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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service► 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.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

WILLAMETTA K. DAY FOUNDATION

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

865 SOUTH FIGUEROA ST., STE 700

A Employer identification number

95-6092476

B Telephone number

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 Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **\$ 45,895,689.** (from Part II, col. (c), line 16) J Accounting method: Cash Accrual
 Other (specify) _____

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	418,202.	694,749.	STATEMENT 2	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,954,976.		STATEMENT 1	
b	Gross sales price for all assets on line 6a	29,444,347.			
7	Capital gain net income (from Part IV, line 2)		2,425,203.		
8	Net short-term capital gain				
9	Income modifications				
Gross sales less returns and allowances					
10a					
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	2,188.	20,238.	STATEMENT 3	
12	Total. Add lines 1 through 11	2,375,366.	3,140,190.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	39,000.	35,100.	3,900.	
c	Other professional fees	450,000.	614,245.	45,000.	
17	Interest				
18	Taxes	367,014.	564.	0.	
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	6,332.	7,039.	2,190.	
24	Total operating and administrative expenses Add lines 13 through 23	862,346.	656,948.	51,090.	
25	Contributions, gifts, grants paid	1,068,750.		1,068,750.	
26	Total expenses and disbursements. Add lines 24 and 25	1,931,096.	656,948.	1,119,840.	
27	Subtract line 26 from line 12:	444,270.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		2,483,242.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		341,133.	336,611.	336,611.
	3 Accounts receivable ► 21,559.			21,559.	21,559.
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use		520,244.	370,952.	370,952.
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 9	29,114,147.	31,027,984.	31,027,984.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	10,421,042.	14,138,583.	14,138,583.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		40,396,566.	45,895,689.	45,895,689.
	17 Accounts payable and accrued expenses		57,959.	58,154.	
	18 Grants payable		976,891.	523,272.	
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►	STATEMENT 11)	130,607.	241,962.	
	23 Total liabilities (add lines 17 through 22)		1,165,457.	823,388.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		39,231,109.	45,072,301.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		39,231,109.	45,072,301.	
	31 Total liabilities and net assets/fund balances		40,396,566.	45,895,689.	

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	39,231,109.
2 Enter amount from Part I, line 27a	2	444,270.
3 Other increases not included in line 2 (itemize) ►	3	5,396,922.
4 Add lines 1, 2, and 3	4	45,072,301.
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	45,072,301.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	29,444,347.		27,019,144.	2,425,203.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				2,425,203.
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	2,425,203.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}		3	N/A

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	5,850,981.	37,369,722.	.156570
2012	1,754,792.	35,690,407.	.049167
2011	4,364,881.	39,643,823.	.110102
2010	5,311,046.	42,684,482.	.124426
2009	1,960,078.	35,363,638.	.055426

2 Total of line 1, column (d)

2 .495691

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 .099138

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4 40,547,272.

5 Multiply line 4 by line 3

5 4,019,775.

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

6 24,832.

7 Add lines 5 and 6

7 4,044,607.

8 Enter qualifying distributions from Part XII, line 4

8 1,119,840.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	49,665.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2		2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	49,665.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6	Credits/Payments:		5	49,665.
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a		60,236.
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		25,000.
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	85,236.
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	35,571.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ►	35,571.	Refunded ►	11 0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	X
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. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	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	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>CA</u>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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 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 SOUTH FIGUEROA ST., STE 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 and enter the amount of tax-exempt interest received or accrued during the year ► 15 **N/A**

- 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 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 ► 16 **Yes** X

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.

- 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 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? X Yes No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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)?

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?

- 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(i)(3) or 4942(j)(5)): 1b **X**

- 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 ► _____, _____, _____, _____

- b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 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.

► _____, _____, _____, _____

- 3a 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.) N/A 3b

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a

- 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 X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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?

Yes No

Yes No

Yes No

Yes No

Yes No

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

N/A ►

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

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

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

Yes No

6b

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

If "Yes" to 6b, file Form 8870.

Yes No

X

7a 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

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.

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

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

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

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

►

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000

(b) Type of service

(c) Compensation

**OAKMONT CORPORATION - 865 SOUTH FIGUEROA
STREET, SUITE 700, LOS ANGELES, CA 90017**

MANAGEMENT

450,000.

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

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 N/A

Total. Add lines 1 through 3

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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	29,455,682.
b	Average of monthly cash balances	1b	732,661.
c	Fair market value of all other assets	1c	10,976,400.
d	Total (add lines 1a, b, and c)	1d	41,164,743.
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	41,164,743.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	617,471.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,547,272.
6	Minimum investment return. Enter 5% of line 5	6	2,027,364.

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	2,027,364.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	49,665.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	49,311.
c	Add lines 2a and 2b	2c	98,976.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,928,388.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,928,388.
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	1,928,388.

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	1,119,840.
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	1,119,840.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,119,840.

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				1,928,388.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	296,773.			
b From 2010	3,244,872.			
c From 2011	2,428,224.			
d From 2012	31,561.			
e From 2013	3,796,563.			
f Total of lines 3a through e	9,797,993.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,119,840.			0.	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount			1,119,840.	
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))	808,548.			808,548.
6 Enter the net total of each column as indicated below:	8,989,445.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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 instr.			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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	8,989,445.			
10 Analysis of line 9:				
a Excess from 2010	2,733,097.			
b Excess from 2011	2,428,224.			
c Excess from 2012	31,561.			
d Excess from 2013	3,796,563.			
e Excess from 2014				

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
<i>a Paid during the year</i>				
SEE STATEMENT A				1,068,750.
Total			► 3a	1,068,750.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	418,202.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900000	377,494.	18	1,954,976.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME			14	2,188.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		377,494.		2,375,366.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		2,752,860.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

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

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

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

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

Yes No

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

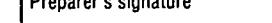
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

11/13/15

SECRETARY/TREASURER

Signature of officer or trustee Date Title

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

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	DANIEL J. LOPEZ			11/13/15	PTIN
	ANDERSEN TAX LLC			P00438620	
Firm's address ► 400 SOUTH HOPE STREET, SUITE 2000 LOS ANGELES, CA 90071			Firm's EIN ►		
			Phone no. 213-593-2300		

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.)
a ALLERGRIA II, LLC	P	VARIOUS	VARIOUS
b ALEGRIA III, LP	P	VARIOUS	VARIOUS
c ALEGRIA V, LLC	P	VARIOUS	VARIOUS
d CONDOR RIDGE, LLC	P	VARIOUS	VARIOUS
e CONDOR RIDGE PARTNERS III, LP	P	VARIOUS	VARIOUS
f CONDOR RIDGE IV, LLC	P	VARIOUS	VARIOUS
g ELKIN HM INVESTMENTS, LLC	P	VARIOUS	VARIOUS
h HILGARD INVESTORS LLC	P	VARIOUS	VARIOUS
i MADRONO, LP	P	VARIOUS	VARIOUS
j MID OAK INVESTORS, LLC	P	VARIOUS	VARIOUS
k MORRISON 2000, LLC	P	VARIOUS	VARIOUS
l SIERRA MEDIA INVESTMENTS, LLC	P	VARIOUS	VARIOUS
m STONEVIEW INVESTMENTS, LP	P	VARIOUS	VARIOUS
n EIG ENERGY FUND XIV-A, LP	P	VARIOUS	VARIOUS
o TREKK OPPORTUNITY PARTNERS, LP	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 62,828.			62,828.
b 133,946.			133,946.
c 276,202.			276,202.
d 3,388.			3,388.
e 23,499.			23,499.
f 69.			69.
g <10,722.>			<10,722.>
h 1,050.			1,050.
i 106,487.			106,487.
j 2,224.			2,224.
k <949.>			<949.>
l 858.			858.
m <44,524.>			<44,524.>
n <90,062.>			<90,062.>
o 6,239.			6,239.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			62,828.
b			133,946.
c			276,202.
d			3,388.
e			23,499.
f			69.
g			<10,722.>
h			1,050.
i			106,487.
j			2,224.
k			<949.>
l			858.
m			<44,524.>
n			<90,062.>
o			6,239.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 }

WILLAMETTA K. DAY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
95-6092476 PAGE 2 OF 2

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 FROM K-1S - SECTION 1256	P	VARIOUS	VARIOUS
b FROM STATEMENT 1	P	VARIOUS	VARIOUS
c ENRON SETTLEMENT - LITIGATION SETTLEMENT INCOME	P	VARIOUS	VARIOUS
d DISPOSITION OF TAVISTOCK INVESTORS, LLC	P	VARIOUS	12/31/14
e DISPOSITION OF STONEVIEW INVESTMENTS, LP	P	VARIOUS	12/31/14
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1.			1.
b 27,968,357.		26,013,434.	1,954,923.
c 53.			53.
d 996,411.		996,411.	0.
e 8,992.		9,299.	<307.>
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1.
b			1,954,923.
c			53.
d			0.
e			<307.>
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,425,203.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 } 3		N/A

WILLAMETTA K. DAY FOUNDATION
REALIZED GAINS AND LOSSES
95-6092476
2014

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	PROCEEDS	GAIN OR LOSS	
						SHORT TERM	LONG TERM
9/4/2013	1/29/2014	5300	HOME DEPOT INC	393,805.37	408,305.42	14,500.05	
11/25/2013	1/30/2014	5100	GENERAL MOTORS CO	192,173.10	187,882.76	(4,290.34)	
7/30/2013	1/30/2014	2500	BOEING CO	263,426.25	323,687.36	60,261.11	
9/4/2013	1/30/2014	800	HOME DEPOT INC	59,442.32	61,828.20	2,385.88	
11/14/2013	1/30/2014	4000	AMERICAN AIRLINES GROUP INC	94,535.20	135,992.83	41,457.63	
11/15/2013	1/30/2014	7800	AMERICAN AIRLINES GROUP INC	183,656.46	265,186.02	81,529.56	
10/31/2013	1/30/2014	7400	ESSENT GROUP LTD	158,824.72	183,807.61	24,982.89	
11/25/2013	2/12/2014	1200	GENERAL MOTORS CO	45,217.20	42,401.14	(2,816.06)	
11/25/2013	2/12/2014	8500	GENERAL MOTORS CO	319,479.30	300,341.41	(19,137.89)	
11/25/2013	2/12/2014	3000	GENERAL MOTORS CO	112,757.40	105,568.76	(7,188.64)	
11/25/2013	2/12/2014	6700	GENERAL MOTORS CO	252,721.32	235,770.23	(16,951.09)	
11/25/2013	2/12/2014	4800	GENERAL MOTORS CO	181,054.08	169,193.21	(11,860.87)	
11/25/2013	2/12/2014	4900	GENERAL MOTORS CO	185,203.83	172,718.07	(12,485.76)	
11/25/2013	2/12/2014	6700	GENERAL MOTORS CO	253,237.89	235,976.58	(17,261.31)	
11/25/2013	2/12/2014	3000	GENERAL MOTORS CO	112,959.30	105,661.16	(7,298.14)	
11/25/2013	2/12/2014	8500	GENERAL MOTORS CO	320,051.35	300,135.72	(19,915.63)	
12/17/2013	2/12/2014	6200	GENERAL MOTORS CO	258,516.44	218,922.52	(39,593.92)	
9/4/2013	2/12/2014	200	HOME DEPOT INC	14,860.58	15,352.27	491.69	
7/30/2013	2/12/2014	300	BOEING CO	31,611.15	38,463.32	6,852.17	
11/15/2013	3/3/2014	2000	AMERICAN AIRLINES GROUP INC	47,091.40	71,758.75	24,667.35	
11/15/2013	3/3/2014	2600	AMERICAN AIRLINES GROUP INC	61,237.28	93,286.37	32,049.09	
7/30/2013	3/3/2014	600	BOEING CO	63,222.30	76,696.66	13,474.36	
3/27/2013	3/3/2014	3200	DELTA AIR LINES, INC	52,446.08	103,934.82	51,488.74	
4/26/2012	3/3/2014	1600	DR HORTON INC	25,460.32	38,767.32		13,307.00
7/15/2013	3/3/2014	800	EATON CORP PLC	54,674.16	58,614.97	3,940.81	
10/31/2013	3/3/2014	3300	ESSENT GROUP LTD	70,827.24	76,920.33	6,093.09	
9/4/2013	3/3/2014	1000	HOME DEPOT INC	74,302.90	81,898.57	7,595.67	
4/26/2012	3/3/2014	1000	LENNAR CORP	26,980.70	43,729.23		16,748.53
4/26/2012	3/3/2014	1100	MASTERCARD INC	49,649.26	84,224.10		34,574.84
1/10/2012	3/3/2014	200	PRECISION CASTPARTS CORP	34,864.90	51,121.43		16,256.53
7/25/2013	3/3/2014	400	SCHLUMBERGER LTD	33,077.64	36,391.36	3,313.72	
5/25/2012	3/3/2014	1000	TOLL BROTHERS INC	28,212.20	38,969.32		10,757.12
5/1/2013	3/3/2014	400	WHIRLPOOL CORP	45,236.24	57,265.00	12,028.76	
11/15/2013	3/21/2014	5200	AMERICAN AIRLINES GROUP INC	122,474.56	187,595.72	65,121.16	
7/30/2013	3/21/2014	200	BOEING CO	21,074.10	24,497.62	3,423.52	
7/30/2013	3/21/2014	500	BOEING CO	52,708.60	61,244.04	8,535.44	
3/27/2013	3/21/2014	3500	DELTA AIR LINES, INC	57,362.90	115,651.09	58,288.19	
4/26/2012	3/21/2014	1800	DR HORTON INC	28,642.86	38,489.08		9,846.22
7/15/2013	3/21/2014	800	EATON CORP PLC	54,674.16	58,277.35	3,603.19	
10/31/2013	3/21/2014	3700	ESSENT GROUP LTD	79,412.36	85,465.88	6,053.52	
9/4/2013	3/21/2014	1100	HOME DEPOT INC	81,733.19	88,748.45	7,015.26	
9/4/2013	3/21/2014	100	HOME DEPOT INC	7,430.29	8,068.04	637.75	
4/26/2012	3/21/2014	1100	LENNAR CORP	29,678.77	43,349.05		13,670.28
4/26/2012	3/21/2014	1200	MASTERCARD INC	54,162.83	91,713.97		37,551.14
1/10/2012	3/21/2014	200	PRECISION CASTPARTS CORP	34,864.90	50,737.03		15,872.13
7/25/2013	3/21/2014	400	SCHLUMBERGER LTD	33,077.64	37,238.17	4,160.53	
5/25/2012	3/21/2014	1100	TOLL BROTHERS INC	31,033.42	38,801.64		7,768.22
5/1/2013	3/21/2014	400	WHIRLPOOL CORP	45,236.24	58,193.99	12,957.75	
11/15/2013	3/31/2014	3000	AMERICAN AIRLINES GROUP INC	70,658.40	109,677.57	39,019.17	
7/30/2013	3/31/2014	400	BOEING CO	42,166.88	50,171.21	8,004.33	
3/27/2013	3/31/2014	2100	DELTA AIR LINES, INC	34,417.74	72,679.81		38,262.07
4/26/2012	3/31/2014	1000	DR HORTON INC	15,912.70	21,614.52		5,701.82
10/31/2013	3/31/2014	800	ESSENT GROUP LTD	17,170.24	17,968.00	797.76	
10/31/2013	3/31/2014	1300	ESSENT GROUP LTD	27,901.64	29,198.00	1,296.36	
7/15/2013	3/31/2014	500	EATON CORP PLC	34,171.35	37,510.17	3,338.82	
9/4/2013	3/31/2014	700	HOME DEPOT INC	52,012.03	55,361.77	3,349.74	
4/26/2012	3/31/2014	600	LENNAR CORP	16,188.42	23,735.47		7,547.05
4/26/2012	3/31/2014	700	MASTERCARD INC	31,594.98	52,261.33		20,666.35
1/10/2012	3/31/2014	200	PRECISION CASTPARTS CORP	34,864.90	50,540.88		15,675.98
7/25/2013	3/31/2014	200	SCHLUMBERGER LTD	16,538.82	19,487.56		2,948.74

5/25/2012	3/31/2014	600	TOLL BROTHERS INC	16,927 32	21,515 52	4,588 20
5/1/2013	3/31/2014	200	WHIRLPOOL CORP	22,618 12	29,871 33	7,253 21
7/15/2013	4/29/2014	6500	EATON CORP PLC	444,227 55	469,680 91	25,453 36
7/15/2013	4/29/2014	3000	EATON CORP PLC	205,028 10	216,743 10	11,715 00
7/15/2013	4/29/2014	200	EATON CORP PLC	13,668 54	14,441 44	772 90
7/18/2013	4/29/2014	2400	EATON CORP PLC	162,148 56	173,297 28	11,148 72
7/18/2013	4/30/2014	3300	EATON CORP PLC	222,954 27	237,463 73	14,509 46
5/25/2012	5/28/2014	5000	TOLL BROTHERS INC	141,061 00	181,434 48	40,373 48
5/29/2012	5/28/2014	5400	TOLL BROTHERS INC	154,119 78	195,949 24	41,829 46
5/30/2012	5/28/2014	3900	TOLL BROTHERS INC	107,669 64	141,518 90	33,849 26
4/26/2012	5/28/2014	12500	LENNAR CORP	337,258 75	505,730 06	168,471 31
4/26/2012	5/28/2014	22000	DR HORTON INC	350,079 40	511,831 86	161,752 46
10/31/2013	5/28/2014	11400	ESSENT GROUP LTD	244,675 92	227,267 64	(17,408 28)
4/26/2012	5/29/2014	7200	DR HORTON INC	114,571 44	170,438 94	55,867 50
4/27/2012	5/29/2014	3200	DR HORTON INC	52,881 28	75,750 64	22,869 36
4/26/2012	5/29/2014	6400	LENNAR CORP	172,676 48	260,619 51	87,943 03
4/27/2012	5/29/2014	1200	LENNAR CORP	33,929 16	48,866 16	14,937 00
5/30/2012	5/29/2014	6500	TOLL BROTHERS INC	179,449 40	236,761 81	57,312 41
10/31/2013	5/29/2014	12600	ESSENT GROUP LTD	270,431 28	250,876 82	(19,554 46)
10/31/2013	5/29/2014	1100	ESSENT GROUP LTD	23,574 87	21,901 94	(1,672 93)
10/31/2013	6/4/2014	3700	ESSENT GROUP LTD	79,297 29	72,084 39	(7,212 90)
10/31/2013	6/5/2014	4800	ESSENT GROUP LTD	102,872 16	95,764 09	(7,108 07)
10/31/2013	6/6/2014	300	ESSENT GROUP LTD	6,429 51	6,095 65	(333 86)
10/31/2013	6/23/2014	900	ESSENT GROUP LTD	19,288 53	18,786 63	(501 90)
10/31/2013	6/24/2014	4200	ESSENT GROUP LTD	90,013 14	87,850 29	(2,162 85)
10/31/2013	6/25/2014	2300	ESSENT GROUP LTD	49,292 91	47,995 10	(1,297 81)
10/31/2013	6/27/2014	80	ESSENT GROUP LTD	1,714 54	1,648 08	(66 46)
10/31/2013	7/1/2014	50	ESSENT GROUP LTD	1,071 58	1,022 97	(48 61)
10/31/2013	7/2/2014	140	ESSENT GROUP LTD	3,000 44	2,867 38	(133 06)
10/31/2013	7/3/2014	100	ESSENT GROUP LTD	2,143 17	2,048 56	(94 61)
10/31/2013	7/8/2014	890	ESSENT GROUP LTD	19,074 21	17,353 36	(1,720 85)
10/31/2013	7/9/2014	390	ESSENT GROUP LTD	8,358 36	7,588 88	(769 48)
10/31/2013	7/10/2014	1000	ESSENT GROUP LTD	21,431 70	19,221 97	(2,209 73)
10/31/2013	7/11/2014	270	ESSENT GROUP LTD	5,786 56	5,204 48	(582 08)
10/31/2013	7/14/2014	2700	ESSENT GROUP LTD	57,865 59	49,925 40	(7,940 19)
10/31/2013	7/15/2014	2380	ESSENT GROUP LTD	51,007 45	44,431 95	(6,575 50)
11/1/2013	7/15/2014	1220	ESSENT GROUP LTD	26,641 75	22,776 04	(3,865 71)
9/4/2013	7/16/2014	3400	HOME DEPOT INC	252,629 86	270,526 91	17,897 05
9/4/2013	7/16/2014	3400	HOME DEPOT INC	252,629 86	270,404 52	17,774 66
9/4/2013	7/16/2014	3400	HOME DEPOT INC	252,629 86	270,515 69	17,885 83
9/4/2013	7/16/2014	100	HOME DEPOT INC	7,430 29	7,955 95	525 66
9/11/2013	7/16/2014	1300	HOME DEPOT INC	97,041 75	103,427 40	6,385 65
12/11/2013	7/16/2014	2000	HOME DEPOT INC	158,819 40	159,119 08	299 68
12/11/2013	7/16/2014	2600	HOME DEPOT INC	206,465 22	206,853 24	388 02
12/11/2013	7/16/2014	800	HOME DEPOT INC	63,730 88	63,647 15	(83 73)
12/11/2013	7/16/2014	4700	HOME DEPOT INC	374,418 92	374,033 23	(385 69)
11/1/2013	7/16/2014	1800	ESSENT GROUP LTD	39,307 50	33,548 73	(5,758 77)
11/1/2013	7/17/2014	3000	ESSENT GROUP LTD	65,512 50	55,617 56	(9,894 94)
11/1/2013	7/18/2014	4180	ESSENT GROUP LTD	91,280 75	77,823 18	(13,457 57)
11/1/2013	7/21/2014	1800	ESSENT GROUP LTD	39,307 50	32,923 61	(6,383 89)
11/1/2013	7/22/2014	1600	ESSENT GROUP LTD	34,940 00	28,981 59	(5,958 41)
11/1/2013	7/23/2014	1800	ESSENT GROUP LTD	39,307 50	32,380 92	(6,926 58)
11/1/2013	7/24/2014	4300	ESSENT GROUP LTD	93,901 25	76,344 80	(17,556 45)
5/1/2013	7/30/2014	3800	WHIRLPOOL CORP	429,744 28	543,092 73	113,348 45
5/1/2013	7/31/2014	3800	WHIRLPOOL CORP	429,744 28	543,696 54	113,952 26
3/21/2014	8/12/2014	3400	CHICAGO BRIDGE & IRON CO NV	295,475 64	201,103 51	(94,372 13)
3/21/2014	8/12/2014	7700	CHICAGO BRIDGE & IRON CO NV	669,673 62	455,440 31	(214,233 31)
3/21/2014	8/12/2014	3900	CHICAGO BRIDGE & IRON CO NV	339,185 34	227,908 23	(111,277 11)
5/29/2014	8/12/2014	600	CHICAGO BRIDGE & IRON CO NV	49,046 16	35,062 80	(13,983 36)
5/29/2014	8/13/2014	4400	CHICAGO BRIDGE & IRON CO NV	359,671 84	254,523 81	(105,148 03)
11/15/2013	8/22/2014	1500	AMERICAN AIRLINES GROUP INC	35,329 20	59,840 58	24,511 38
11/15/2013	8/22/2014	7700	AMERICAN AIRLINES GROUP INC	181,356 56	307,181 62	125,825 06
11/15/2013	8/25/2014	4600	AMERICAN AIRLINES GROUP INC	108,342 88	183,241 08	74,898 20
11/15/2013	8/25/2014	4600	AMERICAN AIRLINES GROUP INC	109,301 52	183,241 09	73,939 57
11/15/2013	8/25/2014	7700	AMERICAN AIRLINES GROUP INC	182,961 24	304,228 73	121,267 49
11/15/2013	8/25/2014	1500	AMERICAN AIRLINES GROUP INC	35,663 70	59,265 34	23,601 64
11/15/2013	8/25/2014	9200	AMERICAN AIRLINES GROUP INC	218,737 36	362,904 37	144,167 01
11/15/2013	8/25/2014	1600	AMERICAN AIRLINES GROUP INC	38,041 28	63,289 48	25,248 20
11/15/2013	8/25/2014	7600	AMERICAN AIRLINES GROUP INC	182,293 60	300,625 02	118,331 42
11/15/2013	8/25/2014	2500	AMERICAN AIRLINES GROUP INC	59,965 00	98,750 31	38,785 31
3/27/2013	9/5/2014	5900	DELTA AIR LINES, INC	96,697 46	230,919 64	134,222 18
3/27/2013	9/5/2014	6000	DELTA AIR LINES, INC	98,336 40	236,269 90	137,933 50
3/27/2013	9/5/2014	2400	DELTA AIR LINES, INC	39,334 56	94,796 67	55,462 11

3/27/2013	9/5/2014	2300	DELTA AIR LINES, INC	37,695 62	90,652 92	52,957 30
3/27/2013	9/5/2014	2400	DELTA AIR LINES, INC	39,334 56	94,227 16	54,892 60
3/27/2013	9/5/2014	2400	DELTA AIR LINES, INC	39,334 56	94,127 80	54,793 24
3/27/2013	9/5/2014	2400	DELTA AIR LINES, INC	39,334 56	94,028 69	54,694 13
3/27/2013	9/5/2014	3900	DELTA AIR LINES, INC	63,918 66	152,867 99	88,949 33
3/27/2013	9/8/2014	2400	DELTA AIR LINES, INC	39,334 56	94,690 62	55,356 06
1/29/2014	9/23/2014	2600	FLOWSERVE CORP	189,368 92	188,783 38	(585 54)
1/29/2014	9/24/2014	7400	FLOWSERVE CORP	538,973 08	534,179 38	(4,793 70)
1/29/2014	9/25/2014	800	FLOWSERVE CORP	58,267 36	57,009 38	(1,257 98)
1/30/2014	9/25/2014	300	FLOWSERVE CORP	21,775 50	21,378 52	(396 98)
2/12/2014	9/25/2014	4700	FLOWSERVE CORP	352,728 42	334,930 10	(17,798 32)
2/13/2014	9/25/2014	200	FLOWSERVE CORP	15,149 04	14,252 34	(896 70)
2/13/2014	9/25/2014	900	FLOWSERVE CORP	68,170 68	63,898 86	(4,271 82)
5/29/2014	9/25/2014	1600	FLOWSERVE CORP	118,784 00	113,597 96	(5,186 04)
5/29/2014	9/26/2014	3900	FLOWSERVE CORP	289,536 00	276,041 35	(13,494 65)
9/9/2014	10/7/2014	400	ACTAVIS PLC	93,206 92	96,879 57	3,672 65
11/15/2013	10/7/2014	1500	AMERICAN AIRLINES GROUP INC	35,979 00	51,487 41	15,508 41
12/5/2013	10/7/2014	1700	AMERICAN AIRLINES GROUP INC	37,718 41	58,352 39	20,633 98
7/30/2013	10/7/2014	800	BOEING CO	84,333 76	99,720 03	15,386 27
3/27/2013	10/7/2014	2400	DELTA AIR LINES, INC	39,334 56	85,011 87	45,677 31
1/29/2014	10/7/2014	1710	FLUOR CORP	132,156 49	111,554 85	(20,601 64)
7/23/2014	10/7/2014	1400	HALLIBURTON CO	103,730 06	86,735 64	(16,994 42)
10/1/2014	10/7/2014	1700	MACY'S INC	99,073 79	98,318 00	(755 79)
4/26/2012	10/7/2014	1500	MASTERCARD INC	67,703 53	110,541 10	42,837 56
1/10/2012	10/7/2014	300	PRECISION CASTPARTS CORP	52,297 35	68,342 92	16,045 57
7/25/2013	10/7/2014	900	SCHLUMBERGER LTD	74,424 69	89,159 49	14,734 80
8/6/2014	10/7/2014	800	THERMO FISHER SCIENTIFIC INC	96,086 48	95,362 29	(724 19)
8/26/2014	10/7/2014	700	UNION PACIFIC CORPORATION	73,908 87	75,512 65	1,603 78
5/28/2014	10/7/2014	1300	ZIMMER HOLDINGS INC	133,811 21	132,780 10	(1,031 11)
1/29/2014	10/7/2014	4100	FLUOR CORP	316,866 45	262,938 58	(53,927 87)
1/29/2014	10/8/2014	4490	FLUOR CORP	347,007 40	286,281 90	(60,725 50)
1/30/2014	10/8/2014	200	FLUOR CORP	15,288 00	12,751 98	(2,536 02)
2/12/2014	10/8/2014	5300	FLUOR CORP	423,358 17	337,927 41	(85,430 76)
5/29/2014	10/8/2014	310	FLUOR CORP	23,324 68	19,765 57	(3,559 11)
5/29/2014	10/8/2014	10490	FLUOR CORP	789,277 04	683,435 65	(105,841 39)
7/23/2014	11/5/2014	1725	HALLIBURTON CO	127,810 25	90,149 92	(37,660 33)
8/26/2014	11/5/2014	780	SCHLUMBERGER LTD	86,824 84	75,347 40	(11,477 44)
7/23/2014	11/18/2014	2600	HALLIBURTON CO	192,641 54	127,836 57	(64,804 97)
7/23/2014	11/18/2014	2075	HALLIBURTON CO	153,742 77	102,229 04	(51,513 73)
7/23/2014	11/18/2014	525	HALLIBURTON CO	38,868 85	25,865 18	(13,003 67)
7/23/2014	11/18/2014	2575	HALLIBURTON CO	190,642 44	126,469 87	(64,172 57)
7/24/2014	11/18/2014	25	HALLIBURTON CO	1,841 33	1,227 86	(613 47)
7/24/2014	11/18/2014	2600	HALLIBURTON CO	191,498 84	127,648 59	(63,850 25)
7/24/2014	11/18/2014	475	HALLIBURTON CO	34,985 36	23,346 59	(11,638 77)
7/24/2014	11/18/2014	2125	HALLIBURTON CO	156,655 85	104,445 26	(52,210 59)
7/24/2014	11/18/2014	975	HALLIBURTON CO	71,877 39	47,803 58	(24,073 81)
7/24/2014	11/18/2014	1625	HALLIBURTON CO	119,855 12	79,672 64	(40,182 48)
7/24/2014	11/18/2014	3275	HALLIBURTON CO	241,554 17	160,542 18	(81,011 99)
7/25/2013	12/2/2014	6200	SCHLUMBERGER LTD	512,703 42	524,827 69	12,124 27
7/25/2013	12/2/2014	400	SCHLUMBERGER LTD	33,077 64	33,773 77	696 13
8/26/2014	12/2/2014	5720	SCHLUMBERGER LTD	636,715 51	482,964 96	(153,750 55)
9/9/2014	12/11/2014	150	ACTAVIS PLC	34,952 59	39,157 60	4,205 00
10/7/2014	12/11/2014	2500	ALCOA INC	40,249 50	38,849 13	(1,400 37)
10/6/2014	12/11/2014	400	APPLE INC	39,973 48	45,191 00	5,217 52
7/30/2013	12/11/2014	300	BOEING CO	31,625 16	37,323 16	5,698 00
10/1/2014	12/11/2014	800	MACY'S INC	46,622 96	49,310 90	2,687 94
4/26/2012	12/11/2014	500	MASTERCARD INC	22,567 84	43,754 03	21,186 18
8/6/2014	12/11/2014	300	THERMO FISHER SCIENTIFIC INC	36,032 43	38,513 14	2,480 71
8/26/2014	12/11/2014	300	UNION PACIFIC CORPORATION	31,675 23	34,319 24	2,644 01
5/28/2014	12/11/2014	500	ZIMMER HOLDINGS INC	51,465 85	56,485 75	5,019 90
1/10/2012	12/11/2014	2600	PRECISION CASTPARTS CORP	453,243 70	609,661 56	156,417 86
1/11/2012	12/11/2014	1800	PRECISION CASTPARTS CORP	313,996 14	422,073 39	108,077 25
7/30/2013	12/15/2014	1700	BOEING CO	179,209 24	207,820 23	28,610 99
10/7/2014	12/17/2014	5000	ALCOA INC	80,499 00	73,337 87	(7,161 13)
10/7/2014	12/17/2014	7500	ALCOA INC	120,748 50	110,006 81	(10,741 69)
10/7/2014	12/17/2014	7500	ALCOA INC	120,234 75	110,006 81	(10,227 94)
10/7/2014	12/17/2014	7500	ALCOA INC	120,234 75	110,006 82	(10,227 93)
10/7/2014	12/17/2014	7500	ALCOA INC	120,003 75	110,006 81	(9,996 94)
10/7/2014	12/17/2014	5700	ALCOA INC	91,359 03	83,605 18	(7,753 85)
10/7/2014	12/17/2014	1800	ALCOA INC	28,850 22	26,625 37	(2,224 85)
10/7/2014	12/17/2014	7500	ALCOA INC	120,209 25	110,939 04	(9,270 21)
10/7/2014	12/17/2014	7500	ALCOA INC	120,014 25	110,939 04	(9,075 21)
10/7/2014	12/17/2014	7500	ALCOA INC	120,035 25	110,939 04	(9,096 21)

10/7/2014	12/17/2014	7500	ALCOA INC	120,062 25	110,939 04	(9,123 21)
10/7/2014	12/17/2014	4500	ALCOA INC	71,978 85	66,563 42	(5,415 43)
10/8/2014	12/17/2014	2700	ALCOA INC	43,056 90	39,938 06	(3,118 84)
10/8/2014	12/17/2014	1700	ALCOA INC	26,748 99	25,146 18	(1,602 81)
10/8/2014	12/17/2014	1000	ALCOA INC	15,734 70	14,746 87	(987 83)
10/8/2014	12/17/2014	6300	ALCOA INC	98,944 02	92,905 30	(6,038 72)
12/4/2014	12/17/2014	8000	ALCOA INC	139,172 00	117,974 99	(21,197 01)
12/4/2014	12/23/2014	200	ACTAVIS PLC	53,457 34	51,075 29	(2,382 05)
12/5/2013	12/23/2014	1200	AMERICAN AIRLINES GROUP INC	26,855 88	60,688 87	33,832 99
12/4/2014	12/23/2014	400	APPLE INC	46,486 84	45,111 78	(1,375 06)
12/17/2013	12/23/2014	300	BOEING CO	40,861 02	39,110 54	(1,750 48)
3/27/2013	12/23/2014	900	DELTA AIR LINES, INC	14,750 46	42,596 04	27,845 58
11/20/2014	12/23/2014	700	MACY'S INC	44,325 61	44,946 48	620 87
4/26/2012	12/23/2014	500	MASTERCARD INC	22,567 84	43,847 41	21,279 56
12/4/2014	12/23/2014	300	THERMO FISHER SCIENTIFIC INC	38,682 63	38,105 92	(576 71)
8/26/2014	12/23/2014	200	UNION PACIFIC CORPORATION	21,116 82	24,191 13	3,074 31
5/28/2014	12/23/2014	500	ZIMMER HOLDINGS INC	51,465 85	56,758 52	5,292 67
TOTAL GAINS					1,590,910 03	2,421,010 24
TOTAL LOSSES					(2,055,247 14)	(1,750 48)
				26,013,434 13	27,968,356 79	(464,337 10)
						2,419,259 76

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ALLERGRIA II, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62,828.	0.	0.	0.	62,828.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ALEGRIA III, LP		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
133,946.	0.	0.	0.	133,946.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ALEGRIA V, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
276,202.	0.	0.	0.	276,202.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONDOR RIDGE, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,388.	0.	0.	0.	3,388.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONDOR RIDGE PARTNERS III, LP		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,499.	0.	0.	0.	23,499.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONDOR RIDGE IV, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69.	0.	0.	0.	69.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ELKIN HM INVESTMENTS, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<10,722.>	0.	0.	0.	<10,722.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HILGARD INVESTORS LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,050.	0.	0.	0.	1,050.
 (A) DESCRIPTION OF PROPERTY				
MADRONO, LP		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
106,487.	0.	0.	0.	106,487.
 (A) DESCRIPTION OF PROPERTY				
MID OAK INVESTORS, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,224.	0.	0.	0.	2,224.
 (A) DESCRIPTION OF PROPERTY				
MORRISON 2000, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<949.>	0.	0.	0.	<949.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIERRA MEDIA INVESTMENTS, LLC		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
858.	0.	0.	0.	858.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<44,524.>	0.	0.	0.	<44,524.>

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<90,062.>	0.	0.	0.	<90,062.>

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,239.	0.	0.	0.	6,239.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1.	0.	0.	0.	1.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,968,357.	26,483,661.	0.	0.	1,484,696.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
53.	0.	0.	0.	53.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSITION OF TAVISTOCK INVESTORS, LLC		PURCHASED	VARIOUS	12/31/14
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
996,411.	996,411.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSITION OF STONEVIEW INVESTMENTS, LP	PURCHASED	VARIOUS	12/31/14

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,992.	9,299.	0.	0.	<307.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,954,976.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST & DIVIDENDS	418,202.	0.	418,202.	694,749.	
TO PART I, LINE 4	418,202.	0.	418,202.	694,749.	

FORM 990-PF	OTHER INCOME	STATEMENT 3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1S - OTHER INCOME	0.	18,097.	
FROM K-1S - SECTION 1231 GAIN/LOSS	0.	<47.>	
OTHER INCOME	2,188.	2,188.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,188.	20,238.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	39,000.	35,100.		3,900.
TO FORM 990-PF, PG 1, LN 16B	39,000.	35,100.		3,900.
FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES FROM K-1 - ALLEGRIA II, LLC	450,000.	405,000.		45,000.
FROM K-1 - ALEGRIA III, LLC	0.	4,323.		0.
FROM K-1 - ALEGRIA V, LLC	0.	14,069.		0.
FROM K-1 - BDT CAPITAL PARTNERS FUND II (TE)	0.	50,905.		0.
FROM K-1 - CONDOR RIDGE, LLC	0.	865.		0.
FROM K-1 - CONDOR RIDGE III, LLC	0.	4,441.		0.
FROM K-1 - CONDOR RIDGE IV, LLC	0.	1,185.		0.
FROM K-1 - ELKINS HM INVESTMENTS, LLC	0.	3,478.		0.
FROM K-1 - FOSSIL RIDGE LLC	0.	4,048.		0.
FROM K-1 - HILGARD INVESTORS LLC	0.	20,049.		0.
FROM K-1 - LAUREL ROAD, LLC	0.	4,073.		0.
FROM K-1 - MADRONO, LLC	0.	7,531.		0.
FROM K-1 - MID OAK INVESTORS LLC	0.	11,092.		0.
FROM K-1 - MORRISON 2000, LLC	0.	8,405.		0.
FROM K-1 - PINERIDGE, LLC	0.	11,582.		0.
FROM K-1 - RAYMOND RRE INVESTMENTS III LLC	0.	153.		0.
FROM K-1 - ROCKRIVER III LLC	0.	24,940.		0.
FROM K-1 - SIERRA MEDIA INVESTMENTS, LLC	0.	31,753.		0.
	0.	724.		0.

FROM K-1 - STONEVIEW INVESTMENTS, LLC	0.	1,271.	0.
FROM K-1 - TAVISTOCK INVESTORS, LLC	0.	470.	0.
FROM K-1 - EIG ENERGY FUND XIV-A, LP	0.	2,417.	0.
FROM K-1 - TREKK OPPORTUNITY INVESTMENTS, LLC	0.	786.	0.
FROM K-1S - ROYALTY DEDUCTIONS	0.	162.	0.
FROM K-1S - OTHER PORTFOLIO DEDUCTIONS	0.	414.	0.
FROM K-1 - TRENTON INVESTMENTS LLC	0.	109.	0.
TO FORM 990-PF, PG 1, LN 16C	450,000.	614,245.	45,000.

FORM 990-PF	TAXES	STATEMENT	6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	367,014.	0.		0.
FOREIGN TAX FROM FINANCIALS	0.	210.		0.
FOREIGN TAX FROM K-1 - ALEGRIA V, LLC	0.	254.		0.
FOREIGN TAX FROM K-1 - CONDOR RIDGE III, LLC	0.	52.		0.
FOREIGN TAX FROM K-1 - HILGARD INVESTORS, LLC	0.	36.		0.
FOREIGN TAX FROM K-1 - MID OAK INVESTORS, LLC	0.	9.		0.
FOREIGN TAX FROM K-1 - ROCKRIVER III, LLC	0.	3.		0.
TO FORM 990-PF, PG 1, LN 18	367,014.	564.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES	6,332.	5,625.		2,190.
FROM K-1 - ALEGRIA V, LLC	0.	1,118.		0.
FROM K-1 - CONDOR RIDGE				
PARTNERS III	0.	121.		0.
FROM K-1 - CONDOR RIDGE				
PARTNERS IV	0.	15.		0.
FROM K-1 - ALEGRIA III, LLC	0.	160.		0.
TO FORM 990-PF, PG 1, LN 23	6,332.	7,039.		2,190.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
NET UNREALIZED GAIN	4,943,303.
CHANGE IN UNCONDITIONAL FUTURE COMMITMENTS	453,619.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,396,922.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK PORTFOLIO	31,027,984.	31,027,984.
TOTAL TO FORM 990-PF, PART II, LINE 10B	31,027,984.	31,027,984.

**Oakmont Corporation
PORTFOLIO EVALUATION
W.K. Day Foundation
(Total)**

December 31, 2014

Quantity	Security Symbol	Security Security	Unit Cost	Total Cost	Price	Market Value
U.S. COMMON STOCK						
171,254	twou	2U INC	9.61	1,646,416.87	19.66	3,366,853.64
6,200	act	ACTAVIS PLC	234.96	1,456,735.21	257.41	1,595,942.00
44,100	aal	AMERICAN AIRLINES GROUP INC	22.30	983,222.37	53.63	2,365,083.00
15,200	aapl	APPLE INC	100.90	1,533,647.30	110.38	1,677,776.00
9,800	ba	BOEING CO	114.07	1,117,837.87	129.98	1,273,804.00
33,500	dal	DELTA AIR LINES, INC	16.39	549,044.90	49.19	1,647,865.00
20,000	fb	FACEBOOK INC-A	75.92	1,518,403.40	78.02	1,560,400.00
219,075	gulfu	GULF COAST ULTRA DEEP ROYALTY TRUST	2.12	464,439.00	1.27	278,225.25
22,000	hca	HCA HOLDINGS INC	75.08	1,651,722.60	73.39	1,614,580.00
37,700	lmtr	LOCKHEED MARTIN CORP	142.66	5,378,172.64	192.57	7,259,889.00
29,000	m	MACY'S INC	59.09	1,713,576.61	65.75	1,906,750.00
20,600	ma	MASTERCARD INC	45.14	929,795.21	86.16	1,774,896.00
12,400	tmo	THERMO FISHER SCIENTIFIC INC	120.34	1,492,204.21	125.29	1,553,596.00
9,800	unp	UNION PACIFIC CORPORATION	105.58	1,034,724.18	119.13	1,167,474.00
17,500	zmh	ZIMMER HOLDINGS INC	102.93	1,801,304.75	113.42	1,984,850.00
						31,027,983.89
				23,271,247.12		

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALEGRIA III, LLC	FMV	781,418.	781,418.
ALEGRIA V, LLC	FMV	1,879,010.	1,879,010.
ALLEGRIA II, LLC	FMV	280,774.	280,774.
CONDOR RIDGE, LLC	FMV	224,030.	224,030.
CONDOR RIDGE IV, LLC	FMV	716,542.	716,542.
CONDOR RIDGE III, LLC	FMV	491,000.	491,000.
ELKINS HM INVESTMENTS, LLC	FMV	207,549.	207,549.
MADRONO, LLC	FMV	741,461.	741,461.
MORRISON 2000, LLC	FMV	389,553.	389,553.
SIERRA MEDIA INVESTMENTS, LLC	FMV	14,166.	14,166.
STONEVIEW INVESTMENTS, LLC	FMV	0.	0.
EIG ENERGY FUND XIV-A, LP	FMV	971,041.	971,041.
TREKK OPPORTUNITY INVESTMENTS, LLC	FMV	66,356.	66,356.
LAUREL ROAD, LLC	FMV	2,813,405.	2,813,405.
PINERIDGE, LLC	FMV	241,475.	241,475.
TAVISTOCK INVESTORS, LLC	FMV	0.	0.
TRENTON INVESTMENTS, LLC	FMV	2,287,435.	2,287,435.
RAYMOND RRE INVESTMENTS III, LLC	FMV	257,967.	257,967.
FOSSIL RIDGE LLC	FMV	202,001.	202,001.
ROCKRIVER III, LLC	FMV	238,949.	238,949.
MID OAK INVESTORS LLC	FMV	1,023,223.	1,023,223.
HILGARD INVESTORS LLC	FMV	281,176.	281,176.
ASHDALE INVESTORS LLC	FMV	30,052.	30,052.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,138,583.	14,138,583.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITIES	130,607.	241,962.
TOTAL TO FORM 990-PF, PART II, LINE 22	130,607.	241,962.

FORM 990-PF

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

STATEMENT 12

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

WKD Foundation 2014 Contributions
January 1 - December 31, 2014

Name	ADDRESS	Amount	Date	Foundation Status of Recipient	Purpose of Grant or Contribution
ADDRESS					
Milos Sanctuary and Special Needs Cat Rescue Inc	827 Hollywood Way #520 Burbank, CA 91505	250.00	01/13/14	Public	Unrestricted
Angel City Chorale	P O Box 642118 Los Angeles, CA 90064	500.00	01/13/14	Public	Unrestricted
The History Makers	1900 South Michigan Ave, Chicago, IL 60616	25,000.00	01/21/14	Public	Unrestricted
United Way, Inc	1150 S Olive Street, Suite T500 Los Angeles, CA 90015	15,000.00	01/21/14	Public	Unrestricted
Desert Community Foundation	75-105 Merle Drve, Palm Desert, CA 92211	3,000.00	01/23/14	Public	Unrestricted
The Abilene Education Foundation	PO Box 1999 Abilene, TX 79604-1999	5,000.00	01/23/14	Public	Unrestricted
Vineyard House, Inc	PO Box 4599 Vineyard Haven, MA 02568	30,000.00	01/30/14	Public	Unrestricted
Center for the Study of the Presidency and Congress	1020 19th Street NW, Suite 250 Washington, DC 20036	50,000.00	01/30/14	Public	Unrestricted
The Anthony Trust Association	PO Box 205471 New Haven, CT 06520-5471	1,500.00	02/06/14	Public	Unrestricted
Los Angeles Fire Department Foundation	1875 Century Park East, Suite 200 Los Angeles, CA 90067	5,000.00	02/20/14	Public	Unrestricted
Martha's Vineyard Boys & Girls Club, Inc	PO Box 654 Edgartown, MA 02539	5,000.00	02/20/14	Public	Unrestricted
St Vincent Meals on Wheels	2131 West 3rd Street Los Angeles, CA 90057	2,500.00	02/20/14	Public	Unrestricted
The Rose Foundation/Angelinos Against Gridlock	6008 College Ave, Suite 10 Oakland, CA 94618	5,000.00	02/20/14	Public	Unrestricted
Chimps, Inc Voided	PO Box 6973 Bend, Oregon 97708-6973	Void	03/14/14	Public	Unrestricted
Chimps, Inc	PO Box 6973 Bend, Oregon 97708-6973	10,000.00	03/19/14	Public	Unrestricted
Jane Goodall For Wildlife Research Education and Conservation	1595 Spring Hill Rd, No 550 Vienna, VA 22182	10,000.00	03/19/14	Public	Unrestricted
Los Angeles Police Foundation	515 South Flower Street, Suite 1680 Los Angeles, CA 90071	25,000.00	03/21/14	Public	Unrestricted
Carthorp School	438 San Vicente Blvd, Santa Monica, CA 90402	5,000.00	04/07/14	Public	Unrestricted
Pacific Aviation Museum Pearl Harbor	319 Lexington Blvd, Honolulu, HI 96818	10,000.00	04/09/14	Public	Unrestricted
Haleakala School	4160 Lower Kula Road Kula, HI 96790	15,000.00	04/25/14	Public	Unrestricted
Los Angeles County High School for the Arts Foundation	1149 South Hill Street #H100 Los Angeles, CA 90015	500.00	05/08/14	Public	Unrestricted
Corona Del Mar Water Polo Foundation (Replaced Ck 3545)	2101 Eastbluff Drive Newport Beach, CA 92660	750.00	05/13/14	Public	Unrestricted
Wright Foundation for Pediatric Ophthalmology and Strabismus	520 South San Vicente Blvd Los Angeles, CA 90048	5,000.00	05/23/14	Public	Unrestricted
St. John Garabed Armenian Apostolic Church	4473 30th Street San Diego, CA 92116	3,750.00	06/06/14	Public	Unrestricted
United Way, Inc	1150 S Olive Street, Suite T500 Los Angeles, CA 90015	7,500.00	06/09/14	Public	Unrestricted
Critical Resistance	1904 Franklin St #504 Oakland, CA 94612	1,500.00	06/09/14	Public	Unrestricted
Oregon State University Foundation	850 SW 35th Street Corvallis, Oregon 97333	12,750.00	06/10/14	Public	Unrestricted
Tumalo PTC	19835 Second Street Bend, Oregon 97701	4,650.00	06/10/14	Public	Unrestricted
The School Foundation Inc	PO Box 6566 Bend, Oregon 97708	3,450.00	06/10/14	Public	Unrestricted
Carthorp School	438 San Vicente Blvd, Santa Monica, CA 90402	150.00	06/11/14	Public	Unrestricted
Anyone Corporation	41 West 25th Street 11th Floor New York, NY 10010	1,500.00	06/18/14	Public	Unrestricted
Trustees of the Smith College	College Hall 2014 10 Elm Street Northampton, MA 01063	45,000.00	06/18/14	Public	Unrestricted
Trustees of the Smith College	College Hall 2014 10 Elm Street Northampton, MA 01063	(45,000.00)	06/18/14	Public	Unrestricted
Trustees of the Smith College	College Hall 2014 10 Elm Street Northampton, MA 01063	30,000.00	06/20/14	Public	Unrestricted
Love Ride Foundation	314 Mira Loma, Glendale, CA 91204	1,000.00	07/16/14	Public	Unrestricted
Pan Massachusetts Challenge	77 Fourth Avenue, Needham, MA 02494	5,000.00	07/16/14	Public	Unrestricted
Corona Del Mar Water Polo Foundation (Replaced Ck 3575)	1848 Newport Hills Drive East Newport Beach, CA 92660	750.00	07/23/14	Public	Unrestricted
Corona Del Mar Water Polo Foundation (VOID ck 3589)	1848 Newport Hills Drive East Newport Beach, CA 92660	(750.00)	07/23/14	Public	Unrestricted
McKenzie River Clinic	PO Box 183 Blue River, OR 974130183	2,000.00	07/23/14	Public	Unrestricted
South Texas Chapter of Quail Coalition Inc	PO Box 532 Flatmfas, TX 78355	4,000.00	07/23/14	Public	Unrestricted
Bard College	30 Campus Road, Annandale on Hudson, NY 12504	3,000.00	09/08/14	Public	Unrestricted
Southern California Institute of Architecture	960 E 3rd Street, Los Angeles, CA 90013	45,000.00	09/08/14	Public	Unrestricted
Kids Intervention and Diagnostic Service Center	1375 NW Kingston Avenue Bend OR 97701	8,250.00	09/08/14	Public	Unrestricted
Institute of International Education	809 United Nations Plaza New York, NY 10017	2,500.00	09/08/14	Public	Unrestricted
Mananne Frostig Center of Educational Therapy	971 North Altadena Dr Pasadena CA 91107-1870	5,000.00	09/08/14	Public	Unrestricted
Hayden Enterprises Giving Fund	963 SW Simpson Avenue Suite 110 Bend OR 97702	3,000.00	09/08/14	Public	Unrestricted
Heal the Bay	1444 9th Street Santa Monica CA 90401	600.00	09/29/14	Public	Unrestricted
Loyola High School of Los Angeles	1901 Venice Blvd Los Angeles, CA 90006	2,000.00	09/29/14	Public	Unrestricted
Palisades Charter High School	15777 Bowdoin Street Pacific Palisades CA 90272	500.00	09/29/14	Public	Unrestricted
Marlborough School	250 South Rossmore Avenue Los Angeles CA 90004	2,500.00	09/29/14	Public	Unrestricted
Marlborough School	250 South Rossmore Avenue Los Angeles CA 90004	6,250.00	09/29/14	Public	Unrestricted

WKD Foundation 2014 Contributions
January 1 - December 31, 2014

Name	ADDRESS	Amount	Date	Foundation Status of Recipient	Purpose of Grant or Contribution
ADDRESS					
UCLA Foundation	405 Hilgard Avenue Los Angeles, CA 90095	250.00	09/29/14	Public	Unrestricted
Trustees of Princeton University	701 Carnegie Center Princeton NJ 08540	500.00	09/29/14	Public	Unrestricted
Midnight Mission	601 South San Pedro Street Los Angeles CA 90014	1,000.00	09/29/14	Public	Unrestricted
Harvard Westlake School	3700 Coldwater Canyon Studio City CA 91604	10,000.00	09/29/14	Public	Unrestricted
Woods Hole Oceanographic Institution	569 Woods Hole Road MS 14 Woods Hole MA 02543	12,500.00	10/10/14	Public	Unrestricted
Land of the Free Foundation	13191 Crossroads Parkway North, 6th Floor City of Industry, CA 91746	25,000.00	10/22/14	Public	Unrestricted
International Association For Psychoanalytic Self Psychology	Two N LaSalle Street, 13th Floor Chicago, IL 60602	500.00	10/22/14	Public	Unrestricted
Robert Louis Stevenson School	3152 Forest Lake Road Pebble Beach, CA 93953	125,000.00	11/11/14	Public	Unrestricted
The George W Bush Foundation	2943 SMU Blvd Dallas, TX 75205	50,000.00	11/11/14	Public	Unrestricted
Los Angeles Opera Company	135 North Grand Avenue Los Angeles CA 90012	25,000.00	11/11/14	Public	Unrestricted
Claremont McKenna College	500 East Ninth Street Claremont CA 91711	25,000.00	11/11/14	Public	Unrestricted
Stage Against the Machine	8830 Greenwood Ave San Gabriel, CA 91775	5,000.00	11/13/14	Public	Unrestricted
Western Folklife Center Inc	501 Railroad St Elko, NV 89801	20,000.00	12/12/14	Public	Unrestricted
Nevada Museum of Art	160 West Liberty Street Reno, NV 89501	50,000.00	12/12/14	Public	Unrestricted
Nevada Area Council Boy Scouts of America	500 Double Eagle CT Reno, NV 89511	25,000.00	12/12/14	Public	Unrestricted
Robert Louis Stevenson School	3152 Forest Lake Road Pebble Beach, CA 93953	100,000.00	12/12/14	Public	Unrestricted
Reno Philharmonic Association Inc	925 Riverside Dr Suite 3 Reno, NV 895013	25,000.00	12/12/14	Public	Unrestricted
Institute of International Education	809 United Nations Plaza New York, NY 10017	2,500.00	12/04/14	Public	Unrestricted
The William F Harrah Automobile Foundation	10 Lake Street South Reno, NV 89501	1,000.00	12/12/14	Public	Unrestricted
The William F Harrah Automobile Foundation	10 Lake Street South Reno, NV 89501	(1,000.00)	12/12/14	Public	Unrestricted
Community Health Alliance	1450 Ridgeview Dr Suite 200 Reno NV 89519	10,000.00	12/12/14	Public	Unrestricted
Sisters of Our Lady of Mount Carmel	1950 La Fond Dr Reno NV 89509	10,000.00	12/12/14	Public	Unrestricted
Dominican Sisters of San Rafael	1520 Grand Avenue San Rafael, CA 94901	10,000.00	12/12/14	Public	Unrestricted
Harvard Westlake School	3700 Coldwater Canyon Studio City CA 91604	250.00	12/09/14	Public	Unrestricted
Chimps	PO Box 6973 Bend, Oregon 97708-6973	33,400.00	12/09/14	Public	Unrestricted
Chimps	PO Box 6973 Bend, Oregon 97708-6973	(33,400.00)	12/09/14	Public	Unrestricted
Pa'a Youth Council Inc	PO Box 790999 Paia HI 96779	25,000.00	12/12/14	Public	Unrestricted
Cate School	PO box 5005 Carpinteria CA 93014	30,000.00	12/16/14	Public	Unrestricted
Haleakala Waldorf School	4160 Lower Kula Road Kula, HI 96790	50,000.00	12/17/14	Public	Unrestricted
Chimps	PO Box 6973 Bend, Oregon 97708-6973	33,400.00	12/18/14	Public	Unrestricted
Newport Center United Methodist Church	1601 Marguente Corona Del Mar, CA 92625	4,250.00	12/19/14	Public	Unrestricted
The William F Harrah Automobile Foundation	10 Lake Street South Reno, NV 89501	1,000.00	12/23/14	Public	Unrestricted
Chimps Inc	PO Box 6973 Bend, Oregon 97708-6973	10,000.00	12/30/14	Public	Unrestricted
CK 3545 Voided 5/13/14 written on 12/27/13		(750.00)			
CK 3553 Voided 2/4/14 written on 12/30/13		(1,500.00)			
TOTAL		1,068,750.00			