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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending ,

ROBERT DAY FOUNDATION
865 SOUTH FIGUEROA STREET #700
LOS ANGELES, CA 90017

A Employer identification number: 20-5171559

B Telephone number (see instructions): 213-891-6300

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change [X] Name change

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

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 17,944,107.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify)
(*Part I, column (d) must be on cash basis.*)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (attach schedule)	9,113,565.			
	2	Ck ► ☐ if the foundn is not required to attach Sch B				
	3	Interest on savings and temporary cash investments			N/A	
	4	Dividends and interest from securities	140,181.	140,181.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	757,266.			
	b	Gross sales price for all assets on line 6a 7,755,737.				
	7	Capital gain net income (from Part IV, line 2)		757,266.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	10,011,012.	897,447.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE ST 1	177.	159.		18.
	b	Accounting fees (attach sch) SEE ST 2	10,065.	9,059.		1,050.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 3	157,730.	58.		10.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	3,287.	2,887.		345.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	171,259.	12,163.		1,423.
	25	Contributions, gifts, grants paid PART XV	671,000.			671,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	842,259.	12,163.		672,423.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	9,168,753.			
	b	**Net investment income** (if negative, enter -0-)		885,284.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	208,181.	94,477.	94,477.
	3 Accounts receivable ► 6,586.			
	Less allowance for doubtful accounts ►		6,586.	6,586.
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	31,498.	13,761.	13,761.
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 5	8,125,540.	17,829,283.	17,829,283.
	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)			
	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)	8,365,219.	17,944,107.	17,944,107.
LIABILITIES	17 Accounts payable and accrued expenses	10,908.	11,020.	
	18 Grants payable	976,891.	128,007,730.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► SEE STATEMENT 6)	16,910.	156,810.	
	23 **Total liabilities** (add lines 17 through 22)	1,004,709.	128,175,560.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	7,360,510.	-110,231,453.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] 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** (see instructions)	7,360,510.	-110,231,453.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	8,365,219.	17,944,107.	

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	7,360,510.
2	Enter amount from Part I, line 27a	2	9,168,753.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	273,161.
4	Add lines 1, 2, and 3	4	16,802,424.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 8	5	127,033,877.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	-110,231,453.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 9			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	757,266.
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	-238,097.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	5,505,145.	10,037,077.	0.548481
2012	931,188.	11,113,872.	0.083786
2011	3,244,391.	13,632,415.	0.237991
2010	4,237,609.	14,016,258.	0.302335
2009	1,072,207.	10,284,523.	0.104254

2	**Total** of line 1, column (d)	2	1.276847
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	0.255369
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	8,526,676.
5	Multiply line 4 by line 3	5	2,177,449.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,853.
7	Add lines 5 and 6	7	2,186,302.
8	Enter qualifying distributions from Part XII, line 4	8	672,423.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1			
Date of ruling or determination letter: _______ **(attach copy of letter if necessary — see instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☐ and enter 1% of Part I, line 27b		1	17,706.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	17,706.
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	17,706.
6 Credits/Payments			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6a 31,514.		
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	31,514.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	13,808.
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ► 13,808.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ►$ 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? *If 'Yes,' attach a detailed description of the activities*	2		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? *If 'Yes,' attach a conformed copy of the changes*	3	X	
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE 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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► OAKMONT CORPORATION Telephone no. ► 213-891-6300
Located at ► 865 S. FIGUEROA STREET, #700 LOS ANGELES CA ZIP + 4 ► 90017

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

			Yes	No
16	At any time during calendar year 2014, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ 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)?		1 b		X
	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 2014?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	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)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2014 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 2014)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5 b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6 b** No: X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7 b**

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
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	8,251,361.
b Average of monthly cash balances		1b	405,163.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	8,656,524.
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	8,656,524.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	129,848.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	8,526,676.
6 **Minimum investment return.** Enter 5% of line 5		6	426,334.

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	426,334.
2a Tax on investment income for 2014 from Part VI, line 5	2a 17,706.		
b Income tax for 2014 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	17,706.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	408,628.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	408,628.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	408,628.

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	672,423.
b Program-related investments — total from Part IX-B	1b	
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	672,423.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	672,423.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				408,628.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 — 593,438.				
b From 2010 — 3,666,382.				
c From 2011 — 2,565,854.				
d From 2012 — 386,935.				
e From 2013 — 5,044,297.				
f **Total** of lines 3a through e	12,256,906.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► $ 672,423.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2014 distributable amount				408,628.
e Remaining amount distributed out of corpus	263,795.			
5 Excess distributions carryover applied to 2014 *(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	12,520,701.			
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 2013. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	593,438.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	11,927,263.			
10 Analysis of line 9				
a Excess from 2010 — 3,666,382.				
b Excess from 2011 — 2,565,854.				
c Excess from 2012 — 386,935.				
d Excess from 2013 — 5,044,297.				
e Excess from 2014 — 263,795.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** 'Assets' alternative test — enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ROBERT A. DAY

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

NONE

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

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

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 12				
Total			► 3a	671,000.
b *Approved for future payment*				
SEE STATEMENT 13				
Total			► 3b	127,860,132.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	140,181.	
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			18	757,266.	
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)				897,447.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 897,447.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

		Yes	No
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	**1 a (1)**		X
(2) Other assets	**1 a (2)**		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4) Reimbursement arrangements	**1 b (4)**		X
(5) Loans or loan guarantees	**1 b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

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			

2 a 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

Signature of officer or trustee: [signature] Date: 11/12/15 Title: SEC & TREASURER

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LUIS A. GUERRERO, CPA, MBT	LUIS A. [signature] A, MBT	11/02/15		P00184969

Firm's name ► KROST, BAUMGARTEN, KNISS & [illegible] Firm's EIN ► 95-3653314

Firm's address ► 790 E. COLORADO BLVD, SUITE 600
PASADENA, CA 91101-2186 Phone no (626) 449-4225

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

Schedule of Contributors

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

OMB No 1545-0047

2014

Name of the organization	Employer identification number
ROBERT DAY FOUNDATION	20-5171559

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $5,000 or more during the year ► $ ______________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
ROBERT DAY FOUNDATION	20-5171559

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT A. DAY 865 S. FIGUEROA STREET #700 LOS ANGELES, CA 90017	$ 9,113,565.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
ROBERT DAY· FOUNDATION	20-5171559

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
1	191,000 SAHRES OF DELTA AIRLINES INC STOCK	$ 9,113,565.	12/24/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
ROBERT DAY FOUNDATION

Employer identification number
20-5171559

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	$ 177.	$ 159.		$ 18.
TOTAL	$ 177.	$ 159.		$ 18.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	$ 10,065.	$ 9,059.		$ 1,050.
TOTAL	$ 10,065.	$ 9,059.		$ 1,050.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	$ 58.	$ 58.		
STATE TAX	10.			$ 10.
TAXES	157,662.			
TOTAL	$ 157,730.	$ 58.		$ 10.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	$ 175.			$ 175.
OTHER PORTFOLIO DEDUCTIONS (FROM K-1)	865.	$ 865.		
POSTAGE AND DELIVERY	11.	10.		
TRADING EXPENSE	2,236.	2,012.		170.
TOTAL	$ 3,287.	$ 2,887.		$ 345.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FREEPORT MCMORAN	MKT VAL	$ 140,160.	$ 140,160.
BOEING CO	MKT VAL	331,449.	331,449.
LENNAR CORP	MKT VAL	0.	0.
MASTERCARD INC	MKT VAL	456,648.	456,648.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	MKT VAL	0.	0.
TOLL BROTHERS INC	MKT VAL	0.	0.
DR HORTON INC	MKT VAL	0.	0.
DELTA AIR LINES INC	MKT VAL	10,005,246.	10,005,246.
EATON CORP	MKT VAL	0.	0.
ESSENT GROUP LTD	MKT VAL	0.	0.
GENERAL MOTORS CO	MKT VAL	0.	0.
GULF COAST ULTRA DEEP ROYALTY TRUST	MKT VAL	156,566.	156,566.
HOME DEPOT INC	MKT VAL	0.	0.
LOCKHEED MARTIN CORP	MKT VAL	2,099,013.	2,099,013.
SCHLUMBERGER LTD	MKT VAL	0.	0.
AMERICAN AIRLINES GROUP	MKT VAL	579,204.	579,204.
ACTAVIS PLC	MKT VAL	530,265.	530,265.
APPLE INC	MKT VAL	529,824.	529,824.
FACEBOOK INC-A	MKT VAL	468,120.	468,120.
HCA HOLDINGS INC	MKT VAL	433,001.	433,001.
MACY'S INC	MKT VAL	558,875.	558,875.
THERMO FISHER SCIENTIFIC INC	MKT VAL	526,218.	526,218.
UNION PACIFIC CORPORATION	MKT VAL	464,607.	464,607.
ZIMMER HOLDINGS INC	MKT VAL	550,087.	550,087.
	TOTAL	$ 17,829,283.	$ 17,829,283.

STATEMENT 6
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DEFERRED TAX LIABILITY	$ 156,810.
TOTAL	$ 156,810.

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	$ 273,161.
TOTAL	$ 273,161.

STATEMENT 8
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

BOOK/TAX DIFFERENCE ON K1	$ 3,038.
CHANGE IN PRIOR YEAR COMMITMENTS	127,030,839.
TOTAL	$ 127,033,877.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	2150 MASTERCARD INC	PURCHASED	4/26/2012	1/29/2014
2	1100 HOME DEPOT INC	PURCHASED	9/05/2013	1/30/2014
3	700 GENERAL MOTORS CO	PURCHASED	11/25/2013	1/30/2014
4	500 BOEING CO	PURCHASED	7/30/2013	1/30/2014
5	400 ESSENT GROUP LTD	PURCHASED	10/31/2013	1/30/2014
6	1600 ESSENT GROUP LTD	PURCHASED	10/31/2013	1/30/2014
7	1300 GENERAL MOTORS CO	PURCHASED	11/25/2013	2/12/2014
8	700 GENERAL MOTORS CO	PURCHASED	11/25/2013	2/12/2014
9	2000 GENERAL MOTORS CO	PURCHASED	11/25/2013	2/12/2014
10	300 GENERAL MOTORS CO	PURCHASED	11/25/2013	2/12/2014
11	1700 GENERAL MOTORS CO	PURCHASED	11/25/2013	2/12/2014
12	1200 GENERAL MOTORS CO	PURCHASED	11/25/2013	2/12/2014
13	800 GENERAL MOTORS CO	PURCHASED	11/25/2013	2/12/2014
14	2200 GENERAL MOTORS CO	PURCHASED	11/25/2013	2/12/2014
15	1100 GENERAL MOTORS CO	PURCHASED	12/18/2013	2/12/2014
16	160 HOME DEPOT INC	PURCHASED	9/05/2013	2/12/2014
17	100 BOEING CO	PURCHASED	7/30/2013	2/12/2014
18	1700 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	3/04/2014
19	200 BOEING CO	PURCHASED	7/30/2013	3/04/2014
20	2000 DELTA AIR LINES, INC	PURCHASED	3/20/2013	3/04/2014
21	1000 DR HORTON INC	PURCHASED	4/26/2012	3/04/2014
22	300 EATON CORP PLC	PURCHASED	7/15/2013	3/04/2014
23	1100 ESSENT GROUP LTD	PURCHASED	10/31/2013	3/04/2014
24	300 HOME DEPOT INC	PURCHASED	9/05/2013	3/04/2014
25	600 LENNAR CORP	PURCHASED	4/26/2012	3/04/2014
26	300 MASTERCARD INC	PURCHASED	4/26/2012	3/04/2014
27	100 SCHLUMBERGER LTD	PURCHASED	7/25/2013	3/04/2014
28	400 STARWOOD HOTELS & RESORTS WORLDWIDE INC	PURCHASED	1/31/2012	3/04/2014
29	500 TOLL BROTHERS INC	PURCHASED	5/25/2012	3/04/2014
30	300 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	3/21/2014
31	1600 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	3/21/2014
32	100 BOEING CO	PURCHASED	7/30/2013	3/21/2014
33	400 EATON CORP PLC	PURCHASED	7/15/2013	3/21/2014
34	100 SCHLUMBERGER LTD	PURCHASED	7/25/2013	3/21/2014
35	400 TOLL BROTHERS INC	PURCHASED	5/25/2012	3/21/2014
36	900 ESSENT GROUP LTD	PURCHASED	10/31/2013	3/21/2014
37	2400 DELTA AIR LINES, INC	PURCHASED	3/20/2013	3/24/2014
38	200 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	3/24/2014
39	200 BOEING CO	PURCHASED	7/30/2013	3/24/2014
40	1200 DR HORTON INC	PURCHASED	4/26/2012	3/24/2014
41	400 HOME DEPOT INC	PURCHASED	9/05/2013	3/24/2014
42	700 LENNAR CORP	PURCHASED	4/26/2012	3/24/2014
43	400 MASTERCARD INC	PURCHASED	4/26/2012	3/24/2014
44	100 SCHLUMBERGER LTD	PURCHASED	7/25/2013	3/24/2014

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
45	400 STARWOOD HOTELS & RESORTS WORLDWIDE INC	PURCHASED	1/31/2012	3/24/2014
46	200 TOLL BROTHERS INC	PURCHASED	5/25/2012	3/24/2014
47	400 ESSENT GROUP LTD	PURCHASED	10/31/2013	3/24/2014
48	2000 EATON CORP PLC	PURCHASED	7/15/2013	4/29/2014
49	900 EATON CORP PLC	PURCHASED	7/15/2013	4/29/2014
50	800 EATON CORP PLC	PURCHASED	7/15/2013	4/29/2014
51	900 EATON CORP PLC	PURCHASED	7/15/2013	4/30/2014
52	6150 FREEPORT-MCMORAN INC	PURCHASED	3/11/2009	5/28/2014
53	500 TOLL BROTHERS INC	PURCHASED	5/25/2012	5/28/2014
54	2600 TOLL BROTHERS INC	PURCHASED	5/29/2012	5/28/2014
55	2700 LENNAR CORP	PURCHASED	4/26/2012	5/28/2014
56	4800 DR HORTON INC	PURCHASED	4/26/2012	5/28/2014
57	2500 ESSENT GROUP LTD	PURCHASED	10/31/2013	5/28/2014
58	3000 ESSENT GROUP LTD	PURCHASED	10/31/2013	5/29/2014
59	700 ESSENT GROUP LTD	PURCHASED	10/31/2013	6/04/2014
60	900 ESSENT GROUP LTD	PURCHASED	10/31/2013	6/05/2014
61	100 ESSENT GROUP LTD	PURCHASED	10/31/2013	6/06/2014
62	1100 DR HORTON INC	PURCHASED	4/26/2012	6/23/2014
63	400 TOLL BROTHERS INC	PURCHASED	5/29/2012	6/23/2014
64	1900 TOLL BROTHERS INC	PURCHASED	5/30/2012	6/23/2014
65	800 LENNAR CORP	PURCHASED	4/26/2012	6/23/2014
66	4000 LENNAR CORP	PURCHASED	4/27/2012	6/23/2014
67	400 LENNAR CORP	PURCHASED	6/28/2012	6/23/2014
68	200 DR HORTON INC	PURCHASED	4/26/2012	6/23/2014
69	3200 DR HORTON INC	PURCHASED	4/27/2012	6/23/2014
70	200 ESSENT GROUP LTD	PURCHASED	10/31/2013	6/23/2014
71	1300 TOLL BROTHERS INC	PURCHASED	5/30/2012	6/24/2014
72	3800 DR HORTON INC	PURCHASED	4/27/2012	6/24/2014
73	900 ESSENT GROUP LTD	PURCHASED	10/31/2013	6/24/2014
74	500 ESSENT GROUP LTD	PURCHASED	10/31/2013	6/25/2014
75	20 ESSENT GROUP LTD	PURCHASED	10/31/2013	6/27/2014
76	10 ESSENT GROUP LTD	PURCHASED	10/31/2013	7/01/2014
77	30 ESSENT GROUP LTD	PURCHASED	10/31/2013	7/02/2014
78	20 ESSENT GROUP LTD	PURCHASED	10/31/2013	7/03/2014
79	120 ESSENT GROUP LTD	PURCHASED	10/31/2013	7/08/2014
80	50 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/08/2014
81	80 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/09/2014
82	190 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/10/2014
83	50 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/11/2014
84	500 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/14/2014
85	700 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/15/2014
86	700 HOME DEPOT INC	PURCHASED	9/05/2013	7/16/2014
87	700 HOME DEPOT INC	PURCHASED	9/05/2013	7/16/2014
88	700 HOME DEPOT INC	PURCHASED	9/05/2013	7/16/2014
89	240 HOME DEPOT INC	PURCHASED	9/05/2013	7/16/2014
90	460 HOME DEPOT INC	PURCHASED	12/11/2013	7/16/2014
91	440 HOME DEPOT INC	PURCHASED	12/11/2013	7/16/2014
92	260 HOME DEPOT INC	PURCHASED	12/11/2013	7/16/2014
93	840 HOME DEPOT INC	PURCHASED	12/11/2013	7/16/2014
94	300 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/16/2014
95	600 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/17/2014
96	800 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/18/2014
97	340 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/21/2014
98	300 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/22/2014
99	340 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/23/2014

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
100	850 ESSENT GROUP LTD	PURCHASED	11/01/2013	7/24/2014
101	1100 CHICAGO BRIDGE & IRON CO NV	PURCHASED	3/21/2014	8/12/2014
102	1900 CHICAGO BRIDGE & IRON CO NV	PURCHASED	3/21/2014	8/12/2014
103	1200 CHICAGO BRIDGE & IRON CO NV	PURCHASED	3/21/2014	8/12/2014
104	800 CHICAGO BRIDGE & IRON CO NV	PURCHASED	3/21/2014	8/13/2014
105	500 CHICAGO BRIDGE & IRON CO NV	PURCHASED	5/29/2014	8/13/2014
106	1400 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	8/22/2014
107	700 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	8/22/2014
108	2100 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	8/25/2014
109	400 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	8/25/2014
110	1700 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	8/25/2014
111	1500 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	8/25/2014
112	600 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	8/25/2014
113	2100 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	8/25/2014
114	100 AMERICAN AIRLINES GROUP INC	PURCHASED	11/15/2013	8/25/2014
115	800 AMERICAN AIRLINES GROUP INC	PURCHASED	12/05/2013	8/25/2014
116	2700 DELTA AIR LINES, INC	PURCHASED	3/20/2013	9/05/2014
117	2700 DELTA AIR LINES, INC	PURCHASED	3/20/2013	9/05/2014
118	1000 DELTA AIR LINES, INC	PURCHASED	3/20/2013	9/05/2014
119	1000 DELTA AIR LINES, INC	PURCHASED	3/20/2013	9/05/2014
120	1000 DELTA AIR LINES, INC	PURCHASED	3/20/2013	9/05/2014
121	1000 DELTA AIR LINES, INC	PURCHASED	3/20/2013	9/05/2014
122	1000 DELTA AIR LINES, INC	PURCHASED	3/20/2013	9/05/2014
123	800 DELTA AIR LINES, INC	PURCHASED	3/20/2013	9/05/2014
124	900 DELTA AIR LINES, INC	PURCHASED	3/28/2013	9/05/2014
125	1000 DELTA AIR LINES, INC	PURCHASED	3/28/2013	9/08/2014
126	700 FLOWSERVE CORP	PURCHASED	1/29/2014	9/23/2014
127	2000 FLOWSERVE CORP	PURCHASED	1/29/2014	9/24/2014
128	100 FLOWSERVE CORP	PURCHASED	1/29/2014	9/25/2014
129	100 FLOWSERVE CORP	PURCHASED	1/30/2014	9/25/2014
130	1400 FLOWSERVE CORP	PURCHASED	2/12/2014	9/25/2014
131	700 FLOWSERVE CORP	PURCHASED	2/12/2014	9/25/2014
132	100 FLOWSERVE CORP	PURCHASED	2/12/2014	9/26/2014
133	500 FLOWSERVE CORP	PURCHASED	2/13/2014	9/26/2014
134	400 FLOWSERVE CORP	PURCHASED	5/29/2014	9/26/2014
135	100 ACTAVIS PLC	PURCHASED	9/09/2014	10/07/2014
136	500 AMERICAN AIRLINES GROUP INC	PURCHASED	12/05/2013	10/07/2014
137	100 AMERICAN AIRLINES GROUP INC	PURCHASED	12/05/2013	10/07/2014
138	200 BOEING CO	PURCHASED	7/30/2013	10/07/2014
139	700 DELTA AIR LINES, INC	PURCHASED	3/28/2013	10/07/2014
140	350 FLUOR CORP	PURCHASED	1/29/2014	10/07/2014
141	400 HALLIBURTON CO	PURCHASED	7/23/2014	10/07/2014
142	400 MACY'S INC	PURCHASED	10/01/2014	10/07/2014
143	200 MASTERCARD INC	PURCHASED	4/26/2012	10/07/2014
144	250 SCHLUMBERGER LTD	PURCHASED	7/25/2013	10/07/2014
145	200 STARWOOD HOTELS & RESORTS WORLDWIDE INC	PURCHASED	1/31/2012	10/07/2014
146	200 THERMO FISHER SCIENTIFIC INC	PURCHASED	8/06/2014	10/07/2014
147	200 UNION PACIFIC CORPORATION	PURCHASED	8/26/2014	10/07/2014
148	200 ZIMMER HOLDINGS INC	PURCHASED	5/28/2014	10/07/2014
149	1100 FLUOR CORP	PURCHASED	1/29/2014	10/07/2014
150	1250 FLUOR CORP	PURCHASED	1/29/2014	10/08/2014
151	1550 FLUOR CORP	PURCHASED	2/12/2014	10/08/2014
152	1050 FLUOR CORP	PURCHASED	2/12/2014	10/08/2014
153	600 FLUOR CORP	PURCHASED	5/29/2014	10/08/2014
154	1150 FLUOR CORP	PURCHASED	8/18/2014	10/08/2014

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
155	1330 HALLIBURTON CO	PURCHASED	7/23/2014	11/05/2014
156	525 SCHLUMBERGER LTD	PURCHASED	8/18/2014	11/05/2014
157	600 STARWOOD HOTELS & RESORTS WORLDWIDE INC	PURCHASED	1/31/2012	11/11/2014
158	800 HALLIBURTON CO	PURCHASED	7/23/2014	11/18/2014
159	170 HALLIBURTON CO	PURCHASED	7/23/2014	11/18/2014
160	630 HALLIBURTON CO	PURCHASED	7/23/2014	11/18/2014
161	470 HALLIBURTON CO	PURCHASED	7/23/2014	11/18/2014
162	330 HALLIBURTON CO	PURCHASED	7/24/2014	11/18/2014
163	770 HALLIBURTON CO	PURCHASED	7/24/2014	11/18/2014
164	30 HALLIBURTON CO	PURCHASED	7/24/2014	11/18/2014
165	800 HALLIBURTON CO	PURCHASED	7/24/2014	11/18/2014
166	270 HALLIBURTON CO	PURCHASED	7/24/2014	11/18/2014
167	530 HALLIBURTON CO	PURCHASED	7/24/2014	11/18/2014
168	970 HALLIBURTON CO	PURCHASED	7/24/2014	11/18/2014
169	3900 STARWOOD HOTELS & RESORTS WORLDWIDE INC	PURCHASED	1/31/2012	11/25/2014
170	100 STARWOOD HOTELS & RESORTS WORLDWIDE INC	PURCHASED	1/31/2012	11/26/2014
171	1550 SCHLUMBERGER LTD	PURCHASED	7/25/2013	12/02/2014
172	150 SCHLUMBERGER LTD	PURCHASED	8/18/2014	12/02/2014
173	1675 SCHLUMBERGER LTD	PURCHASED	8/18/2014	12/02/2014
174	200 BOEING CO	PURCHASED	12/18/2013	12/12/2014
175	600 BOEING CO	PURCHASED	7/30/2013	12/15/2014
176	450 BOEING CO	PURCHASED	7/30/2013	12/15/2014
177	2200 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
178	2200 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
179	2200 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
180	2200 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
181	2200 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
182	2200 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
183	300 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
184	1900 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
185	2200 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
186	2200 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
187	2200 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
188	1300 ALCOA INC	PURCHASED	10/07/2014	12/17/2014
189	900 ALCOA INC	PURCHASED	10/08/2014	12/17/2014
190	900 ALCOA INC	PURCHASED	10/08/2014	12/17/2014
191	1900 ALCOA INC	PURCHASED	10/08/2014	12/17/2014
192	200 ALCOA INC	PURCHASED	10/08/2014	12/17/2014
193	4900 ALCOA INC	PURCHASED	12/04/2014	12/17/2014

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	166,974.		97,042.	69,932.				$ 69,932.
2	84,688.		80,866.	3,822.				3,822.
3	25,788.		26,310.	-522.				-522.
4	64,737.		52,709.	12,028.				12,028.
5	9,936.		8,585.	1,351.				1,351.
6	39,742.		34,340.	5,402.				5,402.
7	45,935.		48,862.	-2,927.				-2,927.
8	24,734.		26,404.	-1,670.				-1,670.
9	70,379.		75,439.	-5,060.				-5,060.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
10	10,575.		11,316.	-741.				$ -741.
11	59,923.		64,254.	-4,331.				-4,331.
12	42,264.		45,356.	-3,092.				-3,092.
13	28,176.		30,122.	-1,946.				-1,946.
14	77,682.		82,837.	-5,155.				-5,155.
15	38,841.		44,294.	-5,453.				-5,453.
16	12,282.		11,762.	520.				520.
17	12,821.		10,542.	2,279.				2,279.
18	62,807.		40,040.	22,767.				22,767.
19	26,110.		21,083.	5,027.				5,027.
20	67,559.		33,965.	33,594.				33,594.
21	24,270.		15,913.	8,357.				8,357.
22	22,321.		20,503.	1,818.				1,818.
23	26,186.		23,609.	2,577.				2,577.
24	24,880.		22,054.	2,826.				2,826.
25	26,169.		16,188.	9,981.				9,981.
26	23,468.		13,541.	9,927.				9,927.
27	9,210.		8,269.	941.				941.
28	32,294.		21,673.	10,621.				10,621.
29	19,815.		14,106.	5,709.				5,709.
30	10,823.		7,066.	3,757.				3,757.
31	57,722.		37,684.	20,038.				20,038.
32	12,249.		10,542.	1,707.				1,707.
33	29,139.		27,337.	1,802.				1,802.
34	9,310.		8,269.	1,041.				1,041.
35	14,110.		11,285.	2,825.				2,825.
36	20,789.		19,317.	1,472.				1,472.
37	78,798.		40,758.	38,040.				38,040.
38	7,235.		4,711.	2,524.				2,524.
39	24,461.		21,083.	3,378.				3,378.
40	25,251.		19,095.	6,156.				6,156.
41	31,943.		29,406.	2,537.				2,537.
42	27,143.		18,888.	8,255.				8,255.
43	30,459.		18,054.	12,405.				12,405.
44	9,403.		8,269.	1,134.				1,134.
45	31,071.		21,673.	9,398.				9,398.
46	6,984.		5,642.	1,342.				1,342.
47	9,164.		8,585.	579.				579.
48	144,517.		136,685.	7,832.				7,832.
49	65,023.		61,508.	3,515.				3,515.
50	57,766.		54,674.	3,092.				3,092.
51	64,763.		61,508.	3,255.				3,255.
52	207,422.		108,840.	98,582.				98,582.
53	18,143.		14,106.	4,037.				4,037.
54	94,346.		74,206.	20,140.				20,140.
55	109,238.		72,848.	36,390.				36,390.
56	111,672.		76,381.	35,291.				35,291.
57	49,839.		53,657.	-3,818.				-3,818.
58	59,733.		64,295.	-4,562.				-4,562.
59	13,638.		15,002.	-1,364.				-1,364.
60	17,956.		19,289.	-1,333.				-1,333.
61	2,032.		2,143.	-111.				-111.
62	26,059.		17,504.	8,555.				8,555.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
63	14,442.		11,416.	3,026.				$ 3,026.
64	68,599.		52,454.	16,145.				16,145.
65	32,426.		21,585.	10,841.				10,841.
66	162,131.		113,097.	49,034.				49,034.
67	16,213.		11,485.	4,728.				4,728.
68	4,715.		3,183.	1,532.				1,532.
69	75,439.		52,881.	22,558.				22,558.
70	4,175.		4,286.	-111.				-111.
71	47,448.		35,890.	11,558.				11,558.
72	90,898.		62,797.	28,101.				28,101.
73	18,825.		19,289.	-464.				-464.
74	10,434.		10,716.	-282.				-282.
75	412.		429.	-17.				-17.
76	205.		214.	-9.				-9.
77	614.		643.	-29.				-29.
78	410.		429.	-19.				-19.
79	2,340.		2,572.	-232.				-232.
80	975.		1,092.	-117.				-117.
81	1,557.		1,747.	-190.				-190.
82	3,652.		4,149.	-497.				-497.
83	964.		1,092.	-128.				-128.
84	9,245.		10,919.	-1,674.				-1,674.
85	13,068.		15,286.	-2,218.				-2,218.
86	55,697.		51,460.	4,237.				4,237.
87	55,672.		51,460.	4,212.				4,212.
88	55,694.		51,460.	4,234.				4,234.
89	19,094.		17,644.	1,450.				1,450.
90	36,597.		36,528.	69.				69.
91	35,006.		34,940.	66.				66.
92	20,685.		20,713.	-28.				-28.
93	66,848.		66,917.	-69.				-69.
94	5,591.		6,551.	-960.				-960.
95	11,124.		13,103.	-1,979.				-1,979.
96	14,894.		17,470.	-2,576.				-2,576.
97	6,219.		7,425.	-1,206.				-1,206.
98	5,434.		6,551.	-1,117.				-1,117.
99	6,116.		7,425.	-1,309.				-1,309.
100	15,091.		18,562.	-3,471.				-3,471.
101	65,063.		95,595.	-30,532.				-30,532.
102	112,381.		165,244.	-52,863.				-52,863.
103	70,126.		104,365.	-34,239.				-34,239.
104	46,277.		69,576.	-23,299.				-23,299.
105	28,923.		40,872.	-11,949.				-11,949.
106	55,851.		32,974.	22,877.				22,877.
107	27,926.		16,633.	11,293.				11,293.
108	83,654.		49,899.	33,755.				33,755.
109	15,804.		9,504.	6,300.				6,300.
110	67,167.		40,419.	26,748.				26,748.
111	59,169.		35,664.	23,505.				23,505.
112	23,668.		14,392.	9,276.				9,276.
113	83,067.		50,371.	32,696.				32,696.
114	3,950.		2,399.	1,551.				1,551.
115	31,600.		17,750.	13,850.				13,850.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
116	105,675.		45,852.	59,823.				$ 59,823.
117	106,321.		45,852.	60,469.				60,469.
118	39,499.		16,982.	22,517.				22,517.
119	39,414.		16,982.	22,432.				22,432.
120	39,261.		16,982.	22,279.				22,279.
121	39,220.		16,982.	22,238.				22,238.
122	39,179.		16,982.	22,197.				22,197.
123	31,358.		13,586.	17,772.				17,772.
124	35,277.		15,184.	20,093.				20,093.
125	39,454.		16,872.	22,582.				22,582.
126	50,826.		50,984.	-158.				-158.
127	144,373.		145,668.	-1,295.				-1,295.
128	7,126.		7,283.	-157.				-157.
129	7,126.		7,259.	-133.				-133.
130	99,766.		105,068.	-5,302.				-5,302.
131	49,699.		52,534.	-2,835.				-2,835.
132	7,078.		7,505.	-427.				-427.
133	35,390.		37,873.	-2,483.				-2,483.
134	28,312.		29,696.	-1,384.				-1,384.
135	24,220.		23,302.	918.				918.
136	17,162.		11,094.	6,068.				6,068.
137	3,432.		2,228.	1,204.				1,204.
138	24,930.		21,083.	3,847.				3,847.
139	24,795.		11,810.	12,985.				12,985.
140	22,833.		27,050.	-4,217.				-4,217.
141	24,782.		29,637.	-4,855.				-4,855.
142	23,134.		23,311.	-177.				-177.
143	14,739.		9,027.	5,712.				5,712.
144	24,767.		20,674.	4,093.				4,093.
145	15,711.		10,837.	4,874.				4,874.
146	23,841.		24,022.	-181.				-181.
147	21,575.		21,117.	458.				458.
148	20,428.		20,586.	-158.				-158.
149	70,544.		85,013.	-14,469.				-14,469.
150	79,700.		96,606.	-16,906.				-16,906.
151	98,828.		123,812.	-24,984.				-24,984.
152	68,409.		83,873.	-15,464.				-15,464.
153	39,091.		45,145.	-6,054.				-6,054.
154	74,924.		84,935.	-10,011.				-10,011.
155	69,507.		98,544.	-29,037.				-29,037.
156	50,715.		56,609.	-5,894.				-5,894.
157	46,703.		32,510.	14,193.				14,193.
158	39,334.		59,274.	-19,940.				-19,940.
159	8,375.		12,596.	-4,221.				-4,221.
160	31,038.		46,643.	-15,605.				-15,605.
161	23,084.		34,797.	-11,713.				-11,713.
162	16,208.		24,306.	-8,098.				-8,098.
163	37,804.		56,713.	-18,909.				-18,909.
164	1,473.		2,212.	-739.				-739.
165	39,321.		58,976.	-19,655.				-19,655.
166	13,238.		19,905.	-6,667.				-6,667.
167	25,986.		39,091.	-13,105.				-13,105.
168	47,550.		71,544.	-23,994.				-23,994.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
169	302,301.		211,314.	90,987.				$ 90,987.
170	7,738.		5,418.	2,320.				2,320.
171	131,207.		128,176.	3,031.				3,031.
172	12,697.		16,174.	-3,477.				-3,477.
173	141,421.		180,609.	-39,188.				-39,188.
174	24,223.		26,793.	-2,570.				-2,570.
175	73,348.		63,250.	10,098.				10,098.
176	55,011.		47,656.	7,355.				7,355.
177	32,269.		35,420.	-3,151.				-3,151.
178	32,269.		35,420.	-3,151.				-3,151.
179	32,269.		35,269.	-3,000.				-3,000.
180	32,269.		35,269.	-3,000.				-3,000.
181	32,269.		35,201.	-2,932.				-2,932.
182	32,269.		35,259.	-2,990.				-2,990.
183	4,400.		4,808.	-408.				-408.
184	28,105.		30,453.	-2,348.				-2,348.
185	32,542.		35,204.	-2,662.				-2,662.
186	32,542.		35,210.	-2,668.				-2,668.
187	32,542.		35,218.	-2,676.				-2,676.
188	19,229.		20,794.	-1,565.				-1,565.
189	13,313.		14,352.	-1,039.				-1,039.
190	13,313.		14,161.	-848.				-848.
191	28,105.		29,840.	-1,735.				-1,735.
192	2,949.		3,141.	-192.				-192.
193	72,260.		85,243.	-12,983.				-12,983.
							TOTAL	$ 757,266.

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ROBERT A. DAY 865 S. FIGUEROA STREET, #700 LOS ANGELES, CA 90017	DIR,CHRMN,PRES 1.00	$ 0.	$ 0.	$ 0.
THOMAS JOSEPH DEEGAN DAY 865 S. FIGUEROA STREET, #700 LOS ANGELES, CA 90017	V.CHRMAN,V.P. 1.00	0.	0.	0.
JERRY W. CARLTON 865 S. FIGUEROA STREET, #700 LOS ANGELES, CA 90017	SEC & TREASURER 1.00	0.	0.	0.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PETER BARKER 865 S. FIGUEROA STREET, #700 LOS ANGELES, CA 90017	DIRECTOR 1.00	$ 0.	$ 0.	$ 0.
DOROTHY W. DAY 865 S. FIGUEROA STREET, #700 LOS ANGELES, CA 90017	DIRECTOR 1.00	0.	0.	0.
JONATHAN DAY 865 S. FIGUEROA STREET, #700 LOS ANGELES, CA 90017	DIRECTOR 1.00	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	ROBERT DAY FOUNDATION
CARE OF:	ROBERT DAY
STREET ADDRESS:	865 SO FIGUEROA ST, SUITE 700
CITY, STATE, ZIP CODE:	LOS ANGELES, CA 90017
TELEPHONE:	213-891-6300
E-MAIL ADDRESS:	
FORM AND CONTENT:	NO SPECIFIC FORM OR INFORMATION REQUIRED
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	DETERMINE ON CASE BY CASE BASIS

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CATE SCHOOL PO BOX 5005 CARPINTERIA, CA 93014	NONE	PC	UNRESTRICTED	$ 30,000.
CHIMPS INC PO BOX 6973 BEND, OR 97708	NONE	PC	UNRESTRICTED	20,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CLAREMONT MCKENNA COLLEGE 500 EAST NINTH STREET CLAREMONT, CA 91711	NONE	PC	UNRESTRICTED	$ 25,000.
CENTER FOR STUDY OF THE PRESIDENCY 1020 19TH STREET, NW SUITE 250 WASHINGTON, DC 20036	NONE	PC	UNRESTRICTED	100,000.
THE RAPE FOUNDATION 1223 WILSHIRE BLVD SUITE 410 SANTA MONICA, CA 90403	NONE	PC	UNRESTRICTED	10,000.
LOS ANGELES POLICE FOUNDATION 515 S. FLOWER ST. SUITE 1680 LOS ANGELES, CA 90071	NONE	PC	UNRESTRICTED	25,000.
GEORGE W. BUSH FOUNDATION 2943 SMU BLVD DALLAS, TX 75205	NONE	PC	UNRESTRICTED	50,000.
THE ROSE FOUNDATION 6008 COLLEGE AVENUE SUITE 10 OAKLAND, CA 94618	NONE	PC	UNRESTRICTED	5,000.
PAN -MASSACHUTTES CHALLENGE 77 4TH AVENUE NEEDHAM, MA 02494	NONE	PC	UNRESTRICTED	5,000.
ROBERT LOUIS STEVENSON SCHOOL 3152 FOREST LAKE RD PEBBLE BEACH, CA 93953	NONE	PC	UNRESTRICTED	125,000.
LOS ANGELES FIRE DEPARTMENT FOUNDATION 1875 CENTRUY PARK EAST, SUITE 200 LOS ANGELES, CA 90067	NONE	PC	UNRESTRICTED	5,000.
MARTHA'S VINEYARD BOYS & GIRLS CLUB INC PO BOX 654 EDGARTOWN, MA 02539	NONE	PC	UNRESTRICTED	5,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST VINCENT MEALS ON WHEELS 2131 WEST 3RD STREET LOS ANGELES, CA 90057	NONE	PC	UNRESTRICTED	$ 2,500.
LA CANADA FLINTRIDGE EDUCATION FOUND. 4490 CORNISHON AVENUE LA CANADA, CA 91011	NONE	PC	UNRESTRICTED	5,000.
MARTHA'S VINEYARD MUESEM INC. 59 SCHOOL STREET PO BOX 1310 EDGARTOWN, MA 02539	NONE	PC	UNRESTRICTED	20,000.
LA MIRADA SOCCER ASSOCIATION INC. PO BOX 1481 LA MIRADA, CA 90637	NONE	PC	UNRESTRICTED	1,000.
RX READING P.O. BOX 491190 LOS ANGELES, CA 90049	NONE	PC	UNRESTRICTED	25,000.
WOODS HOLE OCEANOGRAPHIC INSTITUTION 569 WOODS HOLE ROAD MS 14 WOODS HOLE, MA 02543	NONE	PC	UNRESTRICTED	12,500.
LAND OF THE FREE FOUNDATION 13191 CROSSRAODS PKWY N. 6TH FLOOR CITY OF INDUSTRY, CA 91746	NONE	PC	UNRESTRICTED	25,000.
LOS ANGELES OPERA COMPANY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	PC	UNRESTRICTED	25,000.
GLOBAL HEALTH CORPS INC. 5 PENN PLAZA 2ND FLOOR NEW YORK, NY 10001	NONE	PC	UNRESTRICTED	5,000.
PA'IA YOUTH COUNCIL INC. PO BOX 790999 PAIA, HI 96779	NONE	PC	UNRESTRICTED	25,000.
HALEAKALA WALDORF SCHOOL 4160 LOWER KULA ROAD KULA, HI 96790	NONE	PC	UNRESTRICTED	50,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE HISTORY MAKERS 1900 SOUTH MICHIGAN AVE CHICAGO, IL 60616	NONE	PC	UNRESTRICTED	$ 25,000.
UNITED WAY, INC. 1150 S. OLIVE STREET SUITE T500 LOS ANGELES, CA 90015	NONE	PC	UNRESTRICTED	15,000.
VINEYARD HOUSE, INC. PO BOX 4599 VINEYARD HAVEN, MA 02568	NONE	PC	UNRESTRICTED	30,000.
			TOTAL	$ 671,000.

STATEMENT 13
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
GEORGE W. BUSH PRESIDENTIAL FOUNDATION 2943 SMU BLVD. DALLAS, TX 75205	NONE	PC	UNRESTRICTED - ADJUSTMENT FOR PRIOR YEAR COMMITMENT	$ 241,011.
ROBERT LOUIS STEVENSON SCHOOL 3152 FOREST LAKE ROAD PEBBLE BEACH, CA 93953	NONE	PC	UNRESTRICTED - ADJUSTMENT FOR PRIOR YEAR COMMITMENT	134,663.
CLAREMONT MCKENNA COLLEGE 500 E. NINTH STREET CLAREMONT, CA 91711	NONE	PC	UNRESTRICTED - ADJUSTMENT FOR PRIOR YEAR COMMITMENT	127070910.
CENTER FOR STUDY OF THE PRESIDENCY 1020 19TH STREET, NW SUITE 250 WASHINGTON, DC 20036	NONE	PC	UNRESTRICTED	413,548.
			TOTAL	$ 127860132.

SUPPLEMENTAL INFORMATION FOR FORM 990-PF, PART VII-B, LINE 1(A)(4):

THE FOUNDATION REIMBURSES OAKMONT CORPORATION (AN ENTITY RELATED TO AND CONTROLLED BY A DISQUALIFIED PERSON). THE EXPENSES ARE ORDINARY AND NECESSARY AND AS SUCH THE FOUNDATION IS NOT SUBJECT TO THE EXCISE TAX FOR SELF-DEALING AND IS EXEMPT FROM FILING FORM 4720.

SUPPLEMENTAL INFORMATION FOR FORM 990-PF, PART VIII, LINE 1:

THE FOLLOWING OFFICERS ARE ALSO FOUNDATION MANAGERS

ROBERT DAY
THOMAS JOSEPH DEEGAN DAY
JERRY W. CARLTON

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:29 PM 01/28/2015
FILED 12:29 PM 01/28/2015
SRV 150108360 - 4182543 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)

The corporation, ROBERT A. DAY FOUNDATION, organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows:

> Article I is amended to read as follows:
>
> The name of the Corporation is ROBERT DAY FOUNDATION (hereinafter the "Corporation").

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 9th day of January, A.D. 2015.

By: Robert Day
Authorized Officer

Name: Robert A. Day
Print or Type