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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

WILLAMETTA K. DAY FOUNDATION

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

865 SOUTH FIGUEROA ST., STE 700

A Employer identification number

95-6092476

City or town, state or province, country, and ZIP or foreign postal code

LOS ANGELES, CA 90017

B Telephone number

213-891-6300

G Check all that apply:

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

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

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

► \$ 40,396,566. (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))

		(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			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	342,685.	572,351.	STatement 2	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,406,898.			STatement 1
	b Gross sales price for all assets on line 6a	33,764,458.			
	7 Capital gain net income (from Part IV, line 2)		4,712,363.		
	8 Net short-term capital gain				
	9 Income modifications				
	Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	4,749,583.	5,341,280.	STatement 3	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4	39,000.	35,100.	3,900.
	c Other professional fees	STMT 5	450,000.	534,686.	45,000.
	17 Interest				
	18 Taxes	STMT 6	150,246.	614.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7	5,490.	5,457.	1,882.
	24 Total operating and administrative expenses. Add lines 13 through 23		644,736.	575,857.	50,782.
	25 Contributions, gifts, grants paid		5,847,853.		5,847,853.
	26 Total expenses and disbursements. Add lines 24 and 25		6,492,589.	575,857.	5,898,635.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements		<1,743,006. >		
	b Net investment income (if negative, enter -0-)			4,765,423.	
	c Adjusted net income (if negative, enter -0-)				N/A

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		2,149,085.	341,133.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		66,485.	520,244.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 9	24,615,321.	29,114,147.
	c	Investments - corporate bonds			29,114,147.
	11	Investments - land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 10	12,229,179.	10,421,042.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		39,060,070.	40,396,566.
	17	Accounts payable and accrued expenses		215,737.	57,959.
	18	Grants payable		1,329,838.	976,891.
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)	STATEMENT 11)	55,111.	130,607.
	23	Total liabilities (add lines 17 through 22)		1,600,686.	1,165,457.
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted		37,459,384.	39,231,109.
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances		37,459,384.	39,231,109.
	31	Total liabilities and net assets/fund balances		39,060,070.	40,396,566.

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	37,459,384.
2	Enter amount from Part I, line 27a	2	<1,743,006.
3	Other increases not included in line 2 (itemize) ►	3	3,514,732.
4	Add lines 1, 2, and 3	4	39,231,110.
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	39,231,110.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	33,764,458.	29,052,095.	4,712,363.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					4,712,363.
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	4,712,363.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,754,792.	35,690,407.	.049167
2011	4,364,881.	39,643,823.	.110102
2010	5,311,046.	42,684,482.	.124426
2009	1,960,078.	35,363,638.	.055426
2008	2,270,173.	57,013,074.	.039818

2 Total of line 1, column (d)

2 .378939

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 .075788

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 37,369,722.

5 Multiply line 4 by line 3

5 2,832,176.

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

6 47,654.

7 Add lines 5 and 6

7 2,879,830.

8 Enter qualifying distributions from Part XII, line 4

8 5,898,635.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	} 1 2 3 4 5	47,654. 0. 47,654. 0. 47,654.
	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-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	87,890.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	87,890.
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	40,236.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 40,236. Refunded ► 0.	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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 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? <i>If "Yes," attach a detailed description of the activities</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
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 <i>General Instruction G?</i> <i>If "No," attach explanation</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>OAKMONT CORPORATION</u>	Telephone no. ► <u>213-891-6300</u>
Located at ► <u>865 SOUTH FIGUEROA ST., STE 700, LOS ANGELES, CA</u> ZIP+4 ► <u>90017</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <u>15</u> ► <u>N/A</u>
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?	► <u>16</u> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ►		
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?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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		X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes No Yes No Yes No Yes No Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b



Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

6b



If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

X

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

If "Yes" to 6b, file Form 8870

 Yes No

7b



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

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

N/A

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

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

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

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

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

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

0

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	26,478,767.
b	Average of monthly cash balances	1b	880,817.
c	Fair market value of all other assets	1c	10,579,220.
d	Total (add lines 1a, b, and c)	1d	37,938,804.
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	37,938,804.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	569,082.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,369,722.
6	Minimum investment return Enter 5% of line 5	6	1,868,486.

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

1	Minimum investment return from Part X, line 6	1	1,868,486.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	47,654.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	71,707.
c	Add lines 2a and 2b	2c	119,361.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,749,125.
4	Recoveries of amounts treated as qualifying distributions	4	352,947.
5	Add lines 3 and 4	5	2,102,072.
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	2,102,072.

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	5,898,635.
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	5,898,635.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	47,654.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	5,850,981.

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				2,102,072.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	296,773.			
c From 2010	3,244,872.			
d From 2011	2,428,224.			
e From 2012	31,561.			
f Total of lines 3a through e	6,001,430.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 5,898,635.			0.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,102,072.
e Remaining amount distributed out of corpus	3,796,563.			
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	9,797,993.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	9,797,993.			
10 Analysis of line 9:				
a Excess from 2009	296,773.			
b Excess from 2010	3,244,872.			
c Excess from 2011	2,428,224.			
d Excess from 2012	31,561.			
e Excess from 2013	3,796,563.			

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)				
<i>a Paid during the year</i>				
SEE STATEMENT A				5,847,853.
Total			► 3a	5,847,853.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A · Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) 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	342,685.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory	900000	<3,000.>18		4,409,898.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		<3,000.>		0.
13 Total Add line 12, columns (b), (d), and (e)			13	4,749,583.
(See worksheet in line 13 instructions to verify calculations)				

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

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

(1) Cash

(2) Other assets

b Other transactions:

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

11/14/14

Date _____

of which preparer has any knowledge.

► URER

Signature of preparer or trustee		Date	File No.	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	DANIEL J. LOPEZ		11/11/14	PTIN
	Firm's name ► WTAS LLC		Firm's EIN ►	
Firm's address ► 400 SOUTH HOPE STREET, SUITE 2000 LOS ANGELES, CA 90071			Phone no. 213-593-2300	

WILLAMETTA K. DAY FOUNDATION

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	<u>ALÈGRIA II, LLC</u>	P	VARIOUS	VARIOUS
b	<u>ALEGRIA III, LLC</u>	P	VARIOUS	VARIOUS
c	<u>ALEGRIA V, LLC</u>	P	VARIOUS	VARIOUS
d	<u>CONDOR RIDGE, LLC</u>	P	VARIOUS	VARIOUS
e	<u>CONDOR RIDGE III, LLC</u>	P	VARIOUS	VARIOUS
f	<u>CONDOR RIDGE IV, LLC</u>	P	VARIOUS	VARIOUS
g	<u>ELKINS HM INVESTMENTS, LLC</u>	P	VARIOUS	VARIOUS
h	<u>MADRONO, LP</u>	P	VARIOUS	VARIOUS
i	<u>MANNING EUROPE INVESTORS, LLC</u>	P	VARIOUS	VARIOUS
j	<u>MORRISON 2000, LP</u>	P	VARIOUS	VARIOUS
k	<u>PINERIDGE, LLC</u>	P	VARIOUS	VARIOUS
l	<u>STONEVIEW INVESTMENTS, LP</u>	P	VARIOUS	VARIOUS
m	<u>EIG ENERGY FUND XIV-A, LP</u>	P	VARIOUS	VARIOUS
n	<u>TREKK OPPORTUNITY PARTNERS, LP</u>	P	VARIOUS	VARIOUS
o	<u>FROM K-1S - SECTION 1256</u>	P	VARIOUS	VARIOUS
(e)	Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	135,674.			135,674.
b	140,276.			140,276.
c	53,046.			53,046.
d	2,115.			2,115.
e	18,530.			18,530.
f	796.			796.
g	<59,039.>			<59,039.>
h	6,781.			6,781.
i	<82,397.>			<82,397.>
j	<24,942.>			<24,942.>
k	12,755.			12,755.
l	81,725.			81,725.
m	19,694.			19,694.
n	898.			898.
o	4.			4.
	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i)	F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				135,674.
b				140,276.
c				53,046.
d				2,115.
e				18,530.
f				796.
g				<59,039.>
h				6,781.
i				<82,397.>
j				<24,942.>
k				12,755.
l				81,725.
m				19,694.
n				898.
o				4.
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
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	

WILLAMETTA K. DAY FOUNDATION

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 STATEMENT 1			P	VARIOUS	VARIOUS
b ENRON SETTLEMENT - LITIGATION SETTLEMENT INCOME			P	VARIOUS	VARIOUS
c DISPOSITION OF LAUREL MEZZANINE			P	VARIOUS	12/31/13
d DISPOSITION OF MANNING EUROPE INVESTORS, LLC			P	VARIOUS	12/31/13
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	33,230,888.		28,828,114.	4,402,774.	
b	4,124.			4,124.	
c	165,100.		165,136.	<36. >	
d	58,430.		58,845.	<415. >	
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				4,402,774.	
b				4,124.	
c				<36. >	
d				<415. >	
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }			2	4,712,363.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8			3	N/A

WILLAMETTA K. DAY FOUNDATION
REALIZED GAINS AND LOSSES
95-6092476
2013

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	PROCEEDS	GAIN OR LOSS	
						SHORT TERM	LONG TERM
4/26/2012	1/7/2013	16800	STANLEY BLACK & DECKER INC	1,239,342.72	1,255,855.85	16,513.13	
8/20/2010	1/31/2013	700	CATERPILLAR INC	47,910.10	69,011.45		21,101.35
8/6/2010	1/31/2013	1200	CUMMINS INC	97,103.16	138,033.74		40,930.58
4/26/2012	1/31/2013	6900	DR HORTON INC	109,797.63	158,627.44	48,829.81	
10/11/2012	1/31/2013	5500	FIRST AMERICAN FINANCIAL	127,779.85	129,687.08	1,907.23	
10/12/2012	1/31/2013	800	FIRST AMERICAN FINANCIAL	18,506.16	18,863.58	357.42	
3/10/2009	1/31/2013	5200	FREEPORT-MCMORAN INC	113,406.25	182,760.30		69,354.05
4/26/2012	1/31/2013	4100	LENNAR CORP	110,620.87	168,386.50	57,765.63	
8/8/2012	1/31/2013	8400	LOUISIANA-PACIFIC CORP	98,934.36	161,416.65	62,482.29	
4/26/2012	1/31/2013	300	MASTERCARD INC	135,407.07	155,782.85	20,375.78	
1/7/2008	1/31/2013	513	MCMORAN EXPLORATION CO	7,118.70	8,089.11		970.41
1/7/2008	1/31/2013	13987	MCMORAN EXPLORATION CO	195,189.98	220,550.45		25,360.47
5/22/2012	1/31/2013	150	NVR INC	118,877.02	154,341.74	35,464.71	
1/10/2012	1/31/2013	500	PRECISION CASTPARTS CORP	87,162.25	91,227.95		4,065.70
5/25/2012	1/31/2013	4300	TOLL BROTHERS INC	120,922.02	159,006.99	38,084.97	
1/17/2013	3/20/2013	7500	CUMMINS INC	846,788.25	872,139.70	25,351.45	
8/20/2010	3/20/2013	8600	CATERPILLAR INC	588,609.80	746,889.82		158,280.02
8/6/2010	3/27/2013	7400	CUMMINS INC	598,802.82	846,054.12		247,251.30
1/17/2013	3/27/2013	1100	CUMMINS INC	124,195.61	125,764.80	1,569.19	
10/12/2012	3/27/2013	15800	FIRST AMERICAN FINANCIAL	365,496.66	389,156.32	23,659.66	
10/15/2012	3/27/2013	11000	FIRST AMERICAN FINANCIAL	257,073.30	270,931.62	13,858.32	
10/16/2012	3/27/2013	4100	FIRST AMERICAN FINANCIAL	98,272.49	100,983.61	2,711.12	
10/17/2012	3/27/2013	2200	FIRST AMERICAN FINANCIAL	54,298.86	54,186.32	(112.54)	
1/7/2008	6/4/2013	7166	MCMORAN EXPLORATION CO	100,002.25	123,169.21		23,166.96
1/8/2008	6/4/2013	23504	MCMORAN EXPLORATION CO	326,837.22	403,986.75		77,149.53
1/9/2008	6/4/2013	25896	MCMORAN EXPLORATION CO	367,435.75	445,100.45		77,664.70
7/2/2008	6/4/2013	59438	MCMORAN EXPLORATION CO	846,991.50	1,021,620.34		174,628.84
2/3/2010	6/4/2013	1455	MCMORAN EXPLORATION CO	24,533.19	25,008.54		475.35
2/3/2010	6/4/2013	1795	MCMORAN EXPLORATION CO	30,163.90	30,852.46		688.56
2/3/2010	6/4/2013	1455	MCMORAN EXPLORATION CO	24,314.65	25,008.54		693.89
2/4/2010	6/4/2013	1791	MCMORAN EXPLORATION CO	28,548.00	30,783.71		2,235.71
2/19/2010	6/4/2013	31205	MCMORAN EXPLORATION CO	513,515.72	536,351.54		22,835.82
2/22/2010	6/4/2013	36795	MCMORAN EXPLORATION CO	598,154.24	632,432.46		34,278.22
10/17/2012	6/25/2013	6100	FIRST AMERICAN FINANCIAL	150,555.93	126,340.38	(24,215.55)	
10/18/2012	6/25/2013	6900	FIRST AMERICAN FINANCIAL	171,129.66	142,909.62	(28,220.04)	
10/18/2012	6/26/2013	4100	FIRST AMERICAN FINANCIAL	101,685.74	87,456.80	(14,228.94)	
10/19/2012	6/26/2013	6000	FIRST AMERICAN FINANCIAL	144,529.20	127,985.57	(16,543.63)	
10/19/2012	6/27/2013	4800	FIRST AMERICAN FINANCIAL	115,623.36	104,887.77	(10,735.59)	
10/23/2012	6/27/2013	3600	FIRST AMERICAN FINANCIAL	86,042.16	78,665.83	(7,376.33)	
10/23/2012	6/28/2013	700	FIRST AMERICAN FINANCIAL	16,730.42	15,384.47	(1,345.95)	
10/24/2012	6/28/2013	8400	FIRST AMERICAN FINANCIAL	203,793.24	184,613.66	(19,179.58)	
1/17/2013	6/28/2013	1000	FIRST AMERICAN FINANCIAL	25,492.30	21,977.82	(3,514.48)	
1/17/2013	7/1/2013	4700	FIRST AMERICAN FINANCIAL	119,813.81	104,120.10	(15,693.71)	
1/17/2013	7/2/2013	4300	FIRST AMERICAN FINANCIAL	109,616.89	93,425.33	(16,191.56)	
3/10/2009	7/25/2013	6500	FREEPORT-MCMORAN INC	141,757.81	186,644.24		44,886.43
3/27/2013	7/25/2013	10100	DELTA AIR LINES, INC	165,532.94	213,676.92	48,143.98	
4/26/2012	7/25/2013	8700	DR HORTON INC	138,440.49	168,248.10		29,807.61
4/26/2012	7/25/2013	5300	LENNAR CORP	142,997.71	171,807.63		28,809.92
8/8/2012	7/25/2013	3000	LOUISIANA-PACIFIC CORP	35,333.70	49,946.73	14,613.03	
8/9/2012	7/25/2013	7600	LOUISIANA-PACIFIC CORP	90,994.04	126,531.71	35,537.67	
4/26/2012	7/25/2013	370	MASTERCARD INC	167,002.05	221,400.22		54,398.17
5/22/2012	7/25/2013	200	NVR INC	158,502.70	179,410.77		20,908.07
1/10/2012	7/25/2013	800	PRECISION CASTPARTS CORP	139,459.60	181,618.75		42,159.15
5/25/2012	7/25/2013	5400	TOLL BROTHERS INC	151,855.56	168,958.19		17,102.63
3/19/2013	7/25/2013	10200	US AIRWAYS GROUP, INC	171,493.62	190,419.45	18,925.83	
5/1/2013	7/25/2013	1200	WHIRLPOOL CORP	135,708.72	153,888.44	18,179.72	
3/27/2013	7/30/2013	5500	DELTA AIR LINES, INC	90,141.70	116,439.57	26,297.87	
4/26/2012	7/30/2013	4800	DR HORTON INC	76,380.96	94,552.59		18,171.63
3/10/2009	7/30/2013	3600	FREEPORT-MCMORAN INC	78,512.02	101,265.15		22,753.13
4/26/2012	7/30/2013	2900	LENNAR CORP	78,244.03	96,255.70		18,011.67
8/9/2012	7/30/2013	5400	LOUISIANA-PACIFIC CORP	64,653.66	86,079.35		21,425.69

8/9/2012	7/30/2013	400	LOUISIANA-PACIFIC CORP	4,781 72	6,376 25	1,594 53	
4/26/2012	7/30/2013	200	MASTERCARD INC	90,271 38	120,589 96		30,318 58
5/22/2012	7/30/2013	50	NVR INC	39,625 67	44,946 22		5,320 54
5/23/2012	7/30/2013	50	NVR INC	40,104 91	44,946 23		4,841 32
1/10/2012	7/30/2013	400	PRECISION CASTPARTS CORP	69,729 80	89,064 16		19,334 36
5/25/2012	7/30/2013	3000	TOLL BROTHERS INC	84,364 20	95,583 43		11,219 23
6/20/2013	7/30/2013	900	UNION PACIFIC CORPORATION	137,903 85	142,749 93	4,846 08	
3/19/2013	7/30/2013	5500	US AIRWAYS GROUP, INC	92,472 05	105,320 41	12,848 36	
5/1/2013	7/30/2013	700	WHIRLPOOL CORP	79,163 42	92,067 36	12,903 94	
3/27/2013	7/31/2013	3000	DELTA AIR LINES, INC	49,168 20	63,905 78	14,737 58	
4/26/2012	7/31/2013	2600	DR HORTON INC	41,373 02	51,544 62		10,171 60
3/10/2009	7/31/2013	1900	FREEPORT-MCMORAN INC	41,436 90	53,174 94		11,738 04
4/26/2012	7/31/2013	1500	LENNAR CORP	40,471 05	49,608 48		9,137 43
8/9/2012	7/31/2013	3100	LOUISIANA-PACIFIC CORP	37,058 33	49,336 25	12,277 92	
4/26/2012	7/31/2013	100	MASTERCARD INC	45,135 69	62,106 91		16,971 22
5/23/2012	7/31/2013	50	NVR INC	40,104 91	45,015 71		4,910 80
1/10/2012	7/31/2013	200	PRECISION CASTPARTS CORP	34,864 90	44,385 22		9,520 32
5/25/2012	7/31/2013	1600	TOLL BROTHERS INC	44,994 24	50,793 67		5,799 43
6/20/2013	7/31/2013	500	UNION PACIFIC CORPORATION	76,613 25	79,795 61	3,182 36	
3/19/2013	7/31/2013	3000	US AIRWAYS GROUP, INC	50,439 30	58,084 98	7,645 68	
5/1/2013	7/31/2013	400	WHIRLPOOL CORP	45,236 24	52,952 07	7,715 83	
3/19/2013	8/15/2013	6400	US AIRWAYS GROUP, INC	107,603 84	101,063 83	(6,540 01)	
3/20/2013	8/15/2013	2000	US AIRWAYS GROUP, INC	34,446 40	31,582 45	(2,863 95)	
3/20/2013	8/15/2013	8400	US AIRWAYS GROUP, INC	144,674 88	132,664 76	(12,010 12)	
3/20/2013	8/16/2013	2100	US AIRWAYS GROUP, INC	36,168 72	33,858 76	(2,309 96)	
3/20/2013	8/16/2013	6300	US AIRWAYS GROUP, INC	107,866 08	101,576 27	(6,289 81)	
3/20/2013	8/16/2013	6900	US AIRWAYS GROUP, INC	118,139 04	110,812 06	(7,326 98)	
3/20/2013	8/16/2013	13100	US AIRWAYS GROUP, INC	222,783 84	210,382 33	(12,401 51)	
3/20/2013	8/19/2013	4500	US AIRWAYS GROUP, INC	76,528 80	70,991 21	(5,537 59)	
3/20/2013	8/19/2013	3900	US AIRWAYS GROUP, INC	67,109 64	61,525 71	(5,583 93)	
3/20/2013	8/19/2013	1100	US AIRWAYS GROUP, INC	18,928 36	17,251 55	(1,676 81)	
3/21/2013	8/19/2013	7300	US AIRWAYS GROUP, INC	125,720 60	114,487 55	(11,233 05)	
3/21/2013	8/20/2013	12500	US AIRWAYS GROUP, INC	215,275 00	199,089 02	(16,185 98)	
3/21/2013	8/20/2013	300	US AIRWAYS GROUP, INC	5,166 60	4,718 47	(448 13)	
3/21/2013	8/20/2013	2200	US AIRWAYS GROUP, INC	37,447 74	34,602 09	(2,845 65)	
3/21/2013	8/20/2013	5000	US AIRWAYS GROUP, INC	85,108 50	79,126 61	(5,981 89)	
3/21/2013	8/20/2013	5300	US AIRWAYS GROUP, INC	90,215 01	83,522 30	(6,692 71)	
7/30/2013	9/9/2013	400	BOEING CO	42,360 56	42,655 25	294 69	
3/27/2013	9/9/2013	1900	DELTA AIR LINES, INC	31,139 86	40,318 62	9,178 76	
4/26/2012	9/9/2013	1600	DR HORTON INC	25,460 32	30,127 47		4,667 15
7/15/2013	9/9/2013	700	EATON CORP PLC	47,839 61	47,177 35	(662 26)	
7/18/2013	9/9/2013	400	KANSAS CITY SOUTHERN	46,529 32	43,420 04	(3,109 28)	
4/26/2012	9/9/2013	1000	LENNAR CORP	26,980 70	33,343 91		6,363 21
8/9/2012	9/9/2013	1900	LOUISIANA-PACIFIC CORP	22,713 17	31,979 48		9,266 31
4/26/2012	9/9/2013	70	MASTERCARD INC	31,594 98	44,712 72		13,117 74
5/23/2012	9/9/2013	40	NVR INC	32,083 93	34,898 59		2,814 66
1/10/2012	9/9/2013	100	PRECISION CASTPARTS CORP	17,432 45	22,166 11		4,733 66
7/24/2013	9/9/2013	500	SCHLUMBERGER LTD	41,434 45	43,159 24	1,724 79	
5/25/2012	9/9/2013	900	TOLL BROTHERS INC	25,309 26	28,250 50		2,941 24
5/25/2012	9/9/2013	100	TOLL BROTHERS INC	2,821 22	3,138 95		317 73
6/20/2013	9/9/2013	300	UNION PACIFIC CORPORATION	45,967 95	46,718 18	750 23	
5/1/2013	9/9/2013	200	WHIRLPOOL CORP	22,618 12	26,916 03	4,297 91	
8/9/2012	9/11/2013	2100	LOUISIANA-PACIFIC CORP	25,104 03	35,050 27		9,946 24
4/26/2012	9/11/2013	1900	DR HORTON INC	30,234 13	36,027 55		5,793 42
8/9/2012	10/31/2013	8700	LOUISIANA-PACIFIC CORP	104,002 41	148,800 46		44,798 05
8/9/2012	10/31/2013	3800	LOUISIANA-PACIFIC CORP	45,426 34	64,993 31		19,566 97
7/15/2013	11/1/2013	7400	EATON CORP PLC	505,733 02	521,577 70	15,844 68	
7/15/2013	11/1/2013	300	EATON CORP PLC	20,502 81	21,145 04	642 23	
8/9/2012	11/1/2013	12400	LOUISIANA-PACIFIC CORP	148,233 32	208,657 36		60,424 04
8/10/2012	11/1/2013	13900	LOUISIANA-PACIFIC CORP	166,459 45	233,898 17		67,438 72
8/10/2012	11/1/2013	3800	LOUISIANA-PACIFIC CORP	45,506 90	63,943 38		18,436 48
8/10/2012	11/4/2013	10100	LOUISIANA-PACIFIC CORP	120,952 55	169,825 51		48,872 96
8/13/2012	11/4/2013	6900	LOUISIANA-PACIFIC CORP	85,715 25	116,019 40		30,304 15
8/13/2012	11/4/2013	2600	LOUISIANA-PACIFIC CORP	32,426 42	43,717 46		11,291 04
8/13/2012	11/4/2013	4300	LOUISIANA-PACIFIC CORP	53,628 31	71,867 66		18,239 35
8/13/2012	11/4/2013	6900	LOUISIANA-PACIFIC CORP	85,230 87	115,322 52		30,091 65
8/13/2012	11/4/2013	1400	LOUISIANA-PACIFIC CORP	17,453 38	23,398 77		5,945 39
8/14/2012	11/4/2013	5600	LOUISIANA-PACIFIC CORP	70,192 64	93,595 08		23,402 44
8/14/2012	11/4/2013	6900	LOUISIANA-PACIFIC CORP	86,662 62	115,322 52		28,659 90
6/28/2012	11/12/2013	8000	DR HORTON INC	136,923 20	147,441 43		10,518 23
4/27/2012	11/12/2013	18800	DR HORTON INC	310,677 52	346,487 35		35,809 83

6/28/2012	11/12/2013	5000	LENNAR CORP	143,562 00	163,778 65	20,216 65
4/27/2012	11/12/2013	11500	LENNAR CORP	325,154 45	376,690 88	51,536 43
5/29/2012	11/12/2013	6400	TOLL BROTHERS INC	183,506 56	204,725 39	21,218 83
5/29/2012	11/12/2013	10600	TOLL BROTHERS INC	302,531 42	339,076 43	36,545 01
5/25/2012	11/12/2013	400	NVR INC	332,924 36	369,415 33	36,490 97
5/24/2012	11/12/2013	190	NVR INC	154,575 62	175,472 28	20,896 66
7/30/2013	11/15/2013	1800	BOEING CO	190,622 52	245,135 03	54,512 51
7/22/2013	11/15/2013	2300	KANSAS CITY SOUTHERN	270,757 38	286,007 61	15,250 23
7/19/2013	11/15/2013	6300	KANSAS CITY SOUTHERN	739,076 31	783,412 15	44,335 84
6/20/2013	11/15/2013	6800	UNION PACIFIC CORPORATION	1,041,940 20	1,080,476 71	38,536 51
7/19/2013	11/18/2013	3200	KANSAS CITY SOUTHERN	375,403 84	397,714 67	22,310 83
7/18/2013	11/18/2013	1900	KANSAS CITY SOUTHERN	221,014 27	236,143 09	15,128 82
6/20/2013	11/18/2013	6500	UNION PACIFIC CORPORATION	995,972 25	1,035,769 32	39,797 07
7/18/2013	11/19/2013	2900	KANSAS CITY SOUTHERN	337,337 57	353,514 28	16,176 71
7/24/2013	11/25/2013	1600	SCHLUMBERGER LTD	132,590 24	144,653 48	12,063 24
3/11/2009	11/25/2013	28864	FREEPORT-MCMORAN INC	651,039 66	1,029,353 12	378,313 46
3/10/2009	11/25/2013	536	FREEPORT-MCMORAN INC	11,689 57	19,114 93	7,425 36
3/10/2009	11/25/2013	4210	FREEPORT-MCMORAN INC	91,815 44	150,597 92	58,782 48
4/29/2009	11/25/2013	22400	FREEPORT-MCMORAN INC	464,727 20	801,281 07	336,553 87
7/15/2013	11/27/2013	5900	EATON CORP PLC	403,221 93	431,051 21	27,829 28
7/24/2013	12/5/2013	8900	SCHLUMBERGER LTD	737,533 21	777,380 99	39,847 78
7/25/2013	12/5/2013	3300	SCHLUMBERGER LTD	272,890 53	288,242 39	15,351 86
4/26/2012	12/11/2013	1700	LENNAR CORP	45,867 19	59,278 98	13,411 79
5/25/2012	12/11/2013	1800	TOLL BROTHERS INC	50,781 96	58,894 97	8,113 01
5/23/2012	12/11/2013	320	NVR INC	256,671 42	307,182 84	50,511 42
5/23/2012	12/11/2013	40	NVR INC	32,083 93	38,178 11	6,094 18
5/24/2012	12/11/2013	110	NVR INC	89,491 15	104,989 79	15,498 64
6/6/2012	12/11/2013	160	NVR INC	124,777 49	152,712 43	27,934 94
6/7/2012	12/11/2013	340	NVR INC	267,002 07	324,513 91	57,511 84
4/26/2012	12/11/2013	3100	DR HORTON INC	49,329 37	58,619 97	9,290 60
11/14/2013	12/18/2013	5000	AMERICAN AIRLINES GROUP INC	118,169 00	130,632 22	12,463 22
3/27/2013	12/18/2013	3100	DELTA AIR LINES, INC	50,807 14	84,083 86	33,276 72
4/26/2012	12/18/2013	1500	DR HORTON INC	23,869 05	30,131 62	6,262 57
7/15/2013	12/18/2013	700	EATON CORP PLC	47,839 89	52,182 06	4,342 17
4/26/2012	12/18/2013	900	LENNAR CORP	24,282 63	33,539 71	9,257 08
4/26/2012	12/18/2013	100	MASTERCARD INC	45,135 69	79,872 94	34,737 25
1/10/2012	12/18/2013	200	PRECISION CASTPARTS CORP	34,864 90	52,619 08	17,754 18
7/25/2013	12/18/2013	400	SCHLUMBERGER LTD	33,077 64	34,845 27	1,767 63
5/25/2012	12/18/2013	1000	TOLL BROTHERS INC	28,212 20	34,460 69	6,248 49
5/1/2013	12/18/2013	400	WHIRLPOOL CORP	45,236 24	62,326 91	17,090 67
10/31/2013	12/18/2013	1000	ESSENT GROUP LTD	17,000 00	22,403 91	5,403 91
10/31/2013	12/18/2013	2500	ESSENT GROUP LTD	53,657 00	56,009 77	2,352 77
11/14/2013	12/20/2013	10800	AMERICAN AIRLINES GROUP INC	255,245 04	283,680 81	28,435 77
7/30/2013	12/20/2013	1500	BOEING CO	158,055 75	206,377 50	48,321 75
3/27/2013	12/20/2013	6700	DELTA AIR LINES, INC	109,808 98	184,831 68	75,022 70
4/26/2012	12/20/2013	3300	DR HORTON INC	52,511 91	67,699 63	15,187 72
7/15/2013	12/20/2013	1600	EATON CORP PLC	109,348 32	121,439 32	12,091 00
11/25/2013	12/20/2013	5200	GENERAL MOTORS CO	195,941 20	210,901 56	14,960 36
9/4/2013	12/20/2013	2700	HOME DEPOT INC	200,617 83	217,046 25	16,428 42
4/26/2012	12/20/2013	2000	LENNAR CORP	53,961 40	75,158 69	21,197 29
11/12/2013	12/20/2013	2700	LOCKHEED MARTIN CORP	369,605 16	390,808 47	21,203 31
4/26/2012	12/20/2013	250	MASTERCARD INC	112,839 22	204,533 04	91,693 81
1/10/2012	12/20/2013	500	PRECISION CASTPARTS CORP	87,162 25	134,202 06	47,039 81
7/25/2013	12/20/2013	800	SCHLUMBERGER LTD	66,155 28	69,711 02	3,555 74
5/25/2012	12/20/2013	2100	TOLL BROTHERS INC	59,245 62	73,579 98	14,334 36
5/1/2013	12/20/2013	800	WHIRLPOOL CORP	90,472 48	125,062 86	34,590 38
10/31/2013	12/20/2013	7600	ESSENT GROUP LTD	163,117 28	166,719 81	3,602 53
TOTAL GAINS						1,318,589 80
TOTAL LOSSES						(267,057 52)
						28,828,113 73
						33,230,888 04
						1,051,532 28
						3,351,242 03

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED	VARIOUS			
ALEGRIA II, LLC					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
135,674.	0.	0.	0.	135,674.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED	VARIOUS			
ALEGRIA III, LLC					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
140,276.	0.	0.	0.	140,276.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED	VARIOUS			
ALEGRIA V, LLC					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
53,046.	0.	0.	0.	53,046.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
CONDOR RIDGE, LLC				PURCHASED	VARIOUS
	2,115.	0.	0.		VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
CONDOR RIDGE III, LLC				PURCHASED	VARIOUS
	18,530.	0.	0.		VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
CONDOR RIDGE IV, LLC				PURCHASED	VARIOUS
	796.	0.	0.		VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
ELKINS HM INVESTMENTS, LLC				PURCHASED	VARIOUS
	<59,039.>	0.	0.		VARIOUS

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MADRONO, LP		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,781.	0.	0.	0.	6,781.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MANNING EUROPE INVESTORS, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<82,397.>	0.	0.	0.	<82,397.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORRISON 2000, LP		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<24,942.>	0.	0.	0.	<24,942.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PINERIDGE, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,755.	0.	0.	0.	12,755.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STONEVIEW INVESTMENTS, LP		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,725.	0.	0.	0.	81,725.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EIG ENERGY FUND XIV-A, LP		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,694.	0.	0.	0.	19,694.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TREKK OPPORTUNITY PARTNERS, LP		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
898.	0.	0.	0.	898.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM K-1S - SECTION 1256		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4.	0.	0.	0.	4.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT 1		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,230,888.	29,133,579.	0.	0.	4,097,309.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ENRON SETTLEMENT - LITIGATION SETTLEMENT INCOME		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,124.	0.	0.	0.	4,124.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSITION OF LAUREL MEZZANINE		PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
165,100.	165,136.	0.	0.	<36. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSITION OF MANNING EUROPE INVESTORS, LLC		PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58,430.	58,845.	0.	0.	<415. >

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	4,406,898.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST & DIVIDENDS	342,685.	0.	342,685.	572,351.	
TO PART I, LINE 4	342,685.	0.	342,685.	572,351.	

FORM 990-PF

OTHER INCOME

STATEMENT

3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1S - OTHER INCOME	0.	10,965.	
FROM K-1S - SECTION 1231 GAIN/LOSS	0.	45,601.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	56,566.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	39,000.	35,100.		3,900.
TO FORM 990-PF, PG 1, LN 16B	39,000.	35,100.		3,900.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	450,000.	405,000.		45,000.
FROM K-1 - ALLEGRIA II, LLC	0.	23,195.		0.
FROM K-1 - ALEGRIA III, LLC	0.	18,481.		0.

WILLAMETTA K. DAY FOUNDATION

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FROM K-1 - ALEGRIA V, LLC	0.	36,179.	0.
FROM K-1 - CONDOR RIDGE, LLC	0.	816.	0.
FROM K-1 - CONDOR RIDGE III, LLC	0.	2,083.	0.
FROM K-1 - CONDOR RIDGE IV, LLC	0.	1,988.	0.
FROM K-1 - ELKINS HM INVESTMENTS, LLC	0.	8,109.	0.
FROM K-1 - LAUREL ROAD, LLC	0.	15,509.	0.
FROM K-1 - LAUREL MEZZANNIE	0.	50.	0.
FROM K-1 - MADRONO, LLC	0.	15,383.	0.
FROM K-1 - MANNING EUROPE INVESTORS, LLC	0.	1,198.	0.
FROM K-1 - MORRISON 2000, LLC	0.	484.	0.
FROM K-1 - PINERIDGE, LLC	0.	88.	0.
FROM K-1 - SIERRA MEDIA INVESTMENTS, LLC	0.	680.	0.
FROM K-1 - STONEVIEW INVESTMENTS, LLC	0.	1,656.	0.
FROM K-1 - TAVISTOCK INVESTORS, LLC	0.	233.	0.
FROM K-1 - EIG ENERGY FUND XIV-A, LP	0.	2,345.	0.
FROM K-1 - TREKK OPPORTUNITY INVESTMENTS, LLC	0.	1,068.	0.
FROM K-1S - ROYALTY DEDUCTIONS	0.	12.	0.
FROM K-1S - OTHER PORTFOLIO DEDUCTIONS	0.	129.	0.
TO FORM 990-PF, PG 1, LN 16C	450,000.	534,686.	45,000.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	150,246.	0.		0.
FOREIGN TAX FROM K-1 - ALEGRIA II, LLC	0.	31.		0.
FOREIGN TAX FROM K-1 - ALEGRIA III, LLC	0.	289.		0.
FOREIGN TAX FROM K-1 - ALEGRIA V, LLC	0.	234.		0.
FOREIGN TAX FROM K-1 - CONDOR RIDGE III, LLC	0.	29.		0.

WILLAMETTA K. DAY FOUNDATION

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FOREIGN TAX FROM K-1 - SIERRA MEDIA INVESTMENTS, LLC	0.	6.	0.
FOREIGN TAX FROM K-1 - CONDOR RIDGE IV, LLC	0.	25.	0.
TO FORM 990-PF, PG 1, LN 18	150,246.	614.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES	5,490.	4,941.		1,882.
FROM K-1 - ALLEGRIA II, LLC	0.	8.		0.
FROM K-1 - ALEGRIA III, LLC	0.	216.		0.
FROM K-1 - ALEGRIA V, LLC	0.	93.		0.
FROM K-1 - CONDOR RIDGE PARTNERS III	0.	199.		0.
TO FORM 990-PF, PG 1, LN 23	5,490.	5,457.		1,882.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION	AMOUNT		
NET UNREALIZED GAIN	3,161,785.		
PREVIOUSLY EXPENSED UNCONDITIONAL GRANT COMMITMENTS	352,947.		
TOTAL TO FORM 990-PF, PART III, LINE 3	3,514,732.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
STOCK PORTFOLIO	29,114,147.	29,114,147.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,114,147.	29,114,147.	

**Oakmont Corporation
PORTFOLIO EVALUATION
WK Day Foundation with Private Placements**
December 31, 2013

U.S. COMMON STOCK	Quantity	Security Symbol	Security Security	Unit Cost	Total Cost	Price	Market Value
121,600 aal	17,400	ba	AMERICAN AIRLINES GROUP INC	23.15	2,815,421.30	25.25	3,070,400.00
	75,700	dal	BOEING CO	110.81	1,928,076.33	136.49	2,374,926.00
	36,800	dhi	DELTA AIR LINES, INC	16.39	1,240,677.58	27.47	2,079,419.00
	17,500	ehm	DR HORTON INC	15.97	587,348.00	22.32	821,376.00
	85,500	esnt	FATIGUE CORP PLC	68.09	1,191,546.69	76.12	1,332,100.00
	58,600	gm	ESSI, INC GROUP LTD	21.54	1,841,664.16	24.06	2,057,130.00
	219,075	gulfu	GENERAL MOTORS CO	38.11	2,233,371.21	40.87	2,394,982.00
			GULF COAST ULTRA DEEP ROYALTY TRUST	2.12	461,439.00	2.08	455,676.00
	30,900	hd	HOMEGEPOD INC	76.03	2,349,382.72	82.34	2,544,306.00
	22,800	len	LENNAR CORP	27.05	616,712.28	39.56	901,968.00
	30,200	lmt	LOCKHEED MARTIN CORP	137.43	4,150,318.39	148.66	4,489,532.00
	2,610	ma	MASTERCARD INC	451.36	1,178,041.51	835.46	2,180,530.60
	5,300	pcp	PRECISION CASTPARTS CORP	174.36	924,131.89	269.30	1,427,290.00
	8,500	slb	SCHLUMBERGER LTD	82.69	702,899.85	90.11	765,935.00
	23,500	tol	TOLL BROTHERS INC	28.02	638,472.76	37.00	869,500.00
	8,600	whr	WHIRLPOOL CORP	113.09	972,579.16	156.86	1,348,996.00
							29,114,146.60
					23,855,282.83		

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALEGRIA III, LLC	FMV	918,181.	918,181.
ALEGRIA V, LLC	FMV	1,241,676.	1,241,676.
ALLEGRIA II, LLC	FMV	330,281.	330,281.
CONDOR RIDGE, LLC	FMV	223,027.	223,027.
CONDOR RIDGE IV, LLC	FMV	259,809.	259,809.
CONDOR RIDGE III, LLC	FMV	624,544.	624,544.
ELKINS HM INVESTMENTS, LLC	FMV	285,436.	285,436.
MADRONO, LLC	FMV	1,175,703.	1,175,703.
MANNING EUROPE INVESTORS, LLC	FMV	0.	0.
MORRISON 2000, LLC	FMV	349,519.	349,519.
SIERRA MEDIA INVESTMENTS, LLC	FMV	19,810.	19,810.
STONEVIEW INVESTMENTS, LLC	FMV	9,911.	9,911.
EIG ENERGY FUND XIV-A, LP	FMV	1,155,379.	1,155,379.
TREKK OPPORTUNITY INVESTMENTS, LLC	FMV	101,159.	101,159.
LAUREL ROAD, LLC	FMV	2,177,369.	2,177,369.
LAUREL MEZZANINE, LLC	FMV	0.	0.
PINERIDGE, LLC	FMV	549,238.	549,238.
TAVISTOCK INVESTORS, LLC	FMV	1,000,000.	1,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,421,042.	10,421,042.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITIES	55,111.	130,607.
TOTAL TO FORM 990-PF, PART II, LINE 22	55,111.	130,607.

FORM 990-PF

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

STATEMENT 12

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

FORM 990-PF

PART XV - LINE 1B
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

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

WKD Foundation
 2013 Grants and Contributions Paid During the Year
 January 1 - December 31, 2013

Name	Address	Amount	Date	Foundation Status of Recipient	Purpose of Grant or Contribution
Center for the Study of the Presidency and Congress	1020 19th Street NW, Suite 250 Washington, DC 20036	12,500.00	01/09/13	Public	Unrestricted
Pe'a Youth Council Inc	PO Box 790999 Paia, HI 96779	6,000.00	01/09/13	Public	Unrestricted
Desert Community Foundation	75-105 Merle Dr, Suite 300 Palm Desert, CA 92211	5,000.00	01/17/13	Public	Unrestricted
Claremont McKenna College	500 East Ninth Street Claremont, CA 91711	2,500,000.00	02/05/13	Public	Unrestricted
Boys and Girls Club of Truckee Meadows	2680 East Ninth Street Reno, NV 89512	2,000.00	02/07/13	Public	Unrestricted
AD Architecture and Design Museum Los Angeles	6032 Wilshire Blvd Los Angeles, CA 90036	1,500.00	02/12/13	Public	Unrestricted
Anyone Corporation	41 West 25th Street, 11th Floor New York, NY 10010	1,500.00	02/12/13	Public	Unrestricted
Nevada Policy Research Institute	7130 Placid Street Las Vegas, NV 89119	1,000.00	03/04/13	Public	Unrestricted
International Association for Psychoanalytic Self Psychology	Two N LaSalle St. 13th Fl Chicago, IL 60602	1,000.00	03/18/13	Public	Unrestricted
Carlthorp School	428 San Vicente Blvd Santa Monica, CA 90402	2,500.00	03/19/13	Public	Unrestricted
Green Door	1221 Taylor Street, NW Washington DC 20011	1,000.00	03/21/13	Public	Unrestricted
Wright Foundation for Pediatric Ophthalmology and Strabismus	520 South San Vicente Blvd Los Angeles, CA 90048	5,000.00	03/25/13	Public	Unrestricted
Pacific Aviation Museum Pearl Harbor	319 Lexington Blvd Honolulu HI 96818	1,000.00	03/27/13	Public	Unrestricted
Pacific Aviation Museum Pearl Harbor	319 Lexington Blvd Honolulu HI 96818	1,000.00	04/08/13	Public	Unrestricted
March of Dimes Foundation (Void)	341 N Mainland Ave Suite 115 Mainland FL 32751	Void	04/08/13	Public	Unrestricted
Haslings Ranch Nursery School	3740 East Sierra Madre Blvd Pasadena, CA 91107	1,000.00	04/08/13	Public	Unrestricted
San Francisco Veterans Memorial Project (War Memorial Gift Fund)	401 Van Ness Ave, Suite 110 San Francisco CA 94102	50,000.00	04/12/13	Public	Unrestricted
Tumalo PTC	19835 Second Street Bend, OR 97701	750.00	04/11/13	Public	Unrestricted
Southern California Institute of Architecture	960 East 3rd Street Los Angeles, CA 90013	15,000.00	04/11/13	Public	Unrestricted
Nevada Area Council Boy Scouts of America	1745 South Wells Ave, Reno, NV 89502	15,000.00	04/16/13	Public	Unrestricted
Tumalo PTC	19835 Second Street Bend, OR 97701	1,000.00	04/18/13	Public	Unrestricted
Reno Philharmonic Association Inc	925 Riverside Dr Suite 3 Reno, NV 89503	2,500.00	04/24/13	Public	Unrestricted
Deschutes County 4-H Leaders Association	3893 SW Airport Way Redmond OR 97756	15,000.00	04/30/13	Public	Unrestricted
Los Angeles Police Foundation	515 S Flower Street #1680 Los Angeles CA 90071	12,500.00	05/02/13	Public	Unrestricted
Palisades Charter High School	15777 Bowdoin Street Pacific Palisades, CA 90272	500.00	05/02/13	Public	Unrestricted
Center for the Study of the Presidency and Congress	1020 19th Street NW, Suite 250 Washington, DC 20036	50,000.00	05/15/13	Public	Unrestricted
Western Diocese of the Armenian Church	3325 N Glendale Blvd Burbank, CA 91504	12,000.00	05/15/13	Public	Unrestricted
OSU Foundation	850 SW 35th Street Corvallis, Oregon 97333	12,375.00	06/13/13	Public	Unrestricted
Tumalo PTC	19835 Second Street Bend, OR 97701	7,125.00	06/13/13	Public	Unrestricted
Pasadena Waldorf School	209 East Manposa St Altadena, CA 91001	30,000.00	06/21/13	Public	Unrestricted
Southern California Institute of Architecture	960 East 3rd Street Los Angeles, CA 90013	6,000.00	06/21/13	Public	Unrestricted
National Trust for Historic Preservation in the US (The Glass House)	199 Elm Street New Canaan, CT 06840	3,000.00	06/21/13	Public	Unrestricted
Yale University	PO Box 2038 New Haven, CT 06521-2038	1,500.00	06/21/13	Public	Unrestricted
Exceptional Children's Foundation	8740 Washington Blvd, Culver City, CA 90232	5,000.00	06/27/13	Public	Unrestricted
Alzheimer's Association Inc	1650 N W Nativo Parkway, Suite 190 Portland, OR 97209	5,000.00	07/08/13	Public	Unrestricted
The Abilene Education Foundation	PO Box 1999 Abilene, TX 79604-1999	5,000.00	07/09/13	Public	Unrestricted
Court Appointed Special Advocate	1505 East 17th St., #214 Santa Ana CA 92705	10,000.00	07/09/13	Public	Unrestricted
Robert Louis Stevenson School	3152 Forest Lake Road Pebble Beach, CA 93953-3200	2,500.00	07/23/13	Public	Unrestricted
Madison Project DBA Broad Stage	1310 11th Street Santa Monica, CA 90401	10,000.00	07/24/13	Public	Unrestricted
South Texas Chapter of Quail Coalition Inc	P O Box 532 Falfurnas, TX 78355	1,000.00	07/24/13	Public	Unrestricted
The Ceres Community Project	7351 Bodega Ave Sebastopol CA 95472	12,500.00	08/06/13	Public	Unrestricted
McKenzie River Clinic	PO Box 183 Blue River OR 97413	1,000.00	08/08/13	Public	Unrestricted
Mananne Frostig Center of Educational Therapy	971 North Altadena Driva Pasadena, CA 91107-1870	5,000.00	08/20/13	Public	Unrestricted
Pasadena Education Foundation (Void)	351 South Hudson Avenue # 153 Pasadena, CA 91109	Void	08/20/13	Public	Unrestricted
Robert Louis Stevenson School	3152 Forest Lake Road Pebble Beach, CA 93953-3200	2,500.00	09/03/13	Public	Unrestricted
Bozeman Art Museum (Stop Payment 11/21/13)	10573 Kelly Canyon Rd Bozeman, MT 59715-9687	-	09/05/13	Public	Unrestricted
Independent Shakespeare Company	9800 Topanga Canyon Blvd #168 Chatsworth, CA 91311	1,500.00	09/05/13	Public	Unrestricted
National Security Initiative	1225 Eye Street NW, Suite 307 Washington DC 20005	3,000.00	09/05/13	Public	Unrestricted
Pepperdine University (Void)	24255 Pacific Coast Highway, Malibu, CA 90263-4497	Void	09/17/13	Public	Unrestricted
Pepperdine University	24255 Pacific Coast Highway, Malibu CA 90263-4497	12,500.00	09/23/13	Public	Unrestricted
The Rape Foundation	1223 Wilshire Blvd No 410 Santa Monica CA 90403	5,000.00	09/23/13	Public	Unrestricted
Buffalo Bill Memorial Association	720 Shendan Ave, Cody, WY 82435	1,000.00	09/30/13	Public	Unrestricted
Marlborough School	250 South Rossmore Ave, Los Angeles CA 90004	10,000.00	10/01/13	Public	Unrestricted
Carlthorp School	438 San Vicente Blvd Santa Monica CA 90402	10,000.00	10/01/13	Public	Unrestricted
Loyola Marymount University	1 LMU Drive U-Hall 2800 Los Angeles CA 90095c	2,500.00	10/03/13	Public	Unrestricted
Heal The Bay	1444 9th Street Santa Monica CA 90401	1,000.00	10/03/13	Public	Unrestricted
Loyola High School	1901 Venice Blvd Los Angeles CA 90006	2,000.00	10/03/13	Public	Unrestricted
The Trustees of Princeton University	701 Carnegie Center Princeton NJ 08540	500.00	10/03/13	Public	Unrestricted
UCLA Foundation - School of Law	405 Hilgard Avenue, Los Angeles CA 90095c	250.00	10/03/13	Public	Unrestricted
Kids Intervention and Diagnostic Service Center (Stop Payment)	1375 NW Kingston Ave, Bend, OR 97701	Stop Payment	10/04/13	Public	Unrestricted
Hayden Enterprises Giving Fund	963 SW Simpson Ave, Suite 110 Bend OR 97702	3,750.00	10/04/13	Public	Unrestricted
HelpHopeLive	100 Matsonford Road Suite 100 Radnor PA 19087	3,000.00	10/04/13	Public	Unrestricted
Chumps Inc	PO Box 6973 Bend Oregon 97708-6973	1,950.00	10/04/13	Public	Unrestricted
Tumalo PTC	19835 Second Street Bend, OR 97701	6,750.00	10/04/13	Public	Unrestricted
Chumps Inc	PO Box 6973 Bend Oregon 97708-6973	33,333.34	10/21/13	Public	Unrestricted
Bozeman Art Museum	10573 Kelly Canyon Rd, Bozeman MT 59715-9687	25,000.00	10/21/13	Public	Unrestricted
Kids Intervention and Diagnostic Service Center	1375 NW Kingston Ave Bend OR 97701	3,420.00	11/26/13	Public	Unrestricted
Deschutes County 4-H Leaders Association	3893 SW Airport Way Redmond OR 97756	5,000.00	11/26/13	Public	Unrestricted
Bend Heroes Foundation	1900 NE 3rd St Ste 106 Room 105 Bend OR 97701	5,000.00	11/26/13	Public	Unrestricted
The George W Bush Foundation	P O Box 600610 Dallas TX 75360	50,000.00	12/06/13	Public	Unrestricted
Claremont McKenna College	500 East Ninth Street Claremont, CA 91711	25,000.00	12/06/13	Public	Unrestricted

WKD Foundation
 2013 Grants and Contributions Paid During the Year
 January 1 - December 31, 2013

Name	Address	Amount	Date	Foundation Status of Recipient	Purpose of Grant or Contribution
Dunn School (Stop Payment)	PO Box 98 Los Olivos, CA 93441	Void	12/06/13	Public	Unrestricted
Robert Louis Stevenson School	3152 Forest Lake Road Pebble Beach, CA 93953-3200	250,000.00	12/08/13	Public	Unrestricted
Pelisades Charter High School	15777 Bowdon Street Pacific Palisades, CA 90272	750.00	12/19/13	Public	Unrestricted
Marlborough School	250 South Rossmore Ave, Los Angeles, CA 90004	400.00	12/19/13	Public	Unrestricted
Yale University	PO Box 2038 New Haven, CT 06521-2038	1,500.00	12/20/13	Public	Unrestricted
St Anthony Educational Foundation (Void)	PO Box 4633 Chapel Hill, NC 27515-4633	Void	12/20/13	Public	Unrestricted
Pacific Council on International Policy	801 S Figueroa Street, Los Angeles, CA 90017	1,500.00	12/20/13	Public	Unrestricted
Freeman Spogli Institute for International Studies	100 C Encina Hall Stanford, CA 94305-6055	1,500.00	12/20/13	Public	Unrestricted
Project X Foundation for Art and Criticism	5150 Dahlia Drive Los Angeles, CA 90041	3,000.00	12/20/13	Public	Unrestricted
Good Shepherd Center for Homeless Women and Children	1650 Rockwood Street, Los Angeles, CA 90026	4,500.00	12/20/13	Public	Unrestricted
DonorsChoose Org	213 West 35th Street, 2nd Floor New York, NY 10001	4,500.00	12/20/13	Public	Unrestricted
Liberty Hill Foundation	6420 Wilshire Blvd, #700 Los Angeles, CA 90048	4,500.00	12/20/13	Public	Unrestricted
Resources for Infant Educareers	6720 Melrose Avenue Suite 1, Los Angeles, CA 90038	3,000.00	12/20/13	Public	Unrestricted
Save The Manatee Club, Inc	500 N Maiiland Avenue Maiiland, FL 32751	750.00	12/20/13	Public	Unrestricted
LAXART	2640 S La Cinega Blvd Los Angeles, CA 90034	1,500.00	12/20/13	Public	Unrestricted
Yale University	PO Box 208242 New Haven, CT 06520-8242	15,000.00	12/20/13	Public	Unrestricted
Corona Del Mar Water Polo Foundation Stop Payment 05/13/14	1800 East Imperial Highway, Suite 205 Brea CA 92821	750.00	12/20/13	Public	Unrestricted
Claremont McKenna College	500 East Ninth Street Claremont, CA 91711	2,500,000.00	12/27/13	Public	Unrestricted
Families Hand In Hand	P O Box 41-1423 Los Angeles, CA 90041	1,500.00	12/31/13	Public	Unrestricted
Bard College/Bard Prison Initiative	30 Campus Road, Annandale on Hudson, NY 12504	1,500.00	12/31/13	Public	Unrestricted
United Way Inc	1150 S Olive Street, Suite T500 Los Angeles, CA 90015	1,500.00	12/31/13	Public	Unrestricted
Justice Now	1322 Webster Street #210 Oakland CA 94612	1,500.00	12/31/13	Public	Unrestricted
St Anthony Educational Foundation/St Anthony Hall	PO Box 4633 Chapel Hill, NC 27515-4633	1,500.00	12/30/13	Public	Unrestricted
TOTAL		5,847,853.34			

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

►

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

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

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

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

Part I only

►

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. WILLAMETTA K. DAY FOUNDATION	Employer identification number (EIN) or 95-6092476
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 865 SOUTH FIGUEROA ST., STE 700	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOS ANGELES, CA 90017	

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

0 4

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

OAKMONT CORPORATION

- The books are in the care of ► **865 SOUTH FIGUEROA ST., STE 700 - LOS ANGELES, CA 90017**

Telephone No ► **213-891-6300**

Fax No ►

►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2014

, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2013** or

► tax year beginning , and ending

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 87,890.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 87,890.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 0.

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