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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 07-01-2014, and ending 06-30-2015

Name of foundation: DF FOUNDATION. A Employer identification number: 20-8036528. B Telephone number: (213) 612-0350. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 1,093,926. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (27a) of 23,056 and Adjusted net income (27c) of 9,729.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	8,404	8,273	8,273	
	2 Savings and temporary cash investments	20,325	17,996	17,996	
	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) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	394,600 <input checked="" type="checkbox"/>	378,550	528,393	
	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)	484,871 <input checked="" type="checkbox"/>	526,437	539,264	
	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)	908,200	931,256	1,093,926		
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 ▶ _____)				
	23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0	0		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
29 Retained earnings, accumulated income, endowment, or other funds	908,200	931,256			
30 Total net assets or fund balances (see instructions)	908,200	931,256			
31 Total liabilities and net assets/fund balances (see instructions)	908,200	931,256			

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	908,200
2	Enter amount from Part I, line 27a	2	23,056
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	931,256
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	931,256

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) FMV 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	35,504
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	25,000	1,019,806	0.024514
2012	50,000	951,429	0.052553
2011	99,237	940,816	0.105480
2010	49,908	934,785	0.053390
2009	49,891	926,123	0.053871

2 Total of line 1, column (d).	2	0.289808
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	0.057962
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	1,077,452
5 Multiply line 4 by line 3.	5	62,451
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	481
7 Add lines 5 and 6.	7	62,932
8 Enter qualifying distributions from Part XII, line 4.	8	25,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	961
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	961
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	961
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
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	0
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	22
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	983
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <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>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		No
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?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 ERNEST DOIZAKI Telephone no (213) 612-0350 Located at 625 KOHLER ST LOS ANGELES CA ZIP+4 90021			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
1b	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. <input type="checkbox"/>	1b		
1c	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? <input type="checkbox"/> 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? <input type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
ERNEST DOIZAKI 625 KOHLER STREET LOS ANGELES, CA 90021	PRESIDENT 5 00	0	0	0
TERRIE DOIZAKI 625 KOHLER STREET LOS ANGELES, CA 90021	SECRETARY 5 00	0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION'S ACTIVITIES ARE LIMITED TO GRANT-MAKING TO IRC 501(C)(3) ORGANIZATIONS AND IRC 4945(G)(1) GRANTS ONLY	0
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	
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	1,085,518
b	Average of monthly cash balances.	1b	8,342
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,093,860
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	1,093,860
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	16,408
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,077,452
6	Minimum investment return. Enter 5% of line 5.	6	53,873

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	53,873
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	961
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	961
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	52,912
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	52,912
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	52,912

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	25,000
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	25,000
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	25,000

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				52,912
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				28,876
d From 2012.				3,344
e From 2013.				
f Total of lines 3a through e.	32,220			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>25,000</u>				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				25,000
e Remaining amount distributed out of corpus		0		
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	27,912			27,912
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,308			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	4,308			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				964
c Excess from 2012.				3,344
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 4942(j)(3) or 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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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))

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> JAPANESE AMERICAN NATIONAL MUSEUM 100 NORTH CENTRAL AVENUE LOS ANGELES, CA 90012	NONE	IRC SEC 501 (C)(3)	HERITAGE PRESERVATION	25,000
Total 3a				25,000
b <i>Approved for future payment</i>				
Total 3b				0

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.)
135 SH CIT GROUP INC	P	2013-10-15	2014-07-25
0 9118 SH VERITIV CORP	P	2013-09-20	2014-07-31
80 SH ACCENTURE PLC	P	2012-03-07	2014-08-01
20 SH SCHLUMBERGER LTD	P	2011-11-07	2014-08-01
180 SH CONAGRA FOODS INC	P	2012-03-21	2014-08-21
25 SH GILEAD SCIENCES	P	2012-03-15	2014-08-21
100 SH INTL PAPER CO	P	2013-10-11	2014-08-21
2,459 153 SH IVY HIGH INCOME FD	P	2013-06-27	2014-08-27
20 SH AMGEN INC	P	2012-02-03	2014-09-02
25 SH OCCIDENTAL PETROLEUM	P	2007-03-30	2014-09-02

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)
6,592		6,648	-56
34		33	1
6,455		4,701	1,754
2,237		1,507	730
5,728		4,697	1,031
2,516		585	1,931
4,752		4,588	164
21,345		21,000	345
2,761		1,388	1,373
2,582		1,237	1,345

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-56
			1
			1,754
			730
			1,031
			1,931
			164
			345
			1,373
			1,345

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.)
50 SH TEXTRON INC	P	2012-03-07	2014-09-02
100 SH CAMERON INTL CORP	P	2013-08-15	2014-09-15
60 SH UNITED TECH	P	2013-05-15	2014-09-25
1 SH VERITIV CORP	P	2013-10-11	2014-09-25
80 SH ACE LIMITED	P	2012-02-06	2014-09-29
25 SH GILEAD SCIENCES	P	2012-03-15	2014-09-29
15 SH MAGNA INTL	P	2012-02-03	2014-09-29
25 SH JPMORGAN CHASE	P	2012-02-06	2014-11-03
25 SH STATE STREET	P	2012-03-15	2014-11-03
25 SH WABTEC CORP	P	2014-01-09	2014-11-03

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)
1,919		1,294	625
7,034		5,635	1,399
6,415		5,742	673
45		33	12
8,440		5,859	2,581
2,660		585	2,075
1,569		645	924
1,482		952	530
1,822		1,125	697
2,082		1,832	250

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	
			625
			1,399
			673
			12
			2,581
			2,075
			924
			530
			697
			250

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.)
25 SH WELLS FARGO	P	2010-08-27	2014-11-03
20 SH CVS HEALTH CORP	P	2012-03-21	2014-11-10
250 SH VANGUARD FTSE DEVELOPED MKTS	P	2012-12-10	2014-11-10
100 SH CHICAGO BRIDGE & IRON	P	2014-02-20	2014-12-08
100 SH HALLIBURTON CO	P	2014-07-29	2014-12-08
125 SH VANGUARD FTSE DEVELOPED	P	2012-12-10	2014-12-11
32 SH CA RESOURCES CORP	P	2008-04-22	2014-12-24
170 SH CITIGROUP INC	P	2013-08-28	2015-01-16
45 SH LYONDELLBASELL INDUSTRIES	P	2014-06-11	2015-02-10
50 SH MICROSOFT CORP	P	2012-05-24	2015-02-10

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)
1,292		599	693
1,746		901	845
9,748		8,604	1,144
4,725		7,896	-3,171
4,073		6,451	-2,378
4,904		4,302	602
185		176	9
8,446		8,080	366
3,914		4,475	-561
2,101		1,532	569

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			693
			845
			1,144
			-3,171
			-2,378
			602
			9
			366
			-561
			569

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.)
20 SH WALT DISNEY CO	P	2014-06-11	2015-02-10
5 SH BIOGEN IDEC INC	P	2013-11-21	2015-02-11
20 SH CELGENE CORP	P	2012-03-15	2015-02-11
150 SH MYLAN INC	P	2014-07-22	2015-02-11
5 SH PRICELINE GROUP	P	2014-10-29	2015-02-24
120 SH AMERICAN EXPRESS	P	2014-02-20	2015-03-13
25 SH DU PONT	P	2012-03-07	2015-03-13
20 SH FACEBOOK	P	2013-12-12	2015-03-13
20 SH MASTERCARD INC	P	2011-11-07	2015-03-13
100 SH NATIONAL OILWELL	P	2013-08-15	2015-03-13

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)
2,031		1,694	337
1,996		1,241	755
2,384		759	1,625
8,049		7,562	487
6,088		5,778	310
9,487		8,050	1,437
1,955		1,256	699
1,565		1,040	525
1,792		727	1,065
5,072		7,088	-2,016

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			337
			755
			1,625
			487
			310
			1,437
			699
			525
			1,065
			-2,016

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.)
125 SH VANGUARD FTSE DEVELOPED	P	2013-01-09	2015-03-13
20 SH VANGUARD SMALL CAP ETF	P	2012-04-13	2015-03-13
5 SH VISA INC	P	2013-12-30	2015-03-13
50 SH APPLE INC	P	2011-11-07	2015-03-17
60 SH CUMMINS ENGINE INC	P	2014-02-20	2015-03-17
684 932 SH PIMCO COMMODITY	P	2014-02-27	2015-03-31
221 686 SH PIMCO COMMODITY	P	2014-02-27	2015-04-02
50 SH DUPONT	P	2012-03-07	2015-04-27
5 SH BIOGEN INC	P	2013-11-21	2015-05-07
20 SH CELGENE CORP	P	2012-03-15	2015-05-07

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)
4,892		4,408	484
2,369		1,524	845
1,336		1,104	232
6,227		2,854	3,373
8,379		7,747	632
5,000		7,555	-2,555
1,640		2,445	-805
3,530		2,512	1,018
1,935		1,241	694
2,214		759	1,455

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			484
			845
			232
			3,373
			632
			-2,555
			-805
			1,018
			694
			1,455

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.)
0 0385 SH GOOGLE INC	P	2012-05-24	2015-05-13
568 72 SH CNR CORP BD FD	P	2008-03-25	2015-05-19
946 97 SH CND GOVT BD FD	P	2007-04-16	2015-05-19
15 SH CELGENE	P	2012-03-15	2015-05-21
100 SH COLGATE	P	2012-02-03	2015-05-21
15 SH CVS HEALTH CORP	P	2012-03-21	2015-05-21
50 SH WELLS FARGO	P	2010-08-27	2015-05-21
75 SH CEHVRON CORP	P	2012-05-24	2015-05-29
25 SH LOWES CO	P	2013-10-09	2015-05-29
529 856 SH PIMCO COMMODITY	P	2014-07-22	2015-04-02

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)
21		12	9
6,000		5,852	148
10,000		9,744	256
1,750		569	1,181
6,849		4,587	2,262
1,539		676	863
2,791		1,197	1,594
7,797		7,423	374
1,745		1,171	574
3,921		6,000	-2,079

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9
			148
			256
			1,181
			2,262
			863
			1,594
			374
			574
			-2,079

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)
25 SH DU PONT	P	2014-08-18	2015-04-22
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)
1,764		1,643	121
3,102			3,102

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	
			121
			3,102

**TY 2014 Investments Corporate
Stock Schedule****Name:** DF FOUNDATION**EIN:** 20-8036528

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADOBE SYS INC	7,104	8,506
AFFILIATED MANAGERS GROUP INC	7,931	9,837
AMERICAN INTL GROUP	8,150	9,273
AMERICAN WATER WORKS CO INC	5,218	7,294
AMGEN INC	3,817	8,444
ACCENTURE PLC	0	0
ACE LIMITED	0	0
APPLE INC	10,782	23,204
APPLIED MATERIALS INC	5,571	4,805
BIOGEN INC	5,174	8,079
BOEING INC	6,402	6,936
CABOT OIL & GAS CORP	6,730	6,308
CELGENE CORP	4,364	13,310
CHARLES SCHWAB CORP	10,280	11,427
COMCAST CORP	7,677	13,531
COSTCO WHOLESALE CORP	7,566	10,129
CVS HEALTH CORP	8,346	17,305
DISNEY WALT CO	8,447	11,414
EDWARDS LIFE SCIENCES CORP	6,816	7,121
EXXON MOBIL CORP	9,874	9,568
FACEBOOK INC	6,984	11,149
GILEAD SCIENCES	3,512	17,562
GOOGLE INC CL A	5,467	7,561
GOOGLE INC CL C	5,438	7,287
HCA HOLDINGS INC	6,902	9,072
HEXCEL CORP	7,499	8,456
HOME DEPOT INC	7,329	12,224
HONEYWELL INTL INC	5,088	5,099
HOST HOTELS & RESORTS INC REIT	6,442	5,453
INTUITIVE SURGICAL INC	5,601	7,268

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE & CO	6,710	11,858
LILLY ELI & CO	7,071	8,349
LIONS GATE ENTMT CORP	5,570	7,410
LOWES COS INC	5,976	8,371
MAGNA INTL INC	3,078	7,853
MASTERCARD INC	4,727	12,152
MICROSOFT CORP	4,255	6,623
NXP SEMICONDUCTORS	8,931	11,784
OCCIDENTAL PETE CORP	4,881	6,222
PG&E CORP	10,583	9,820
POLARIS INDUSTRIES INC	8,796	8,887
PRUDENTIAL FINL INC	9,188	9,627
PULTE GROUP INC	5,942	7,053
QUALCOMM INC	7,315	6,889
QUANTA SERVICES INC	6,360	5,764
SCHLUMBERGER LTD	7,888	9,050
STARBUCKS CORP	5,440	9,651
STATE STREET CORP	5,623	9,625
TEXTRON INC	9,500	13,389
THERMO FISHER SCIENTIFIC INC	6,419	8,434
TYSON FOODS INC	7,825	8,526
UNION PAC CORP	6,971	11,444
US BANCORP	5,799	8,680
VERIZON COMMUNICATIONS INC	6,674	7,924
VISA INC	9,586	11,416
WABTEC CORP	7,309	9,424
WELLS FARGO & CO	3,650	8,436
WHITEWAVE FOODS CO	5,972	6,110
NATIONAL OILWELL VARGO INC	0	0
CHEVERON CORP	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COLGATE PALMOLIVE CO	0	0
CONAGRA FOODS INC	0	0
DUPONT E I DE NEMOURS & CO	0	0
AMERICAN EXPRESS	0	0
CITIGROUP INC COM	0	0
UNITED TECHNOLOGIES CORP	0	0
CAMERON INTL CORP	0	0
CHICAGO BRIDGE & IRON NV N Y SHS	0	0
CIT GROUP INC	0	0
CUMMINS ENGINE INC	0	0
HALLIBURTON CO	0	0
INTL PAPER CO	0	0
LYONDELLBASELL INDUSTRIES	0	0
MYLAN INC	0	0

TY 2014 Investments - Other Schedule**Name:** DF FOUNDATION**ETIN:** 20-8036528

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CITY NATIONAL ROCHDALE CORP BOND FD	AT COST	128,630	130,680
CITY NATIONAL ROCHDALE FIXED INCOME OPP FUND	AT COST	164,500	159,073
CITY NATIONAL ROCHDALE GOV'T BOND FD	AT COST	60,156	60,581
CITY NATIONAL ROCHDALE HIGH YIELD BOND FD	AT COST	27,675	26,611
CITY NATIONAL ROCHDALE EMERGING MKTS FD	AT COST	45,000	48,197
THIRD AVE TR REAL ESTAT VALUE FD	AT COST	20,500	20,176
TWEEDY BROWNE GLOBAL VALUE FUND #001	AT COST	10,000	9,674
VOYA GLOBAL REAL ESTATE FUND	AT COST	15,000	16,495
VANGUARD FTSE DEVELOPED MKTS ETF	AT COST	29,999	30,729
VANGUARD SMALL CAP ETF	AT COST	24,977	37,048
CNI CHARTER CORP BOND	AT COST	0	0
CNI CHARTER GOV'T BOND FD	AT COST	0	0
CNI CHARTER HIGH YIELD BOND FD	AT COST	0	0
IVY HIGH INCOME FUND CLASS-I	AT COST	0	0
PIMCO COMMODITIES PLUS STRATEGY	AT COST	0	0

TY 2014 Other Expenses Schedule

Name: DF FOUNDATION

EIN: 20-8036528

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	9,567	9,567		0
LICENSES, PERMITS, & REGISTRATION	105	105		0
BANK CHARGES	27	27		0

TY 2014 Other Income Schedule

Name: DF FOUNDATION

EIN: 20-8036528

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	37	37	37

TY 2014 Reasonable Cause Explanation

Name: DF FOUNDATION

EIN: 20-8036528

Explanation: PRIOR ACCOUNTING FIRM ENGAGED TO PREPARE THE RETURN
DISENGAGED. TAXPAYER BELIEVED AN EXTENSION HAD BEEN FILED
AND THAT NO PAYMENT WAS DUE, AND THEREFORE THE RETURN
WAS NOT DUE UNTIL 5/15/16. THE NEW ACCOUNTING FIRM HAS
IMMEDIATELY PREPARED RETURN UPON RECEIPT OF IRS NOTICE.

TY 2014 Taxes Schedule

Name: DF FOUNDATION

EIN: 20-8036528

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES - DIVIDENDS	30	30		0