




See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF



Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).






OMB No 1545-0052






2013

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

Part I Analysis of Revenue and Expenses (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	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	556,396			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	1,064,659	1,059,757		
	<b>5a</b> Gross rents . . . . .	16,976	16,976		
	<b>b</b> Net rental income or (loss) _____ 16,976				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	1,049,255			
	<b>b</b> Gross sales price for all assets on line 6a _____ 32,901,130				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . .		1,049,255		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 39,561	320		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	2,726,847	2,126,308		
	<b>13</b> Compensation of officers, directors, trustees, etc	102,547	51,273		51,274
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .	 107	54		53
	<b>b</b> Accounting fees (attach schedule) . . . . .	 11,683	5,842		5,841
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .	17,427	17,427		0
	<b>18</b> Taxes (attach schedule) (see instructions)	 12,722	7,695		4,867
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	 252,078	249,143		1,432
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	396,564	331,434		63,467
	<b>25</b> Contributions, gifts, grants paid . . . . .	820,392			820,392
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,216,956	331,434		883,859
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	1,509,891			
	<b>b Net investment income</b> (if negative, enter -0-)		1,794,874		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	1,706,681	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 Less allowance for doubtful accounts ▶ _____ 0	231,953	2,422,186	2,422,186
	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	
	23	Total liabilities (add lines 17 through 22) . . . . .	0	3,085	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	15,758,203	17,268,100	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	15,758,203	17,268,100	
	31	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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	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		1	17,949
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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 38,385 Refunded		11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?. . . . .		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .		4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .		4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			
CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?			
If "Yes," complete Part XIV . . . . .		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of MATTHEW KEST Telephone no (323) 648-3292 Located at 5757 WILSHIRE BLVD SUITE 345 LOS ANGELES CA ZIP +4 90036			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years 20 , 20 , 20 , 20			
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 ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 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?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL KEST	PRESIDENT	0	0	0
5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036	2 00			
MATTHEW KEST	CFO	102,547	0	0
5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036	40 00			
YOSEF MANELA	SECRETARY	0	0	0
5757 WILSHIRE BLVD SUITE 345 LOS ANGELES, CA 90036	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	6,220,688
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		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	883,859
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	17,949
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	865,910
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 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

**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. . . .

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

■ 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

• 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

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)



**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)				
<b>a</b> 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
<b>Total . . . . .</b>  <b>3a</b>				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)				
<b>a</b> 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 W PICO 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
<b>Total . . . . .</b>  <b>3a</b>				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)				
<b>a</b> 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 NEWYORK,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 NEWYORK,NY 10001		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	36
<b>Total . . . . .</b>  <b>3a</b>				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)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>  <b>3a</b>				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)				
<b>a</b> <i>Paid during the year</i>				
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 WPICO 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
<b>Total . . . . .</b>  <b>3a</b>				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)				
<b>a</b> <i>Paid during the year</i>				
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 NEWYORK,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
<b>Total . . . . .</b>  <b>3a</b>				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)				
<b>a</b> <i>Paid during the year</i>				
TORAH CENTERS OF AMERICA 1616 KRESSON RD CHERRY HILL,NJ 08003		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200
TORAH UMESORAH 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 DVAR TORAH 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
<b>Total . . . . .</b>  <b>3a</b>				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)				
<b>a</b> 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 CHANOECH 8906 W PICO BLVD LOS ANGELES,CA 90035		PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA OHR MOSHE 1270 52ND ST NEWYORK,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
<b>Total . . . . .</b>  <b>3a</b>				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)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total</b> . . . . .  <b>3a</b>				820,392

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](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Name of the organization THE JUNE FOUNDATION	Employer identification number 95-4745292
---	--

Organization type (check one)

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or 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).

<b>Name of organization</b> THE JUNE FOUNDATION	<b>Employer identification number</b> 95-4745292
--	---

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

<b>Name of organization</b> THE JUNE FOUNDATION	<b>Employer identification number</b> 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
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> THE JUNE FOUNDATION	<b>Employer identification number</b> 95-4745292
--	---

<b>Part III</b>	<b>Exclusively</b> 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</i> religious, charitable, etc , contributions of <b>\$1,000 or less</b> for the year (Enter this information once See instructions ) ▶ \$ Use duplicate copies of Part III if additional space is needed
-----------------	---

(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 \$750,000HOW 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

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
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

<b>US Government Securities - End of Year Book Value:</b>	92,611
---	--------

<b>US Government Securities - End of Year Fair Market Value:</b>	96,993
--	--------

<b>State &amp; Local Government Securities - End of Year Book Value:</b>	0
--	---

<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	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 CR OPP 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