET LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| AMER FRIENDS OF ISRAEL COLLEGE FOR WOMAN 7041 153RD ST FLUSHING, NY 11367 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| AMERICAN FRIENDS OF NESIVOS AHRON 79 W MONROE ST 1119 CHICAGO, IL 60603 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 250 |
| ARACHIM 629 NORTH ALTA VISTA LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,760 |
| AVIR YAAKOV 105 CLINTON LN SPRING VALLEY, NY 10977 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 180 |
| BAIS AHARON 1430 14TH ST LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| BAIS CHABAD OF FARMINGTON HILLS 32000 MIDDLEBELT ROAD FARMINGTON HILLS, MI 48334 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 180 |
| BAIS GAVRIEL 143 N FORMOSA AVE LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| BAIS SPINKA YAM 117 KEAP ST BROOKLYN, NY 11211 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| BAIS YAAKOV LOS ANGELES 7353 BEVERLY BL LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,000 |
| BEIT AHARON 55-39 MYRTLE AVE RIDGEWOOD, NY 11385 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| BELMAR YESHIVA 100 GRAND AVE OCEAN, NJ 07712 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| BENSALEM KOLLEL & OUTREACH CENTER 2446 BRISTOL RD BENSALEM, PA 19020 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| Total | | | ► 3a | 820,392 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|----------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| BNOS ESTHER 116 N LA BREA AVE LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 54 |
| BNOS MENACHEM 739 E NEW YORK AVE BROOKLYN, NY 11203 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 360 |
| BNOS YISROEL VIZNITZ 1 SCHOOL TERRACE MONSEY, NY 10952 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| CENTER FOR INTEGRATIVE ONCOLOGY 107 SPENCER LANE STATE COLLEGE, PA 16801 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 35 |
| CHAI LIFELINE WEST COAST 9233 WPICO BLVD STE 200 LOS ANGELES, CA 90035 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 150 |
| CONG BEIS MAIM 2625 SW 3RD AVE MIAMI, FL 33129 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| CONG CHAYE OLOM 104 FRANCIS PL SPRING VALLEY, NY 10977 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| CONG ETZ CHAIM 1555 E 7TH ST BROOKLYN, NY 11230 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 6,100 |
| CONG EZRAS YISROEL 1423 44TH ST BROOKLYN, NY 11219 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,500 |
| CONG KOL SIMCHA 51 HARRISON AVE BROOKLYN, NY 11211 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| CONG SONS OF ISRAEL 1642 41ST ST BROOKLYN, NY 11218 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,000 |
| CONGREGATION AGUDAS TOMCHEIM 2117 UNION ST SCHENECTADY, NY 12309 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| CONGREGATION ANSHEI FALLSBURG 84 LAUREL PARK RD FALLSBURG, NY 12733 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| CONGREGATION BAIS NAFTOLI 221 S LA BREA AVE LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 180 |
| CONGREGATION BAIS YITZCHOK 82-35 SURREY PLACE JAMAICA ESTATES, NY 11432 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 5,000 |
| Total | | | ► 3a | 820,392 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|----------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| CONGREGATION KAHAL YIREI HASHEM 1556 53RD ST BROOKLYN, NY 11219 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 180 |
| CONGREGATION KIRUV KROVIM 1317 E 8TH ST BROOKLYN, NY 11230 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 25 |
| CONGREGATION LEVI YITZCHOK 356 N LA BREA AVE LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 200 |
| CONGREGATION SHAAREI TVUNA 54 BIRCH STREET LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| CONGREGATION TOLDOS AVRAHAM YITZCHAK 36 HARRISON AVE BROOKLYN, NY 11211 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| CONGREGATION ZICHRON MOSHE 1441 MONMOUTH AVENUE LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 250 |
| EZRAS ISRAEL 7001 N CALIFORNIA AVE CHICAGO, IL 60645 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| FIDELITY CHARITABLE GIFT FUND 200 SEAPORT BLVD Z3B BOSTON, MA 02210 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 750,000 |
| FRIENDS OF ADERES HATORAH 1072 MADISON AVE LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| FRIENDS WITH DIABETES INC 31 HERRICK AVE B SPRING VALLEY, NY 10977 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| HAAZINU CHARITABLE FOUNDATION 23 EMPIRE LN LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| HACHNASSAT KALLAH OF GREATER LOS ANGELES 4929 WILSHIRE BLVD LOS ANGELES, CA 90010 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| HATZOLO 1880 OCEAN AVE NEW YORK, NY 11230 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| HEBREW DISCOVERY CENTER 19819 VENTURA BLVD WOODLAND HILLS, CA 91364 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| HEBREW FREE BURIAL ASSOCIATES 224 WEST 35TH STREET ROOM 300 NEW YORK, NY 10001 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 36 |
| Total | | | ► 3a | 820,392 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|----------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| HERITAGE HOUSE 2212 PLACENTIA AVE COSTA MESA, CA 92627 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| JEWISH HERITAGE CENTER 6829 MAIN ST FLUSHING, NY 11367 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 300 |
| JEWISH LEARNING EXCHANGE 512 N LA BREA AVE LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 450 |
| KARLIN STOLIN 1818 54TH ST BROOKLYN, NY 11204 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| KEDUSHAS PINCHAS 1063 54TH STREET BROOKLYN, NY 11219 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 250 |
| KEHILAS YAAKOV 2 OMNI CT LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 250 |
| KEREN EZRAS AVOS PO BOX 181 FAIRLAWN, NJ 07410 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| KEREN HACHESSED 555 BEDFORD ST BROOKLYN, NY 11211 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| KEREN ORAH 45 CIRCLE PL LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| KIDS OF COURAGE 445 CENTRAL AVE SUITE 216 CEDARHURST, NY 11516 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 360 |
| KOLLEL BELZ 12 MAPLE TERRACE MONSEY, NY 10952 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| KOLLEL IMRAI KOHAN 270 MILL RD LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 250 |
| KOLLEL MEOR YITZCHOK 10 HAWK ST SPRING VALLEY, NY 10977 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,000 |
| KOLLEL NER BINYOMIN 37 WHITE DOVE CT LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 200 |
| KOLLEL ZICHRON SCHNEUR 55 W MAPLE AVE MONSEY, NY 10952 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| Total | | | ► 3a | 820,392 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|----------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| KOLLEL ZICHRON YOSEF 1524 E 17TH ST BROOKLYN, NY 11230 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| LA LADIES BIKUR CHOLIM 8489 W 3RD ST LOS ANGELES, CA 90048 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| LADIES AUX OF YESHIVA ORCHOS CHAIM 410 OBERLIN AVE S LAKEWOOD TOWNSHIP, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 15 |
| LAKEWOOD CHEDER 520 JAMES ST LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| LEV ROCHEL BIKUR CHOLIM OF LAKEWOOD 93 PROSPECT ST LAKEWOOD TOWNSHIP, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 250 |
| LINK 1453 S ROBERTSON BLVD LOS ANGELES, CA 90035 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| MAASEH CHESED GEMACH 199 LEE AVE PMB 221 BROOKLYN, NY 11211 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,800 |
| MACHON AVODA BERURA - NEFESH SHLOMO 1317 E 8TH STREET BROOKLYN, NY 11230 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| MARBEH TZEDAKA 345 N LA BREA SUITE 208 LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| MATAN B'SETER BAMBI 1667 54TH STREET BROOKLYN, NY 11204 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| MBY CHARITY FUND 6022 W PICO BLVD LOS ANGELES, CA 90035 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,500 |
| MERKAZ HATORAH 9301 WILSHIRE BLVD STE 507 BEVERLY HILLS, CA 90210 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| MESIFTA OF LAKEWOOD 801 W KENNEDY BLVD LAKEWOOD TOWNSHIP, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| METZAD CONGREGATION 662 LEFFERTS AVE BROOKLYN, NY 11203 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| MICHAEL DORF 309 N SYCAMORE AVE APT 26 LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 200 |
| Total | | | ► 3a | 820,392 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|----------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| MISAMEACH 326 3RD ST LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| MOSDOS RADISHITZ 3054 BEDFORD AVE BROOKLYN, NY 11210 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| OHEL MOSHE 8644 WEST PICO BLVD LOS ANGELES, CA 90035 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| OHR HAMEIR SEMINARY 141 FURNACE WOODS RD CORTLANDT MANOR, NY 10567 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| OHR SHALOM V'CHESED JERUSALEM 183 WILSON ST PMB 444 BROOKLYN, NY 11211 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 180 |
| SCRANTON COMMUNITY KOLLEL 600 MONROE AVE SCRANTON, PA 18510 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| SG CHESED FUND 615 FOREST AVE LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 180 |
| SHAAREI TORAH 334 N LA BREA AVE LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 380 |
| SIACH YITZCHOK 15-13 CENTRAL AVE QUEENS, NY 11691 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| STAM GEMILAS CHESED FUND INC 615 FOREST AVE LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| TALMUD TORAH IMREI CHAIM 1824 53RD ST NEW YORK, NY 11204 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 180 |
| TAT MESIFTA OF GREATER LOS ANGELES 115 MUREAU ROAD CALABASAS, CA 91302 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| THE TZEDAKAH FUND 6006 BERKELEY AVE BALTIMORE, MD 21209 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,000 |
| TIFERES BACHRIM 17 CAMEO RIDGE RD MONSEY, NY 10952 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| TIFERES CHAIM 1802 AVENUE O BROOKLYN, NY 11230 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| Total | | | ► 3a | 820,392 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| TORAH CENTERS OF AMERICA 1616 KRESSON RD CHERRY HILL, NJ 08003 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 200 |
| TORAH UMESSORAH 620 FOSTER AVENUE BROOKLYN, NY 11230 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 2,000 |
| TORAH V'CHESED 6407 ORANGE ST WEST HOLLYWOOD, CA 90048 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 200 |
| TORAS CHAIM 999 RIDGE AVE LAKEWOOD TOWNSHIP, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 576 |
| TORAS CHESED R'MEIR SOLEVECHIK 910 MONMOUTH AVE LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| TZEDAKA FUND 42 W 38TH ST RM 901 NEW YORK, NY 10018 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,960 |
| TZEMACH TZADIK 6 ROSS ST BROOKLYN, NY 11211 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| VALLEY TORAH HIGH SCHOOL 12517 CHANDLER BLVD VALLEY VILLAGE, CA 91607 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 575 |
| WCVH 7200 BEVERLY BLVD LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| WEST COAST VAAD HACHESED 7200 BEVERLY BLVD LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 20,416 |
| YAD EFRAIM 1274 49TH STREET 69 BROOKLYN, NY 11219 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| YESHIVA CHAYEI OLAM 14 EAST ELEVENTH STREET LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| YESHIVA DERECH CHAIM 1573 39TH ST BROOKLYN, NY 11218 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| YESHIVA DVARTORAH 7 WHISPERING PINES LN LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| YESHIVA GEDOLA OF BAYSWATER 88-08 ROCKAWAY BEACH BLVD QUEENS, NY 11693 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| Total | | | | 820,392 |
| | | | ► 3a | |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| YESHIVA GEDOLA OF PATTERSON 555 15TH AVE PATERSON, NJ 07504 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| YESHIVA KARLIN STOLIN BETH ARON VEISRAEL 1818 54TH ST BROOKLYN, NY 11204 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 600 |
| YESHIVA KESER DOVID 1549 50TH ST BROOKLYN, NY 11219 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 300 |
| YESHIVA NER ARYEH 12422 CHANDLER BLVD VALLEY VILLAGE, CA 91607 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| YESHIVA OF SPRINGFIELD 1148 CONVERSE ST LONGMEADOW, MA 01106 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| YESHIVA OF THE TELSHE ALUMNI 4904 INDEPENDENCE AVENUE RIVERDALE, NY 10471 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,800 |
| YESHIVA OHR CHANOCH 8906 W PICO BLVD LOS ANGELES, CA 90035 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| YESHIVA OHR MOSHE 1270 52ND ST NEW YORK, NY 11219 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| YESHIVA ORCHOS CHAIM 410 OBERLIN AVE S LAKEWOOD TOWNSHIP, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 2,650 |
| YESHIVA RAV ISACSOHN TORAS EMES 7223 BEVERLY BLVD STE 201 LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 500 |
| YESHIVA RUACH HATORAH 1450 OCEAN AVE BROOKLYN, NY 11230 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| YESHIVA TALCHAIM 343 OCEAN PKWY BROOKLYN, NY 11218 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 100 |
| YESHIVA TEFERES BORUCH SPRINGFIELD 112 LINDEN AVE NORTH PLAINFIELD, NJ 07060 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| YESHIVA TORAS CHAIM 999 RIDGE AVE LAKEWOOD TOWNSHIP, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| YESHIVA YESODEI HATORAH 24 MANOR HOUSE RD NEWTON, MA 02459 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| Total | | | | 820,392 |
| | | | ► 3a | |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| YESHIVAS HACHAYIM 247 S CITRUS AVE LOS ANGELES, CA 90036 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| YESHIVAS RADIN 12 KLETSK HILL RD LAKEWOOD, NJ 08701 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 50 |
| ZICHRON MENACHEM 3054 BEDFORD AVE BROOKLYN, NY 11210 | | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 180 |
| Total | | | ► 3a | 820,392 |

2013

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990.**Name of the organization**
THE JUNE FOUNDATION**Employer identification number**

95-4745292

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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 for 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 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE JUNE FOUNDATION

Employer identification number

95-4745292

| Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed | | | |
|---|--|-----------------------------------|--|
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| 1 | <p>KEST 2009 CHARITABLE LEAD TRUST NO 5150 OVERLAND AVE CULVER CITY, CA 90230</p> | \$ 200,000 | <input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash |
| | | | (Complete Part II for noncash contributions) |
| 2 | <p>KEST 2009 CHARITABLE LEAD TRUST NO 5150 OVERLAND AVE CULVER CITY, CA 90230</p> | \$ 306,396 | <input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash |
| | | | (Complete Part II for noncash contributions) |
| 3 | <p>GOLDRICH FAMILY FOUNDATION 5150 OVERLAND AVE CULVER CITY, CA 90230</p> | \$ 50,000 | <input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash |
| | | | (Complete Part II for noncash contributions) |
| | | \$ | <input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash |
| | | | (Complete Part II for noncash contributions) |
| | | \$ | <input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash |
| | | | (Complete Part II for noncash contributions) |
| | | \$ | <input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash |
| | | | (Complete Part II for noncash contributions) |

Name of organization
THE JUNE FOUNDATION

Employer identification number

95-4745292

| Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed | | | |
|---|--|--|----------------------|
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ _____ | _____ |

| | | | |
|---|---------------------|--|-------------------------------------|
| Name of organization THE JUNE FOUNDATION | | Employer identification number 95-4745292 | |
| 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 the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ 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 |
| — | — | — | — |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| — | — | — | — |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| — | — | — | — |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| — | — | — | — |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| — | — | — | — |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| — | — | — | — |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| — | — | — | — |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| — | — | — | — |

TY 2013 Accounting Fees Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|-----------------------|---------------------|---------------------------------------|
| ACCOUNTING FEES | 11,683 | 5,842 | | 5,841 |

TY 2013 Distribution from Corpus Election

Name: THE JUNE FOUNDATION

EIN: 95-4745292

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

TY 2013 General Explanation Attachment

Name: THE JUNE FOUNDATION**EIN:** 95-4745292

| Identifier | Return Reference | Explanation |
|--|---------------------------|--|
| CONTRIBUTION TO DONOR ADVISED FUND - PART VII-A, LINE 12 | 990-PF PART VII-A LINE 12 | RECIPIENT FIDELITY CHARITABLE GIFT FUND AMOUNT TREATED AS QUALIFYING DISTRIBUTION \$750,000 HOW DISTRIBUTION ACCOMPLISHES CHARITABLE PURPOSE THE JUNE FOUNDATION CONTRIBUTED \$750,000 TO A DONOR ADVISED FUND AT THE FIDELITY CHARITABLE GIFT FUND THE FIDELITY CHARITABLE GIFT FUND IS RECOGNIZED BY THE INTERNAL REVENUE SERVICE (IRS) AS A 501(C) (3) CHARITABLE ORGANIZATION AND IS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES FIDELITY CHARITABLE IS THE BRAND NAME FOR THE FIDELITY CHARITABLE GIFT FUND, AN INDEPENDENT PUBLIC CHARITY, ESTABLISHED IN 1991 WITH THE MISSION TO FURTHER THE AMERICAN TRADITION OF PHILANTHROPY BY PROVIDING PROGRAMS THAT MAKE CHARITABLE GIVING SIMPLE AND EFFECTIVE THE INDEPENDENT BOARD OF TRUSTEES IS RESPONSIBLE FOR OVERSEEING ALL ASPECTS OF OPERATIONS PERFORMED BY FIDELITY CHARITABLE SINCE ITS INCEPTION, THE FIDELITY CHARITABLE GIFT FUND HAS HELPED DONORS SUPPORT OVER 180,000 NONPROFIT ORGANIZATIONS WITH MORE THAN \$18 BILLION IN GRANTS THE 2014 YEAR-TO-DATE TOTAL GRANTED TO PUBLIC CHARITIES IS OVER \$1,900,000 AS OF NOVEMBER 2014 ADDITIONAL INFORMATION IS AVAILABLE AT WWW.FIDELITYCHARITABLE.ORG |

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE JUNE FOUNDATION**EIN:** 95-4745292

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|-------------------------------|--------------------------------------|
| CHARLES SCHWAB - 5109-6978 | 0 | 0 |
| INTERACTIVE BROKERS - 518854 | 883,577 | 1,013,665 |
| LUMINOUS CAPITAL - 213942 | 1,632,733 | 1,627,321 |
| LUMINOUS CAPITAL - 269263 | 637,700 | 366,652 |
| MONARCH CAPITAL - 031291 | 932,124 | 1,101,213 |
| MONARCH CAPITAL - 031305 | 175,000 | 175,000 |

TY 2013 Investments Government Obligations Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

US Government Securities - End of

Year Book Value: 92,611

US Government Securities - End of

Year Fair Market Value: 96,993

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2013 Investments - Other Schedule

Name: THE JUNE FOUNDATION**EIN:** 95-4745292

| Category / Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|---|------------------------------|-------------------|--------------------------------------|
| CHASE MERRITT FUND II K-1 | AT COST | 0 | 0 |
| CMRA ASSOCIATES K-1 | AT COST | 0 | 0 |
| CMRA MANAGEMENT K-1 | AT COST | 0 | 0 |
| LUMINOUS CAPITAL RIMROCK K-1 | AT COST | 1,923,422 | 2,511,798 |
| LUMINOUS CAPITAL US FARMING REALTY FD LP | AT COST | 948,973 | 1,059,275 |
| CANYON DISTRESSED OPPORTUNITY FD | AT COST | 490,231 | 553,440 |
| GLOBAL CREDIT OPP FD FKA SENIOR CREDIT FUND A K-1 | AT COST | 1,083,134 | 1,159,440 |
| SPECIAL SITUATIONS FUND K-1 | AT COST | 363,418 | 421,896 |
| CIBC WORLD MARKETS INC VISION OPP FD TRUST | AT COST | 921,182 | 1,067,452 |
| EASTSIDE CENTURY PARTNERS | AT COST | 1,218,005 | 370,406 |
| LC GOF III | AT COST | 517,350 | 537,658 |
| DIRECT LENDING FUND LLC | AT COST | 144,183 | 152,501 |
| ALTAIR MARATHON SOF, LLC | AT COST | 499,278 | 500,000 |
| ALTAIR PCOF, LLC | AT COST | 499,440 | 500,000 |

TY 2013 Legal Fees Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------|--------|-----------------------|---------------------|---------------------------------------|
| LEGAL FEES | 107 | 54 | | 53 |

TY 2013 Other Expenses Schedule

Name: THE JUNE FOUNDATION**EIN:** 95-4745292

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--|--------------------------------|-----------------------|---------------------|---------------------------------------|
| INVESTMENT FEES | 135,244 | 135,244 | | 0 |
| INTERACTIVE BROKERS - PYMTS IN LIEU OF DIVIDENDS - SHORT ACCOUNT | 20,691 | 20,691 | | 0 |
| PORTFOLIO DEDUCTIONS - ALTAIR RIMROCK | 26,777 | 26,777 | | 0 |
| PORTFOLIO DEDUCTIONS - DIRECT LENDING FUND LLC | 1,884 | 1,884 | | 0 |
| PORTFOLIO DEDUCTIONS - GLOBAL CREDIT OPP FD-A LP | 24,952 | 24,952 | | 0 |
| PORTFOLIO DEDUCTIONS - US FARMING REALTY FUND LP | 12,862 | 12,862 | | 0 |
| PORTFOLIO DEDUCTIONS - SPECIAL SITUATIONS FUND | 11,555 | 11,555 | | 0 |
| OTHER DEDUCTIONS - SPECIAL SITUATIONS FUND | 461 | 461 | | 0 |
| PORTFOLIO DEDUCTIONS - GOF II LP | 3,553 | 3,553 | | 0 |
| PORTFOLIO DEDUCTIONS - ALTAIR MARATHON SOF LLC | 724 | 724 | | 0 |
| PORTFOLIO DEDUCTIONS - ALTAIR PCOF LLC | 561 | 561 | | 0 |
| PORTFOLIO DEDUCTIONS - CANYON DISTRESSED OPP FD | 8,493 | 8,493 | | 0 |
| EASTSIDE CENTURY PARTNERS NON DEDUCTIBLE EXP K-1 | 1,369 | 0 | | 0 |
| CANYON DISTRESSED OPP FD NON DEDUCTIBLE EXP K-1 | 46 | 0 | | 0 |
| SPECIAL SITUATIONS FD NON DEDUCTIBLE EXP K-1 | 28 | 0 | | 0 |
| CMRA ASSOC NON DEDUCTIBLE EXP K-1 | 28 | 0 | | 0 |
| US FARMING NON DEDUCTIBLE EXP K-1 | 32 | 0 | | 0 |
| BANK SERVICE CHARGES | 75 | 37 | | 38 |
| PAYROLL SERVICE FEES | 885 | 443 | | 442 |
| TELEPHONE | 806 | 403 | | 403 |
| SECRETARY OF STATE FILING FEES | 45 | 0 | | 45 |
| WORKERS COMP INSURANCE | 1,007 | 503 | | 504 |

TY 2013 Other Income Schedule

Name: THE JUNE FOUNDATION**EIN:** 95-4745292

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---|--------------------------------|-----------------------|---------------------|
| SPECIAL SITUATIONS FUND K-1 | 12,620 | 12,620 | 12,620 |
| CANYON DISTRESSED OPP FD K-1 PORTFOLIO INCOME | -9,623 | -9,623 | -9,623 |
| ALTAIR GLOBAL CREDIT OPP FUND A LLC | 3,006 | 3,006 | 3,006 |
| CMRA MANAGEMENT LLC | -5,683 | -5,683 | -5,683 |
| IRS TAX REFUND 2011 | 24,241 | 0 | 24,241 |
| IRS TAX REFUND 2010 | 5,000 | 0 | 5,000 |
| FTB TAX REFUND 2011 FORM 109 | 10,000 | 0 | 10,000 |

TY 2013 Other Increases Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

| Description | Amount |
|-------------------------------------|--------|
| KEST FAMILY FOUNDATION DISTRIBUTION | 6 |

TY 2013 Other Liabilities Schedule

Name: THE JUNE FOUNDATION**EIN:** 95-4745292

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|---------------------|-----------------------------------|-----------------------------|
| PAYROLL TAX PAYABLE | 0 | 3,085 |

TY 2013 Taxes Schedule

Name: THE JUNE FOUNDATION**EIN:** 95-4745292

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--|--------|-----------------------|---------------------|---------------------------------------|
| CA FRANCHISE TAX BOARD - DUE WITH 2012 FORM 199 | 10 | 0 | | 0 |
| FOREIGN TAX WITHHELD ON DIVIDENDS | 2,452 | 2,452 | | 0 |
| FOREIGN TAX PASSTHROUGH FROM GLOBAL CROPP FD | 369 | 369 | | 0 |
| FOREIGN TAX PASSTHROUGH FROM SPECIAL SITUATIONS FD | 8 | 8 | | 0 |
| REGISTRY OF CHARITABLE TRUSTS | 150 | 0 | | 0 |
| PAYROLL TAX | 9,733 | 4,866 | | 4,867 |