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Form 990-PF

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 instructions is at www.irs.gov/form990pf.

2014

Open to Public
Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE JUNE FOUNDATION		A Employer identification number 95-4745292
Number and street (or P O box number if mail is not delivered to street address) 4221 WILSHIRE BLVD SUITE 390		B Telephone number (see instructions) (323) 648-3292
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90010		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 17,790,264	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	456,396			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	334,630	334,630		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	584,043			
	b Gross sales price for all assets on line 6a 26,724,485				
	7 Capital gain net income (from Part IV, line 2)		584,043		
	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)	511,101	511,101		
	12 Total. Add lines 1 through 11	1,886,170	1,429,774		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	101,978	50,989		50,989
	14 Other employee salaries and wages	39,637	19,819		19,818
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,992	1,996		1,996
	b Accounting fees (attach schedule)	45,395	22,697		22,698
	c Other professional fees (attach schedule)				
	17 Interest	9,102	9,102		0
	18 Taxes (attach schedule) (see instructions)	57,562	6,629		5,933
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	613,595	602,834		10,762
	24 Total operating and administrative expenses.	871,261	714,066		112,196
	Add lines 13 through 23	765,483			765,483
	26 Total expenses and disbursements. Add lines 24 and 25	1,636,744	714,066		877,679
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	249,426			
	b Net investment income (if negative, enter -0-)		715,708		
	c Adjusted net income (if negative, enter -0-)				

Assets	Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		1,886,638	1,477,283	1,477,283
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ► 1,722,803				
	Less allowance for doubtful accounts ► 0		2,422,186	1,722,803	1,722,803
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)		92,611	92,611	106,116
b	Investments—corporate stock (attach schedule)		4,261,134	3,733,649	3,690,557
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)		8,608,616	10,491,180	10,793,505
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)		17,271,185	17,517,526	17,790,264
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)		3,085	0	0
23	Total liabilities (add lines 17 through 22)		3,085	0	
Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund		0	0	
29	Retained earnings, accumulated income, endowment, or other funds		17,268,100	17,517,526	
30	Total net assets or fund balances (see instructions)		17,268,100	17,517,526	
31	Total liabilities and net assets/fund balances (see instructions)		17,271,185	17,517,526	

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	17,268,100
2	Enter amount from Part I, line 27a	2	249,426
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	17,517,526
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,517,526

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a See Additional Data Table				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a See Additional Data Table				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	584,043
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see 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))
2013	865,910	17,092,357	0 050661
2012	784,910	16,194,716	0 048467
2011	853,763	16,762,509	0 050933
2010	562,622	15,441,440	0 036436
2009	563,655	12,404,775	0 045439
2 Total of line 1, column (d).			2 0 231936
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 046387
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 17,151,017
5 Multiply line 4 by line 3.			5 795,584
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 7,157
7 Add lines 5 and 6.			7 802,741
8 Enter qualifying distributions from Part XII, line 4.			8 877,679

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	7,157
c	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		
2	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2	0
3	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	7,157
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	7,157
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	38,385
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	38,385
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	31,228
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 15,000 Refunded <input checked="" type="checkbox"/>	11	16,228

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1c	<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>		
2	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0		
4a	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0		
4b	Has the foundation engaged in any activities that have not previously been reported to the IRS?		
5	<i>If "Yes," attach a detailed description of the activities.</i>		
6	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>		
7	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
8a	4a If "Yes," has it filed a tax return on Form 990-T for this year?		
8b	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
9	<i>If "Yes," attach the statement required by General Instruction T.</i>		
10	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?		
11	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>		
12	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
13	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		
14	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)? <i>If "Yes," complete Part XIV</i>		
15	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► MATTHEW KEST Located at ► 4221 WILSHIRE BLVD SUITE 390 LOS ANGELES CA	Telephone no ► (323) 648-3292 ZIP +4 ► 90010		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year. ► 15			
16	At any time during calendar year 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
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. ►	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ► Yes <input checked="" type="checkbox"/> 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)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> 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).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	No

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
MICHAEL KEST	PRESIDENT	0	0	
4221 WILSHIRE BLVD SUITE 390	2 00			
LOS ANGELES, CA 90010				
MATTHEW KEST	CFO	101,978	0	
4221 WILSHIRE BLVD SUITE 390	40 00			
LOS ANGELES, CA 90010				
YOSEF MANELA	SECRETARY	0	0	
4221 WILSHIRE BLVD SUITE 390	1 00			
LOS ANGELES, CA 90010				

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See 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	4,338,399
b	Average of monthly cash balances.	1b	2,217,242
c	Fair market value of all other assets (see instructions).	1c	10,856,559
d	Total (add lines 1a, b, and c).	1d	17,412,200
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	17,412,200
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	261,183
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,151,017
6	Minimum investment return. Enter 5% of line 5.	6	857,551

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	857,551
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	7,157
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,157
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	850,394
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	850,394
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	850,394

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	877,679
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	877,679
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	7,157
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	870,522
	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				850,394
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			756,235	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 877,679				
a Applied to 2013, but not more than line 2a			756,235	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	50,000			
d Applied to 2014 distributable amount.			71,444	
e Remaining amount distributed out of corpus	0			
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	50,000			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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.				778,950
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).	50,000			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

MICHAEL KEST

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	765,483
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments.					
4 Dividends and interest from securities.			14	334,630	
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.			14	511,101	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events			18	584,043	
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		1,429,774	
13 Total. Add line 12, columns (b), (d), and (e).			13		1,429,774
(See worksheet in line 13 instructions to verify calculations.)					

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

* * * * *

2015-11-16

* * * * *

Signature of officer or trustee

Date

Title

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name ROBIN BROCK	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00185893
	Firm's name ► NSBN LLP			Firm's EIN ►	95-2399533
	Firm's address ► 9454 WILSHIRE BLVD 4TH FLOOR BEVERLY HILLS, CA 902122907			Phone no (310) 273-2501	

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
FIDELITY 1305			
FIDELITY 3942			
FIDELITY 1291			
INTERACTIVE	P		
ALTAIR PCOF	P		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
175,000		175,000	0
2,766,673		2,599,408	167,265
183,289		174,096	9,193
23,596,881		23,127,576	469,305
		64,362	-64,362
2,642			2,642

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			167,265
			9,193
			469,305
			-64,362
			2,642

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATIONAL SOCIETY FOR HEBREW DAY SCHOOLS 1090 CONEY ISLAND AVE 3RD FL BROOKLYN, NY 11210	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	700,000
AHAVAS CHESED 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
BAIS AHARON 1430 14TH ST LAKWOOD, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	52
BAIS CHABAD OF FARMINGTON HILLS 32000 MIDDLEBELT ROAD FARMINGTON HILLS, MI 48334	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	600
BAIS YAAKOV LOS ANGELES 7353 BEVERLY BL LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
BAT TZION MEIR 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
BNOS ESTHER 116 N LA BREA AVE LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	400
BNOS ORCHOS CHAIM 388 CHESTNUT ST LAKWOOD, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,300
CHABAD 770 EASTERN PARKWAY STE 405 BROOKLYN, NY 11213	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
CHABAD OF LARCHMONT 921 W BOSTON POST RD MAMARONECK, NY 10543	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
CHAI LIFELINE LAKWOOD 106 CLIFTON AVENUE LAKWOOD, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	113
CHAI LIFELINE WEST COAST 9233 WPICO BLVD STE 200 LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	273
CHASDEI DOVID 3054 BEDFORD AVE BROOKLYN, NY 11210	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
COMMUNITY ESSENTIALS 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CONGETZ CHAIM 1555 E 7TH ST BROOKLYN, NY 11230	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	4,250
Total			► 3a	765,483

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CONG KEREN DAVID 4721 11TH AVE BROOKLYN, NY 11219	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CONG KEREN ORAH VE SIMCHAH 812 DITMAS AVENUE BROOKLYN, NY 11219	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
CONG SHAAR HATFILAH 133 GERRY ST BROOKLYN, NY 11206	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
CONG TIFERES TZVI 1307 E 8TH ST BROOKLYN, NY 11230	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
CONGREGATION BAIS NAFTOLI 221 S LA BREA AVE LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
CONGREGATION BAIS YITZCHOK 82-35 SURREY PLACE JAMAICA ESTATES, NY 11432	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	750
CONGREGATION KAHAL YIREI HASHEM 1556 53RD ST BROOKLYN, NY 11219	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
CONGREGATION KEHILAS YAAKOV 7211 BEVERLY BOULEVARD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	260
CONGREGATION LEVI YITZCHOK 356 N LA BREA AVE LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,500
CONGREGATION MAZAH 122 HARRISON AVENUE BROOKLYN, NY 11206	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
CONGREGATION ZICHRON MOSHE 1441 MONMOUTH AVENUE LAKEWOOD, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
EFRAT 1274 49TH ST STE 569 BROOKLYN, NY 11219	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
EZRAS TORAH 1540 ROUTE 202 SUITE 2 POMONA, NY 10970	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
FRIENDS OF YESHIVA SIFSEY TAAĐIK 1846 49TH ST BROOKLYN, NY 11219	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
HATZOLO 1880 OCEAN AVE NEW YORK, NY 11230	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200
Total			► 3a	765,483

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HEBREW DISCOVERY CENTER 19819 VENTURA BLVD WOODLAND HILLS, CA 91364	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
HERITAGE HOUSE 2212 PLACENTIA AVE COSTA MESA, CA 92627	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
ISRAEL PURIM FUND 205 WET BEECH ST PO BOX 630 LONG BEACH, NY 11561	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
KEDUSHAS PINCHAS 1063 54TH STREET BROOKLYN, NY 11219	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
KEHAL ZICHRON MOSHE 22 EDWARD ST WOODMERE, NY 11598	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
KEHILAS YAAKOV 2 OMNI CT LAKEWOOD, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	780
KOL SIMCHA 6301 PARK HEIGHTS AVE BALTIMORE, MD 21215	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
LADIES AUX OF YESHIVA ORCHOS CHAIM 410 OBERLIN AVE S LAKEWOOD TOWNSHIP, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	15
MAASEH CHESED GEMACH 199 LEE AVE PMB 221 BROOKLYN, NY 11211	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,400
MATAN B'SETER BAMBI 1667 54TH STREET BROOKLYN, NY 11204	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MAYYON ISRAEL 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	200
MBY CHARITY FUND 6022 W PICO BLVD LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	7,000
MEKOR CHAIM 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
MERKAZ HATORAH 9301 WILSHIRE BLVD STE 507 BEVERLY HILLS, CA 90210	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	750
MESIFTA TIFERES ISRAEL 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
Total			► 3a	765,483

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MESIFTA OF LAKEWOOD 801 W KENNEDY BLVD LAKEWOOD TOWNSHIP, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
OD YOSEF CHAI 18 NEW COUNTY RD MONSEY, NY 10952	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	250
OHR HAMEIR SEMINARY 141 FURNACE WOODS RD CORTLANDT MANOR, NY 10567	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
OORAH 1805 SWARTHMORE AVE LAKEWOOD, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
OTSAR 2334 W 13TH ST BROOKLYN, NY 11223	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
PEF ISRAEL ENDOWMENT FUND 630 THIRD AVE STE 1501 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	225
SHAAREI TORAH 334 N LA BREA AVE LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	360
SHOR YOSHUV INSTITUTE 1 CEDAR LAWN AVENUE LAWRENCE, NY 11559	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
SNUNIT BEN OZER MD 18370 BURBANK BLVD STE 511 TARZANA, CA 91356	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	350
SPRINGFIELD YESHIVA 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
THE TZEDAKAH FUND 6006 BERKELEY AVE BALTIMORE, MD 21209	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,500
TOMECH LADAS 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
TORAH UMESSORAH 620 FOSTER AVENUE BROOKLYN, NY 11230	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
TORAH V'CHESED 6407 ORANGE ST WEST HOLLYWOOD, CA 90048	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
TSHEBINER YESHIVA 171 HOOPER ST BROOKLYN, NY 11211	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	75
Total			► 3a	765,483

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TZEDAKA FUND 42 W 38TH ST RM 901 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	300
TZEDOKAH ZICHRON MEIR 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
UNITED INSTITUTE OF KARLIN STOLIN 1436 42ND ST BROOKLYN, NY 11219	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
VAAD HARABBANIM 221 REGENT DRIVE LAKEWOOD, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
VAAD L-HACHNUVAS ORCHIM INC 1472 52ND STREET SUITE 2-B BROOKLYN, NY 11219	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500
VALLEY TORAH HIGH SCHOOL 12517 CHANDLER BLVD VALLEY VILLAGE, CA 91607	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
WEST COAST VAAD HACHESED 7200 BEVERLY BLVD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	20,850
YESHIVA CHAYEI OLAM 14 EAST ELEVENTH STREET LAKEWOOD, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA DERECH CHAIM 1573 39TH ST BROOKLYN, NY 11218	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA GEDOLA OF BAYSWATER 88-08 ROCKAWAY BEACH BLVD QUEENS, NY 11693	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA GEDOLA OF PATTERSON 555 15TH AVE PATERSON, NJ 07504	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA GEDOLA OF SOUTH MONSEY 260 SADDLE RIVER RD AIRMONT, NY 10952	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA KEREN HATORAH 299 MONMOUTH AVE LAKEWOOD, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA NER ARYEH 12422 CHANDLER BLVD VALLEY VILLAGE, CA 91607	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA OHEV SHALOM 525 S FAIRFAX AVE LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
Total			► 3a	765,483

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
YESHIVA OHR CHANOCH 8906 W PICO BLVD LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA ORCHOS CHAIM 410 OBERLIN AVE S LAKEWOOD TOWNSHIP, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,250
YESHIVA RAV ISACSOHN TORAS EMES 7223 BEVERLY BLVD STE 201 LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	800
YESHIVA TORAS CHAIM 999 RIDGE AVE LAKEWOOD TOWNSHIP, NJ 08701	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVA VYE LIPOL 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YESHIVAS CHEV SHALOM 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	180
YESHIVAS HACHAYIM 247 S CITRUS AVE LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50
YESHIVAS OHR NAFTALI 701 BLOOMING GROVE TPKE NEW WINDSOR, NY 12253	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
YOUNG ISRAEL OF HANCOCK PARK 225 S LA BREA AVE LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,800
YOUNG ISRAEL TZEDAKAH FUND 50 EISENHOWER DRIVE SUITE 102 PARAMUS, NJ 07652	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,300
YTA 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000
ZICHRON MENACHEM 3054 BEDFORD AVE BROOKLYN, NY 11210	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
ZICHRON MOSHE 9454 WILSHIRE BLVD 4TH FL BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100
Total			► 3a	765,483

TY 2014 Accounting Fees Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	45,395	22,697		22,698

TY 2014 Distribution from Corpus Election

Name: THE JUNE FOUNDATION

EIN: 95-4745292

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

TY 2014 Investments Corporate Stock Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERACTIVE BROKERS - 518854	2,087,944	2,336,499
LUMINOUS CAPITAL - 213942	1,008,005	1,018,358
LUMINOUS CAPITAL - 269263	637,700	335,700
MONARCH CAPITAL - 031291	0	0
MONARCH CAPITAL - 031305	0	0

TY 2014 Investments Government Obligations Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

US Government Securities - End of

Year Book Value: 92,611

US Government Securities - End of

Year Fair Market Value: 106,116

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2014 Investments - Other Schedule

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

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LUMINOUS CAPITAL RIMROCK K-1	AT COST	1,919,825	2,583,816
LUMINOUS CAPITAL US FARMING REALTY FD LP	AT COST	942,197	1,142,573
CANYON DISTRESSED OPPORTUNITY FD	AT COST	526,973	569,070
GLOBAL CREDIT OPP FD FKA SENIOR CREDIT FUND A K-1	AT COST	1,269,779	1,298,470
SPECIAL SITUATIONS FUND K-1	AT COST	329,697	360,049
CIBC WORLD MARKETS INC VISION OPP FD TRUST	AT COST	877,416	1,090,264
EASTSIDE CENTURY PARTNERS	AT COST	888,687	33,422
LC GOF III	AT COST	525,429	464,777
DIRECT LENDING FUND LLC	AT COST	270,484	302,968
ALTAIR MARATHON SOF, LLC	AT COST	492,694	500,097
ALTAIR PCOF, LLC	AT COST	0	0
195 LAKESIDE LLC	AT COST	1,320,054	1,320,054
WC16 LLC	AT COST	998,597	998,597
SPECTRA ENERGY PARTNERS LP	AT COST	57,230	57,230
MAGELLAN MIDSTREAM PARTNERS LP	AT COST	72,118	72,118

TY 2014 Legal Fees Schedule

Name: THE JUNE FOUNDATION

EIN: 95-4745292

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,992	1,996		1,996

TY 2014 Other Expenses Schedule

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	150,502	150,502		0
INTERACTIVE BROKERS - PYMTS IN LIEU OF DIVIDENDS - SHORT ACCOUNT	33,274	33,274		0
PAYROLL SERVICE FEES	486	243		243
TELEPHONE	1,618	809		809
WORKERS COMP INSURANCE	2,179	1,090		1,090
OFFICE EXPENSE	113	57		56
TATE LOAN	66,000	66,000		0
MEDICAL EXPENSE	17,128	8,564		8,564
OTHER LOSS FROM WC16 LLC	1,403	1,403		0
OTHER LOSS FROM EASTSIDE CENTURY PARTNERS	327,551	327,551		0
OTHER LOSS FROM MARATHON SOF	6,584	6,584		0
OTHER LOSS FROM DIRECT LENDING	3,160	3,160		0
OTHER LOSS FROM RIMROCK LP	3,597	3,597		0

TY 2014 Other Income Schedule

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

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SPECIAL SITUATIONS FUND K-1	65,585	65,585	65,585
CANYON DISTRESSED OPP FD K-1 PORTFOLIO INCOME	59,675	59,675	59,675
ALTAIR GLOBAL CREDIT OPP FUND A LLC	186,645	186,645	186,645
ALTAIR PCOF K-1	86,361	86,361	86,361
US FARMING REALTY FUND K-1	2,286	2,286	2,286
GOF III LP K-1	110,549	110,549	110,549

TY 2014 Other Liabilities Schedule

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

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

TY 2014 Taxes Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CA FRANCHISE TAX BOARD - DUE WITH 2013 FORM 199	10	0		10
FOREIGN TAX WITHHELD ON DIVIDENDS	855	855		0
REGISTRY OF CHARITABLE TRUSTS	150	0		150
PAYROLL TAX	11,547	5,774		5,773
FEDERAL TAX	45,000	0		0

Schedule of Contributors

OMB No 1545-0047

2014

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

Name of the organization
THE JUNE FOUNDATION

Employer identification number

95-4745292

Organization type (check one)

Filers of:

Section:

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

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other 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 $\frac{1}{3}$ % 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE JUNE FOUNDATION	Employer identification number 95-4745292
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KEST 2009 CHARITABLE LEAD TRUST NO 5150 OVERLAND AVE CULVER CITY, CA 90230	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	KEST 2009 CHARITABLE LEAD TRUST NO 5150 OVERLAND AVE CULVER CITY, CA 90230	\$ 306,396	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	GOLDRICH FAMILY FOUNDATION 5150 OVERLAND AVE CULVER CITY, CA 90230	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE JUNE FOUNDATION			Employer identification number 95-4745292
Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

