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Form 990-PF

Department of the Treasury
Internal Revenue Service

EXTENDED TO NOVEMBER 15, 2019

Return of Private Foundation

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

► Do not enter social security numbers on this form as it may be made public
► Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

WILLAMETTA K. DAY FOUNDATION

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

865 SOUTH FIGUEROA ST., STE 700

A Employer identification number

95-6092476

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

LOS ANGELES, CA 90017

B Telephone number

213-891-6300

G Check all that apply

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

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationC If exemption application is pending, check here ► 6

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

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

 Other (specify) _____

► \$ 72,162,930. (Part I, column (d) must be on cash basis.)

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 ►

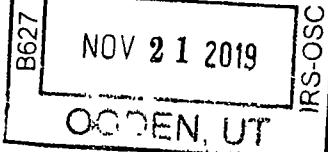
Part I Analysis of Revenue and Expenses

(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	275,894.	965,970.	STATEMENT 2	
	5a Gross rents				
	b Net rental income or (loss)				
Revenue	6a Net gain or (loss) from sale of assets not on line 10	1,199,492.			STATEMENT 1
	b Gross sales price for all assets on line 6a	13,027,180.			
	7 Capital gain net income (from Part IV, line 2)		6,121,692.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	0.	-18,226.		STATEMENT 3
	12 Total Add lines 1 through 11	1,475,386.	7,069,436.		
	13 Compensation of officers, directors, trustees etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
Operating and Administrative Expenses	16a Legal fees				
	b Accounting fees	STMT 4	52,000.	46,800.	5,200.
	c Other professional fees	STMT 5	450,000.	881,367.	45,000.
	17 Interest				
	18 Taxes	STMT 6	932,654.	5,815.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7	5,400.	6,414.	36,648.
	24 Total operating and administrative expenses Add lines 13 through 23		1,440,054.	940,396.	86,848.
	25 Contributions, gifts, grants paid		721,025.		721,025.
	26 Total expenses and disbursements Add lines 24 and 25		2,161,079.	940,396.	807,873.
	27 Subtract line 26 from line 12		-685,693.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative enter -0-)		6,129,040.		
	c Adjusted net income (if negative enter -0-)			N/A	

823501 12-11-18 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	3,972,631.	1,588,211.	1,588,211.
3	Accounts receivable ►	13,934.		
	Less allowance for doubtful accounts ►		31,331.	13,934.
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	41,017.	697,131.	697,131.
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock	22,042,227.	23,908,973.	23,908,973.
c	Investments - corporate bonds			
11	Investments - land, buildings and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	32,548,008.	45,954,681.	45,954,681.
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)	58,635,214.	72,162,930.	72,162,930.
17	Accounts payable and accrued expenses	50,500.	52,000.	
18	Grants payable	126,779.	48,719.	
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)	200,464.	122,113.	
23	Total liabilities (add lines 17 through 22)	377,743.	222,832.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
24	Unrestricted	58,257,471.	71,940,098.	
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	58,257,471.	71,940,098.	
31	Total liabilities and net assets/fund balances	58,635,214.	72,162,930.	

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	58,257,471.
2	Enter amount from Part I, line 27a	2	-685,693.
3	Other increases not included in line 2 (itemize) ►	3	18,195,462.
4	Add lines 1, 2, and 3	4	75,767,240.
5	Decreases not included in line 2 (itemize) ► NET UNREALIZED LOSS	5	3,827,142.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,940,098.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	13,027,180.	6,905,488.	6,121,692.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) 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					
b					
c					
d					
e					6,121,692.
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	6,121,692.	
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

 Yes No

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

If "Yes," the foundation doesn't 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))
2017	796,841.	47,504,622.	.016774
2016	798,083.	39,991,586.	.019956
2015	1,091,967.	46,234,912.	.023618
2014	1,119,840.	40,547,272.	.027618
2013	5,850,981.	37,369,722.	.156570

2 Total of line 1, column (d)

2 .244536

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years

3 .048907

4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5

4 59,686,060.

5 Multiply line 4 by line 3

5 2,919,066.

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

6 61,290.

7 Add lines 5 and 6

7 2,980,356.

8 Enter qualifying distributions from Part XII, line 4

8 807,873.

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 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 ALEGRIA III, LP			P	VARIOUS	VARIOUS
b ALEGRIA V, LLC			P	VARIOUS	VARIOUS
c ALEGRIA VI, LLC			P	VARIOUS	VARIOUS
d BDT CAPITAL PARTNERS FUND II (TE)			P	VARIOUS	VARIOUS
e CONDOR RIDGE, LLC			P	VARIOUS	VARIOUS
f CONDOR RIDGE III, LLC			P	VARIOUS	VARIOUS
g CONDOR RIDGE IV, LLC			P	VARIOUS	VARIOUS
h EIG ENERGY FUND XIV-A, LP			P	VARIOUS	VARIOUS
i HILGARD INVESTORS, LLC			P	VARIOUS	VARIOUS
j HILGARD INVESTORS II, LLC			P	VARIOUS	VARIOUS
k RAYMOND RRE INVESTMENTS III, LLC			P	VARIOUS	VARIOUS
l ROCKRIVER III, LLC			P	VARIOUS	VARIOUS
m SIENNA WAY II, LLC			P	VARIOUS	VARIOUS
n TREKK OPPORTUNITY INVESTMENTS, LLC			P	VARIOUS	VARIOUS
o LAUREL ROAD, LLC			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 -84,480.			-84,480.		
b 215,628.			215,628.		
c 176,317.			176,317.		
d 334,416.			334,416.		
e -849.			-849.		
f 6,977.			6,977.		
g 2,344.			2,344.		
h -24,072.			-24,072.		
i 96,655.			96,655.		
j 445.			445.		
k -24,593.			-24,593.		
l 26,572.			26,572.		
m 28,643.			28,643.		
n 4,717.			4,717.		
o 565,800.			565,800.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
a			-84,480.		
b			215,628.		
c			176,317.		
d			334,416.		
e			-849.		
f			6,977.		
g			2,344.		
h			-24,072.		
i			96,655.		
j			445.		
k			-24,593.		
l			26,572.		
m			28,643.		
n			4,717.		
o			565,800.		
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	}		3		

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 LAUREL ROAD II, LLC			P	VARIOUS	VARIOUS
b MADRONO, LLC			P	VARIOUS	VARIOUS
c MORRISON 2000, LLC			P	VARIOUS	VARIOUS
d FROM K-1S SECTION 1256			P	VARIOUS	VARIOUS
e FROM STATEMENT 1			P	VARIOUS	VARIOUS
f DISPOSITION OF ALLEGRIA II			P	VARIOUS	VARIOUS
g DISPOSITION OF CONDOR RIDGE			P	VARIOUS	VARIOUS
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 3,575,832.			3,575,832.		
b 29,442.			29,442.		
c -9,976.			-9,976.		
d -683.			-683.		
e 7,929,612.		6,730,120.	1,199,492.		
f 67,897.		67,559.	338.		
g 110,536.		107,809.	2,727.		
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			3,575,832.		
b			29,442.		
c			-9,976.		
d			-683.		
e			1,199,492.		
f			338.		
g			2,727.		
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	6,121,692.	
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 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
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
1	122,581.
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
2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b)
3	122,581.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)
3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-
6	Credits/Payments
6a	178,251.
6b	0.
6c	0.
6d	0.
7	Total credits and payments Add lines 6a through 6d 178,251.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax ► 55,670. Refunded ► 0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ►	
8a	CA	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	
8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	
9	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	
10	X	

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
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 2018, 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. If "Yes," enter the name of the foreign country ►	16	X

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

	Yes	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	X
Organizations relying on a current notice regarding disaster assistance, check here ►		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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 2018 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 2018)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2018?	4a	X
	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>		
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870			
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	7b	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

1 List all officers, directors, trustees, and 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

1	N/A	Expenses
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

1	N/A	Amount
2		0.
3	N/A	
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*	1a	26,101,560.
a Average monthly fair market value of securities	1b	3,071,733.
b Average of monthly cash balances	1c	31,421,692.
c Fair market value of all other assets	1d	60,594,985.
d Total (add lines 1a, b, and c)		
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	60,594,985.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	908,925.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	59,686,060.
6 Minimum investment return Enter 5% of line 5	6	2,984,303.

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	2,984,303.
2a Tax on investment income for 2018 from Part VI, line 5	2a	122,581.
b Income tax for 2018 (This does not include the tax from Part VI.)	2b	888,514.
c Add lines 2a and 2b	2c	1,011,095.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,973,208.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,973,208.
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	1,973,208.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	807,873.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	807,873.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	807,873.
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		
6 Adjusted qualifying distributions Subtract line 5 from line 4		

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,973,208.
2 Undistributed income, if any as of the end of 2018			0.	
a Enter amount for 2017 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2018				
a From 2013	2,342,987.			
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	2,342,987.			
4 Qualifying distributions for 2018 from Part XII, line 4 ► \$ 807,873.			0.	
a Applied to 2017, 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)				
d Applied to 2018 distributable amount				807,873.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	1,165,335.			1,165,335.
6 Enter the net total of each column as indicated below:	1,177,652.			
a Corpus Add lines 3f, 4c and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b				
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 2017 Subtract line 4a from line 2a Taxable amount - see instr				0.
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	1,177,652.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling		►																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	
b Check box to indicate whether the foundation is a private operating foundation described in section		<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center; padding: 2px;">Tax year</th> <th colspan="3" style="text-align: center; padding: 2px;">Prior 3 years</th> <th colspan="1" rowspan="2" style="text-align: center; vertical-align: middle; padding: 2px;">(e) Total</th> </tr> <tr> <th style="text-align: center; padding: 2px;">(a) 2018</th> <th style="text-align: center; padding: 2px;">(b) 2017</th> <th style="text-align: center; padding: 2px;">(c) 2016</th> <th style="text-align: center; padding: 2px;">(d) 2015</th> </tr> </thead> <tbody> <tr> <td style="text-align: center; padding: 2px;"> </td> </tr> <tr> <td style="text-align: center; padding: 2px;"> </td> </tr> <tr> <td style="text-align: center; padding: 2px;"> </td> </tr> <tr> <td style="text-align: center; padding: 2px;"> </td> </tr> <tr> <td style="text-align: center; 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Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers

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

NONE

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

ROBERT A. DAY AND HOWARD M. DAY, JR.

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c. Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT A				721,025.
Total				► 3a 721,025.
<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	275,894.	
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		18	1,199,492.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,475,386.	0.
13 Total Add line 12, columns (b), (d), and (e)			13		1,475,386.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			(MANNER ACQUIRED)	(DATE ACQUIRED)	(DATE SOLD)
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS			
ALEGRIA III, LP			PURCHASED	VARIOUS	VARIOUS
	-84,480.	0.	0.	0.	-84,480.

(A) DESCRIPTION OF PROPERTY			(MANNER ACQUIRED)	(DATE ACQUIRED)	(DATE SOLD)
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS			
ALEGRIA V, LLC			PURCHASED	VARIOUS	VARIOUS
	215,628.	0.	0.	0.	215,628.

(A) DESCRIPTION OF PROPERTY			(MANNER ACQUIRED)	(DATE ACQUIRED)	(DATE SOLD)
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS			
ALEGRIA VI, LLC			PURCHASED	VARIOUS	VARIOUS
	176,317.	0.	0.	0.	176,317.

WILLAMETTA K. DAY FOUNDATION

95-6092476

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BDT CAPITAL PARTNERS FUND II (TE)		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
334,416.	0.	0.	0.	334,416.

(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
-849.	0.	0.	0.	-849.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONDOR RIDGE III, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,977.	0.	0.	0.	6,977.

(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
2,344.	0.	0.	0.	2,344.

(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
-24,072.	0.	0.	0.	-24,072.

(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
96,655.	0.	0.	0.	96,655.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HILGARD INVESTORS II, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
445.	0.	0.	0.	445.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RAYMOND RRE INVESTMENTS III, LLC		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-24,593.	0.	0.	0.	-24,593.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROCKRIVER III, LLC				PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
26,572.	0.	0.	0.	26,572.		

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIENNA WAY II, LLC				PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
28,643.	0.	0.	0.	28,643.		

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TREKK OPPORTUNITY INVESTMENTS, LLC				PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
4,717.	0.	0.	0.	4,717.		

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LAUREL ROAD, LLC				PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
565,800.	0.	0.	0.	565,800.		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
LAUREL ROAD II, LLC		PURCHASED		VARIOUS		VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
3,575,832.	0.	0.	0.	3,575,832.			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
MADRINO, LLC		PURCHASED		VARIOUS		VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
29,442.	0.	0.	0.	29,442.			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
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			
-9,976.	0.	0.	0.	-9,976.			

(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			
-683.	0.	0.	0.	-683.			

(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
7,929,612.	11,652,320.	0.	0.	-3,722,708.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSITION OF ALLEGRIA II		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67,897.	67,559.	0.	0.	338.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSITION OF CONDOR RIDGE		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
110,536.	107,809.	0.	0.	2,727.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,199,492.

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 INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST & DIVIDENDS	275,894.	0.	275,894.	965,970.	
TO PART I, LINE 4	275,894.	0.	275,894.	965,970.	

FORM 990-PF	OTHER INCOME			STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1S - OTHER INCOME	0.	-22,652.	
FROM K-1S - SECTION 1231 GAIN/LOSS	0.	3,520.	
SECTION 965(A) INCOME INCLUSION	0.	906.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	-18,226.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	52,000.	46,800.		5,200.
TO FORM 990-PF, PG 1, LN 16B	52,000.	46,800.		5,200.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	450,000.	405,000.		45,000.	
FROM K-1 - ALLEGRIA II, LLC	0.	420.		0.	
FROM K-1 - ALEGRIA III, LLC	0.	3,769.		0.	
FROM K-1 - ALEGRIA V, LLC	0.	26,965.		0.	
FROM K-1 - ALEGRIA VI, LLC	0.	41,442.		0.	
FROM K-1 - ASHDALE INVESTORS, LLC	0.	19,502.		0.	
FROM K-1 - BDT CAPITAL PARTNERS FUND II (TE)	0.	79,952.		0.	
FROM K-1 - BRONWOOD INVESTORS, LLC	0.	264.		0.	
FROM K-1 - CONDOR RIDGE, LLC	0.	669.		0.	
FROM K-1 - CONDOR RIDGE III, LLC	0.	465.		0.	
FROM K-1 - CONDOR RIDGE IV, LLC	0.	1,917.		0.	
FROM K-1 - CONDOR RIDGE V, LLC	0.	29,676.		0.	
FROM K-1 - ELKINS HM INVESTMENTS, LLC	0.	0.		0.	
FROM K-1 - FOSSIL RIDGE LLC	0.	22,138.		0.	
FROM K-1 - HILGARD INVESTORS LLC	0.	16,118.		0.	
FROM K-1 - LAUREL ROAD, LLC	0.	4,490.		0.	
FROM K-1 - LAUREL ROAD II, LLC	0.	4,740.		0.	
FROM K-1 - MADRONO, LLC	0.	2,717.		0.	
FROM K-1 - MORRISON 2000, LLC	0.	2,503.		0.	
FROM K-1 - RAYMOND RRE INVESTMENTS III LLC	0.	41,042.		0.	
FROM K-1 - RAYMOND RRE INVESTMENTS IV LLC	0.	52,337.		0.	
FROM K-1 - ROCKRIVER III LLC	0.	42,338.		0.	
FROM K-1 - EIG ENERGY FUND XIV-A, LP	0.	0.		0.	
FROM K-1 - TREKK OPPORTUNITY INVESTMENTS, LLC	0.	495.		0.	
FROM K-1S - ROYALTY DEDUCTIONS	0.	387.		0.	

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FROM K-1S - OTHER	0.	933.	0.
PORTFOLIO DEDUCTIONS			
FROM K-1 - SIENNA WAY II, LLC	0.	52,558.	0.
FROM K-1 - THAMES STREET, LLC	0.	562.	0.
FROM K-1 - HILGARD INVESTORS II, LLC	0.	7,771.	0.
FROM K-1 - CORNELL ROAD, LLC	0.	20,000.	0.
FROM K-1 - FUND II-A SPIRITS, LLC	0.	127.	0.
FROM K-1 - PORTICO PLACE, LLC	0.	42.	0.
FROM K-1 - WINDTREE DRIVE, LLC	0.	28.	0.
TO FORM 990-PF, PG 1, LN 16C	450,000.	881,367.	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	932,654.	0.		0.
FOREIGN TAX FROM FINANCIALS	0.	2,444.		0.
FOREIGN TAX FROM K-1 - ALEGRIA V, LLC	0.	356.		0.
FOREIGN TAX FROM K-1 - ALEGRIA VI, LLC	0.	362.		0.
FOREIGN TAX FROM K-1 - HILGARD INVESTORS, LLC	0.	2,360.		0.
FOREIGN TAX FROM K-1 - CONDOR RIDGE IV, LLC	0.	22.		0.
FOREIGN TAX FROM K-1 - ROCKRIVER III, LLC	0.	1.		0.
FOREIGN TAX FROM K-1 - SIENNA WAY II, LLC	0.	270.		0.
TO FORM 990-PF, PG 1, LN 18	932,654.	5,815.		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	5,400.	4,860.		36,648.
FROM K-1 - ALEGRIA V, LLC	0.	590.		0.
FROM K-1 - ALEGRIA III, LLC	0.	-4.		0.
FROM K-1 - ALEGRIA VI, LLC	0.	936.		0.
FROM K-1 - CONDOR RIDGE V, LLC	0.	32.		0.
TO FORM 990-PF, PG 1, LN 23	5,400.	6,414.		36,648.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
NET UNREALIZED GAIN	18,117,402.
CHANGE IN UNCONDITIONAL FUTURE COMMITMENTS	78,060.
TOTAL TO FORM 990-PF, PART III, LINE 3	18,195,462.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK PORTFOLIO	23,908,973.	23,908,973.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,908,973.	23,908,973.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALEGRIA III, LLC	FMV	219,605.	219,605.
ALEGRIA V, LLC	FMV	1,101,772.	1,101,772.
ALEGRIA VI, LLC	FMV	1,219,643.	1,219,643.
CONDOR RIDGE, LLC	FMV	6,475.	6,475.
CONDOR RIDGE IV, LLC	FMV	444,278.	444,278.

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CONDOR RIDGE III, LLC	FMV	160,699.	160,699.
MADRONE, LLC	FMV	349,111.	349,111.
MORRISON 2000, LLC	FMV	293,981.	293,981.
EIG ENERGY FUND XIV-A, LP	FMV	251,350.	251,350.
TREKK OPPORTUNITY INVESTMENTS, LLC	FMV	40,481.	40,481.
LAUREL ROAD, LLC	FMV	4,378,743.	4,378,743.
RAYMOND RRE INVESTMENTS III, LLC	FMV	1,799,689.	1,799,689.
FOSSIL RIDGE LLC	FMV	1,873,081.	1,873,081.
ROCKRIVER III, LLC	FMV	1,927,174.	1,927,174.
HILGARD INVESTORS LLC	FMV	721,411.	721,411.
ASHDALE INVESTORS LLC	FMV	831,482.	831,482.
BDT CAPITAL PARTNERS FUND II(TE)LP	FMV	5,869,529.	5,869,529.
CONDOR RIDGE V, LLC	FMV	132,087.	132,087.
LAUREL ROAD II, LLC	FMV	13,228,125.	13,228,125.
BRONWOOD INVESTORS LLC	FMV	24,069.	24,069.
RAYMOND RRE INVESTMENTS IV, LLC	FMV	502,245.	502,245.
SIENNA WAY II, LLC	FMV	2,982,161.	2,982,161.
CORNELL ROAD, LLC	FMV	2,515,785.	2,515,785.
THAMES STREET LLC	FMV	2,326,799.	2,326,799.
PORTICO PLACE LLC	FMV	544,281.	544,281.
WINDTREE DRIVE LLC	FMV	2,005,520.	2,005,520.
HILGARD INVESTORS II LLC	FMV	205,105.	205,105.
TOTAL TO FORM 990-PF, PART II, LINE 13		45,954,681.	45,954,681.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
DESCRIPTION		
DEFERRED TAX LIABILITIES	BOY AMOUNT	EOY AMOUNT
	200,464.	122,113.
TOTAL TO FORM 990-PF, PART II, LINE 22	200,464.	122,113.

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.
JERRY W. CARLTON 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	TRUSTEE 1.00	0.	0.	0.
PETER W. CARLTON 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	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.
FRED GLUCKMAN 865 S. FIGUEROA ST., STE 700 LOS ANGELES, CA 90017	TREASURER 1.00	0.	0.	0.

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ROBERT MILLER
865 S. FIGUEROA ST., STE 700
LOS ANGELES, CA 90017

SECRETARY
1.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

PART XV - LINE 1B
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

ROBERT A. DAY
HOWARD M. DAY, JR.