

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

2019

Open to Public
Inspection

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation The June Foundation		A Employer identification number 95-4745292	
Number and street (or P.O. box number if mail is not delivered to street address) 4221 Wilshire Blvd		B Telephone number (see instructions) (323) 648-3292	
City or town, state or province, country, and ZIP or foreign postal code Los Angeles, CA 90010		C If exemption application is pending, check here ► <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... ► <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <u>18,576,250</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		626,396			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		392,618	392,618		
5a Gross rents					
b Net rental income or (loss)	-13,115				
6a Net gain or (loss) from sale of assets not on line 10		115,952			
b Gross sales price for all assets on line 6a	14,192,495				
7 Capital gain net income (from Part IV, line 2)			222,324		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		-111,833	-111,833		
12 Total. Add lines 1 through 11		1,023,133	503,109		
13 Compensation of officers, directors, trustees, etc.		200,000	100,000	100,000	
14 Other employee salaries and wages		75,480	37,740	37,740	
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		13,960	6,980	6,980	
b Accounting fees (attach schedule)		43,625	21,813	21,812	
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		17,237	8,619	8,618	
19 Depreciation (attach schedule) and depletion		13,090	13,090		
20 Occupancy		18,319	9,160	9,159	
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		158,736	79,370	79,366	
24 Total operating and administrative expenses.					
Add lines 13 through 23		540,447	276,772	263,675	
25 Contributions, gifts, grants paid		811,800		811,800	
26 Total expenses and disbursements. Add lines 24 and 25		1,352,247	276,772	1,075,475	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-329,114			
b Net investment income (if negative, enter -0-)			226,337		
c Adjusted net income (if negative, enter -0-)					

	Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	1,506,636	1,054,056	1,054,056
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) ► 6,617,419			
	Less: allowance for doubtful accounts ►	5,721,476	6,617,419	6,617,419
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)	2,683,653	1,789,847	1,789,847
c	Investments—corporate bonds (attach schedule)	2,399,958	4,006,449	4,006,449
11	Investments—land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	7,207,760	4,483,889	4,658,479
14	Land, buildings, and equipment: basis ► 450,000			
	Less: accumulated depreciation (attach schedule) ► 59,452	403,638	390,548	450,000
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	19,923,121	18,342,208	18,576,250
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons	2,949,856	2,949,856	
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	2,949,856	2,949,856	
Net Assets or Fund Balances				
	Foundations that follow FASB ASC 958, check here ► <input type="checkbox"/> and complete lines 24, 25, 29 and 30.			
24	Net assets without donor restrictions			
25	Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ► <input checked="" type="checkbox"/> and complete lines 26 through 30.			
26	Capital stock, trust principal, or current funds			
27	Paid-in or capital surplus, or land, bldg., and equipment fund			
28	Retained earnings, accumulated income, endowment, or other funds	16,973,265	15,392,352	
29	Total net assets or fund balances (see instructions)	16,973,265	15,392,352	
30	Total liabilities and net assets/fund balances (see instructions)	19,923,121	18,342,208	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	16,973,265
2	Enter amount from Part I, line 27a	2	-329,114
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	16,644,151
5	Decreases not included in line 2 (itemize) ►	5	1,251,799
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	15,392,352

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				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a See Additional Data Table				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 222,324
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.

 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 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))
2018	1,033,517	20,262,478	0.05101
2017	917,787	22,189,052	0.04136
2016	960,351	17,326,571	0.05543
2015	923,748	17,940,166	0.05149
2014	877,679	17,151,017	0.05117
2 Total of line 1, column (d)			2 0.250458
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.050092
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 19,287,348
5 Multiply line 4 by line 3			5 966,142
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,263
7 Add lines 5 and 6			7 968,405
8 Enter qualifying distributions from Part XII, line 4			8 1,075,475

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1	2,263
	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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,263
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	2,263
3	Add lines 1 and 2.	4	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	2,263
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.	6	
6	Credits/Payments:	7	
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	3,290
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	3,290
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,027
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ►	11	Refunded ► 1,027

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	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>	Yes	No
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
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>	Yes	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>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
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>	Yes	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: <ul style="list-style-type: none">By language in the governing instrument, orBy 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	No
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	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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	No
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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	Yes	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 ►Matthew Kest	Telephone no. ►(323) 648-3292
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Located at ►4221 Wilshire Blvd Suite 390 Los Angeles CA

ZIP+4 ►90010

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here and enter the amount of tax-exempt interest received or accrued during the year.	► 15	<input type="checkbox"/>
16	At any time during calendar year 2019, 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	<input type="checkbox"/> Yes <input type="checkbox"/> 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.**

1a	During the year did the foundation (either directly or indirectly):		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(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 checked="" type="checkbox"/> Yes <input 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
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here.	►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 2019?	►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? If "Yes," list the years ► 20____, 20____, 20____, 20____		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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.)	►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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____	►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2019 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 2019.)	►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2019?	►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
(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"/>	<input checked="" type="checkbox"/> Yes
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
(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"/>	<input checked="" type="checkbox"/> Yes
(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"/>	<input checked="" type="checkbox"/> Yes
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"/>	<input checked="" type="checkbox"/> Yes
	Organizations relying on a current notice regarding disaster assistance check here. ► <input 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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<input type="checkbox"/>	<input type="checkbox"/> Yes
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
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 during the year?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Michael Kest 4221 Wilshire Blvd Suite 390 Los Angeles, CA 90010	President 2.00	0		
Matthew Kest 4221 Wilshire Blvd Suite 390 Los Angeles, CA 90010	CFO 40.00	200,000		
Yosef Manela 6300 Wilshire Blvd Suite 2030 Los Angeles, CA 90048	Secretary 1.00	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
Miriam Benjamin 539 N Vista Street Los Angeles, CA 90036	Administrative 20.00	78,606		
Total number of other employees paid over \$50,000.				► <input type="checkbox"/>

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. ►		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	9,446,966
b	Average of monthly cash balances.	1b	1,623,297
c	Fair market value of all other assets (see instructions).	1c	8,510,801
d	Total (add lines 1a, b, and c).	1d	19,581,064
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	
3	Subtract line 2 from line 1d.	3	19,581,064
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	293,716
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,287,348
6	Minimum investment return. Enter 5% of line 5.	6	964,367

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	964,367
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	2,263
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	2,263
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	962,104
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	962,104
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	962,104

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,075,475
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,075,475
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	2,263
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,073,212
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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				962,104
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			806,041	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 1,075,475				
a Applied to 2018, but not more than line 2a			806,041	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2019 distributable amount.				269,434
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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.				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				692,670
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)				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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 2019, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon:			
a	"Assets" alternative test—enter:			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter:			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization.			
(4)	Gross investment income.			

Part XV Supplementary Information (Complete this part only if the 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).)

Michael Kest

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

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

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

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
<i>a Paid during the year</i> See Additional Data Table				
Total			► 3a	811,800
<i>b Approved for future payment</i>				
Total			► 3b	

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.		14		392,618	
5 Net rental income or (loss) from real estate:					
a Debt-financed property.					
b Not debt-financed property.		16		-13,115	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory		18		115,952	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e).				383,622	
13 Total. Add line 12, columns (b), (d), and (e).			13		383,622
(See worksheet in line 13 instructions to verify calculations.)					

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

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
Fidelity Acct. 2515 Short Term	P	2019-01-01	2019-12-31
Fidelity Acct. 2515 Long Term	P	2017-01-01	2019-12-31
Fidelity Acct. 3281 Short Term	P	2019-01-01	2019-12-31
Fidelity Acct. 3281 Long Term	P	2017-01-01	2019-12-31
Interactive Brokers Covered Long-Term	P	2017-01-01	2019-12-31
9905 Energy Transfer LP	P	2018-10-19	2019-01-07
Interactive Brokers Short Term Noncovered	P	2019-01-01	2019-12-31
Interactive Brokers LT Noncovered	P	2017-01-01	2019-12-31
Interactive Brokers Reg Futures Contract	P	2019-01-01	2019-01-01
306.052 FPA New Income	P	2018-06-28	2019-07-01

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,409,931		1,414,819	-4,888
895,084		890,065	5,019
144,167		132,650	11,517
509,764		460,663	49,101
262,526		321,167	-58,641
142,599		169,404	-26,805
184,878		182,249	2,629
214,437		316,730	-102,293
9,452			9,452
3,053		3,061	-8

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			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-4,888
			5,019
			11,517
			49,101
			-58,641
			-26,805
			2,629
			-102,293
			9,452
			-8

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.)
292.916 FPA New Income	P	2018-07-27	2019-08-02
3500 vIRTUS sEIX US GOVT	P	2018-05-30	2019-07-12
34100 vIRTUS sEIX US GOVT	P	2018-05-30	2019-08-27
ALERIAN MLP ETF	P	2018-12-27	2019-01-03
ALERIAN MLP ETF	P	2018-12-27	2019-01-07
ALIBABA GROUP HOLDING-SPADR	P	2019-05-09	2019-05-09
ALIBABA GROUP HOLDING-SPADR	P	2019-06-03	2019-06-03
ALIBABA GROUP HOLDING-SPADR	P	2019-06-05	2019-06-05
ALIBABA GROUP HOLDING-SPADR	P	2019-06-14	2019-06-14
ALIBABA GROUP HOLDING-SPADR	P	2019-06-19	2019-06-19

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 (g) plus expense of sale	(h) (e) plus (f) minus (g)
2,926		2,928	-2
35,000		35,009	-9
341,000		341,084	-84
3,046		2,919	127
7,713		6,851	862
140,020		135,311	4,709
29,770		25,643	4,127
78,187		79,806	-1,619
134,180		139,050	-4,870
87,198		93,068	-5,870

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			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	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-2
			-9
			-84
			127
			862
			4,709
			4,127
			-1,619
			-4,870
			-5,870

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.)
ALIBABA GROUP HOLDING-SPADR	P	2019-06-21	2019-06-21
ALIBABA GROUP HOLDING-SPADR	P	2019-07-05	2019-07-05
ALIBABA GROUP HOLDING-SPADR	P	2019-07-18	2019-07-18
ALIBABA GROUP HOLDING-SPADR	P	2019-07-19	2019-07-19
ALIBABA GROUP HOLDING-SPADR	P	2019-07-22	2019-07-22
ALIBABA GROUP HOLDING-SPADR	P	2019-07-30	2019-07-30
ALIBABA GROUP HOLDING-SPADR	P	2019-08-02	2019-08-02
ALLERGAN PLC	P	2019-01-03	2019-01-09
ALLERGAN PLC	P	2019-06-18	2019-06-19
ALLERGAN PLC	P	2019-06-25	2019-07-03

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 (g) plus expense of sale	(h) (e) plus (f) minus (g)
19,731		21,383	-1,652
27,327		27,557	-230
54,606		57,268	-2,662
26,986		28,913	-1,927
27,461		29,070	-1,609
54,554		55,966	-1,412
27,199		26,527	672
124,845		117,379	7,466
56,612		53,903	2,709
138,420		133,723	4,697

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			
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
			-1,652
			-230
			-2,662
			-1,927
			-1,609
			-1,412
			672
			7,466
			2,709
			4,697

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
ALLERGAN PLC	P	2019-07-05	2019-07-05
ALLERGAN PLC	P	2019-07-05	2019-09-20
ALTABA INC	P	2019-04-05	2019-05-09
APPLE INC	P	2019-01-01	2019-01-16
APPLE INC	P	2019-01-01	2019-01-31
APPLE INC	P	2018-11-20	2019-01-10
APPLE INC	P	2018-11-26	2019-01-18
BANK OF AMERICA CORP	P	2019-03-22	2019-11-13
BANK OF AMERICA CORP	P	2019-08-05	2019-11-13
BANK OF AMERICA CORP	P	2019-01-01	2019-09-09

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
24,156		24,003	153
136,950		137,411	-461
135,195		138,003	-2,808
61,224		72,623	-11,399
140,043		158,515	-18,472
71,963		89,995	-18,032
67,060		74,469	-7,409
144,380		118,347	26,033
7,851		6,678	1,173
132,302		117,068	15,234

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			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			153
			-461
			-2,808
			-11,399
			-18,472
			-18,032
			-7,409
			26,033
			1,173
			15,234

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.)
BANK OF AMERICA CORP	P	2019-01-01	2019-11-13
BANK OF AMERICA CORP	P	2018-12-28	2019-04-01
BBX CAPITAL CORP	P	2019-05-07	2019-05-07
BBX CAPITAL CORP	P	2019-05-08	2019-05-08
BRISTOL-MYERS SQUIBB CO	P	2019-06-26	2019-11-21
BRISTOL-MYERS SQUIBB CO	P	2019-11-13	2019-11-13
BRISTOL-MYERS SQUIBB CO	P	2019-11-21	2019-11-21
BRISTOL-MYERS SQUIBB CO-CVR	P	2019-06-26	2019-11-21
CABOT OIL & GAS CORP	P	2019-09-06	2019-09-10
CELGENE CORP	P	2019-01-01	2019-01-03

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
22,900		18,890	4,010
152,340		132,471	19,869
5,711		4,745	966
5,806		4,886	920
6,288		6,205	83
27,975		35,824	-7,849
27,202		33,733	-6,531
1,601		1,600	1
55,426		52,272	3,154
311,604		258,285	53,319

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			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			4,010
			19,869
			966
			920
			83
			-7,849
			-6,531
			1
			3,154
			53,319

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.)
CELGENE CORP	P	2019-06-26	2019-11-13
CELGENE CORP	P	2019-06-26	2019-11-21
CHECK POINT SOFTWARE TECH	P	2019-01-01	2019-07-02
CHECK POINT SOFTWARE TECH	P	2019-07-15	2019-11-13
CHECK POINT SOFTWARE TECH	P	2019-07-24	2019-11-13
CHECK POINT SOFTWARE TECH	P	2019-07-25	2019-11-13
CHECK POINT SOFTWARE TECH	P	2019-01-01	2019-11-13
CHECK POINT SOFTWARE TECH	P	2019-01-01	2019-11-13
CHKP 16AUG19 120.0 C	P	2019-07-23	2019-08-16
CHKP 17JAN20 110.0 P	P	2019-11-13	2019-11-13

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
81,966		69,150	12,816
35,400		24,002	11,398
140,869		134,366	6,503
110,909		112,584	-1,675
281,147		275,599	5,548
122,460		120,714	1,746
11,575		11,340	235
34,723		34,988	-265
		1,981	-1,981
4,683		1,798	2,885

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			
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
			12,816
			11,398
			6,503
			-1,675
			5,548
			1,746
			235
			-265
			-1,981
			2,885

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.)
GOLDMAN SACHS GROUP INC	P	2018-12-17	2019-01-16
HILTON GRAND VACATIONS INC	P	2019-04-17	2019-04-29
HILTON GRAND VACATIONS INC	P	2019-04-17	2019-05-07
HILTON GRAND VACATIONS INC	P	2019-04-24	2019-05-07
HILTON GRAND VACATIONS INC	P	2019-04-25	2019-05-08
HILTON GRAND VACATIONS INC	P	2019-01-01	2019-05-08
HILTON GRAND VACATIONS INC	P	2019-01-01	2019-06-13
ISHARES CORE S&P 500 ETF	P	2019-07-02	2019-07-02
ISHARES CORE S&P 500 ETF	P	2019-07-25	2019-07-25
ISHARES CORE S&P 500 ETF	P	2019-10-29	2019-10-29

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
134,518		118,531	15,987
2,664		2,723	-59
3,464		3,933	-469
1,060		1,248	-188
2,220		2,706	-486
822		1,006	-184
73,760		66,490	7,270
81,933		82,427	-494
136,062		139,001	-2,939
123,785		124,745	-960

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			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			15,987
			-59
			-469
			-188
			-486
			-184
			7,270
			-494
			-2,939
			-960

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.)
ISHARES CORE S&P 500 ETF	P	2019-11-13	2019-11-13
JOHNSON & JOHNSON	P	2019-10-18	2019-10-23
JPM 17JAN20 125.0 C	P	2019-11-13	2019-11-13
JPMORGAN CHASE & CO	P	2018-12-20	2019-11-13
LOXO ONCOLOGY INC - TENDER	P	2019-02-11	2019-02-19
MARRIOTT VACATIONS WORLD	P	2019-01-01	2019-04-17
RED HAT INC	P	2019-06-26	2019-07-09
SEMGROUP CORP-CLASS A	P	2019-10-23	2019-11-15
SEMGROUP CORP-CLASS A	P	2019-01-01	2019-12-05
SPDR S&P 500 ETF TRUST	P	2019-01-03	2019-01-03

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
423,537		433,922	-10,385
53,105		52,530	575
4,736		5,358	-622
189,805		143,090	46,715
131,365		131,080	285
6,616		6,290	326
136,040		134,357	1,683
25,520		26,298	-778
44,520		44,520	
226,694		226,489	205

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			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-10,385
			575
			-622
			46,715
			285
			326
			1,683
			-778
			205

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
SPDR S&P 500 ETF TRUST	P	2019-06-03	2019-06-03
SPDR S&P 500 ETF TRUST	P	2019-06-13	2019-06-13
SPDR S&P 500 ETF TRUST	P	2019-06-20	2019-06-20
SPDR S&P 500 ETF TRUST	P	2019-07-25	2019-07-25
SPDR S&P 500 ETF TRUST	P	2019-08-05	2019-08-05
SPDR S&P 500 ETF TRUST	P	2019-09-10	2019-09-10
SPDR S&P 500 ETF TRUST	P	2019-09-11	2019-09-11
SPDR S&P 500 ETF TRUST	P	2019-09-12	2019-09-12
SPDR S&P 500 ETF TRUST	P	2019-09-12	2019-09-12
SPDR S&P 500 ETF TRUST	P	2019-09-19	2019-09-19

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
131,910		130,154	1,756
67,588		70,890	-3,302
207,822		220,843	-13,021
134,380		143,112	-8,732
256,283		258,495	-2,212
379,916		382,253	-2,337
265,782		268,931	-3,149
131,485		135,195	-3,710
128,110		131,244	-3,134
773,628		791,695	-18,067

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			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			1,756
			-3,302
			-13,021
			-8,732
			-2,212
			-2,337
			-3,149
			-3,710
			-3,134
			-18,067

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
SPDR S&P 500 ETF TRUST	P	2019-09-20	2019-10-29
SPY 15FEB19 250.0 P	P	2019-01-18	2019-01-18
TESLA INC	P	2019-03-01	2019-03-01
VANGUARD LARGE-CAP ETF	P	2018-12-31	2019-01-10
WELLS FARGO & CO	P	2019-07-16	2019-09-05
WELLS FARGO & CO	P	2019-01-01	2019-07-25
WELLS FARGO & CO	P	2019-01-01	2019-09-10
WELLS FARGO & CO	P	2019-09-11	2019-09-11
WELLS FARGO & CO	P	2019-09-12	2019-09-12
WFC 21JUN19 50.0 C	P	2019-02-08	2019-02-19

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
137,419		134,606	2,813
2,556		880	1,676
26,490		25,296	1,194
254,961		244,997	9,964
137,808		131,491	6,317
309,867		304,792	5,075
274,608		257,738	16,870
273,970		268,947	5,023
272,866		270,291	2,575
11,337		7,747	3,590

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			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			2,813
			1,676
			1,194
			9,964
			6,317
			5,075
			16,870
			5,023
			2,575
			3,590

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
WILLIAMS COS INC	P	2019-01-01	2019-02-15
WILLIAMS COS INC	P	2018-12-24	2019-11-13
Doubleline Low Duration Bond	P	2018-05-30	2019-04-02
Doubleline Low Duration Bond	P	2019-06-28	2019-07-01
FPA New Income	P	2018-05-30	2019-03-22
FPA New Income	P	2018-05-30	2019-03-28
FPA New Income	P	2018-05-30	2019-04-02
FPA New Income	P	2018-05-30	2019-04-08
FPA New Income	P	2018-05-30	2019-05-01
PIMCO Short Asset Investment Fund	P	2019-03-18	2019-03-22

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
260,441		272,092	-11,651
42,093		39,434	2,659
17,000		17,017	-17
3,899		3,901	-2
27,000		27,109	-109
11,250		11,307	-57
17,000		17,103	-103
8,000		8,048	-48
17,000		17,086	-86
23,000		23,023	-23

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			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-11,651
			2,659
			-17
			-2
			-109
			-57
			-103
			-48
			-86
			-23

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
PIMCO Short Asset Investment Fund	P	2019-02-22	2019-03-28
PIMCO Short Asset Investment Fund	P	2019-02-22	2019-04-02
PIMCO Short Asset Investment Fund	P	2019-02-22	2019-04-02
PIMCO Short Asset Investment Fund	P	2019-02-22	2019-04-02
PIMCO Short Asset Investment Fund	P	2019-02-22	2019-04-08
PIMCO Short Asset Investment Fund	P	2019-02-22	2019-05-01
PIMCO Short Asset Investment Fund	P	2019-03-22	2019-05-01
PIMCO Short Asset Investment Fund	P	2019-02-22	2019-07-12
PIMCO Short Asset Investment Fund	P	2019-04-21	2019-07-12
PIMCO Short Asset Investment Fund	P	2019-05-10	2019-08-02

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
11,250		11,272	-22
5,750		5,761	-11
1,757		1,762	-5
9,493		9,521	-28
493		494	-1
493		495	-2
3,426		3,433	-7
31,309		31,382	-73
3,679		3,689	-10
3,182		3,190	-8

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			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-22
			-11
			-5
			-28
			-1
			-2
			-7
			-73
			-10
			-8

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.)
VIRTUS SEIX US Govt Sec Ultra Short BD I	P	2018-05-30	2019-03-22
VIRTUS SEIX US Govt Sec Ultra Short BD I	P	2018-05-30	2019-03-28
VIRTUS SEIX US Govt Sec Ultra Short BD I	P	2018-05-30	2019-04-02
VIRTUS SEIX US Govt Sec Ultra Short BD I	P	2018-05-30	2019-04-02
VIRTUS SEIX US Govt Sec Ultra Short BD I	P	2018-05-30	2019-04-02
VIRTUS SEIX US Govt Sec Ultra Short BD I	P	2018-05-30	2019-04-08
VIRTUS SEIX US Govt Sec Ultra Short BD I	P	2018-05-30	2019-05-01
Interactive Brokers Capital Gain	P	2019-01-01	2019-01-01
Wash Sale			

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 (g) plus expense of sale	(h) (e) plus (f) minus (g)
24,000		24,030	-30
11,250		11,264	-14
5,750		5,757	-7
1,461		1,463	-2
9,789		9,801	-12
789		790	-1
13,250		13,267	-17
93,298			93,298
			106,372

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			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	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-30
			-14
			-7
			-2
			-12
			-1
			-17
			93,298
			-17

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
National Soc For Hebrew Day Schools 1090 Coney Island Ave 3RD FL Brooklyn, NY 11210	None	PC	Public Support of Organization's Mission	400,000
Bais Yaakov School For Girls 7353 Beverly Blvd Los Angeles, CA 90036	None	PC	Public Support of Organization's Mission	2,000
Tomchei ShabbosLos Angeles Los Angeles, CA 90036	None	PC	Public Support of Organization's Mission	2,000
Total			► 3a	811,800

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Tzedaka Fund 42 W 39th St RM 901 New York, NY 10018	None	PC	Public Support of Organization's Mission	2,500
United Institute of Karlin Stolin 1436 42nd St Brooklyn, NY 11219	None	PC	Public Support of Organization's Mission	100
Young Israel Tzedakah Fund 50 Eisenhower Drive Suite 102 Paramus, NJ 07652	None	PC	Public Support of Organization's Mission	200
Total			► 3a	811,800

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Jewish Community Foundation 6505 Wilshire Blvd Suite 1200 Los Angeles, CA 90048	None	PC	Public Support of Organization's Mission	185,000
Fidelity Charitable Donor Advised F PO Box 770001 Cincinnati, OH 45277	None	PC	Public Support of Organization's Mission	220,000
Total			► 3a	811,800

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions.)
11 Other revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a Altair Direct Lending Fun			14	-1,690	
b Altair Global Credit Opp			14	24,898	
c Altair Global Credit Opp			18	-14,805	
d Altair GOF III, LLC			14	14,704	
e Canyon Distressed Opportu			14	1,826	
f Canyon Distressed Opportu			18	-385	
g Eastside Century Partners			14	-55,538	
h Energy Transfer LP			14	-25,997	
i Energy Transfer LP			18	-84	
j Energy Transfer Operating			14	2,609	
k Fortress Real Estate III			14	595	
l Fortress Real Estate Oppo			14	1,675	
m Fortress Real Estate Oppo			18	25,433	
n Fountains Inv LLC			16	-85,688	
o Glean Tech Fund II LP			14	-3,445	
p Prime Finance Short Durat			14	12,164	
q U.S. Farming Realty Fund			14	-13,395	
r U.S. Farming Realty Fund			16	-4,218	
s US Farming Realty Fund			18	363	
t WC16 LLC			16	9,145	

TY 2019 Accounting Fees Schedule

Name: The June Foundation

EIN: 95-4745292

Software ID: 19009920

Software Version: 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	43,625	21,813	0	21,812

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2019 Depreciation Schedule

Name: The June Foundation

EIN: 95-4745292

Software ID: 19009920

Software Version: 2019v5.0

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
940 1st Ave, NY, NY	2015-06-13	360,000	46,362	SL	3.64 %	13,090	13,090		

TY 2019 Investments Corporate Bonds Schedule

Name: The June Foundation

EIN: 95-4745292

Software ID: 19009920

Software Version: 2019v5.0

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate Bonds - Fidelity 2515	3,901,611	3,901,611
Corporate Bonds - Fidelity 3281	104,838	104,838

TY 2019 Investments Corporate Stock Schedule

Name: The June Foundation

EIN: 95-4745292

Software ID: 19009920

Software Version: 2019v5.0

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Interactive Brokers - U518854	878,784	878,784
Corporate Stocks - Fidelity 3281	6,753	6,753
Corporate Stock- Fidelity 2515	904,310	904,310

TY 2019 Investments - Other Schedule**Name:** The June Foundation**EIN:** 95-4745292**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Altair Rimrock LLC (Fidelity 3281)	AT COST		
Altair US Farming Realty (Fidelity 3281)	AT COST	1,046,011	1,038,383
Canyon Distressed Opportunity FD	AT COST	3,125	3,125
Altair Global Credit Opport (Fidel 3281)	AT COST	1,153,058	1,333,215
CIBC World Markets Inc Vision Opp FD Tru	AT COST		
Eastside Century Partners	AT COST	726,723	726,723
Altair GOF III LLC Class B (Fidelit 3281)	AT COST	117,293	116,826
Altair Direct Lend LP CI B (Fid 3281)	AT COST	146,585	149,113
195 Lakeside LLC	AT COST		
WC16 LLC	AT COST	845,024	845,024
Spectra Energy Partners LP	AT COST		
Fortress Real Estate Opportunities II	AT COST	212,926	212,926
Glean Tech LLC	AT COST		
Energy Transfer LP	AT COST	137,504	137,504
Prime Finance Short Duration VI LP	AT COST	160,036	160,036
Fortress Real Estate Opportunities III	AT COST	112,145	112,145
Envoy Technologies, Inc	AT COST	100,000	100,000
Waivecar, Inc.	AT COST	125,000	125,000
Glean Tech Fund II LP	AT COST	307,734	307,734
Fountains Inv LLC	AT COST	444,171	444,171
The Atrium	FMV	300,000	300,000

TY 2019 Land, Etc.
Schedule**Name:** The June Foundation**EIN:** 95-4745292**Software ID:** 19009920**Software Version:** 2019v5.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Buildings	360,000	59,452	300,548	360,000
Land	90,000		90,000	90,000

TY 2019 Legal Fees Schedule

Name: The June Foundation

EIN: 95-4745292

Software ID: 19009920

Software Version: 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	13,960	6,980	0	6,980

TY 2019 Loans from Officers Schedule

Name: The June Foundation**EIN:** 95-4745292**Software ID:** 19009920**Software Version:** 2019v5.0

Item No.	1
Lender's Name	Michael Kest
Lender's Title	Officer
Original Amount of Loan	2895856
Balance Due	2949856
Date of Note	2017-01
Maturity Date	
Repayment Terms	Revolving Loan
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	To Fund JF Realty Receivable
Description of Lender Consideration	
Consideration FMV	2949856

TY 2019 Other Decreases Schedule

Name: The June Foundation

EIN: 95-4745292

Software ID: 19009920

Software Version: 2019v5.0

Description	Amount
Investment FMV Adjustment	1,251,799

TY 2019 Other Expenses Schedule

Name: The June Foundation**EIN:** 95-4745292**Software ID:** 19009920**Software Version:** 2019v5.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Computer & Internet	5,316	2,658		2,658
Insurance	3,284	1,642		1,642
Office Expense	28,196	14,098		14,098
Other Investment Expense	62,741	31,371		31,370
Payroll Processing Fees	1,972	986		986
Postage	395	198		197
Rental Expenses	25	13		12
Section 105 MERP	44,764	22,382		22,382
Supplies	7,269	3,635		3,634
Taxes, Licenses, & Permits	150	75		75

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Disbursements for Charitable Purposes
Telephone	4,624	2,312	2,312

TY 2019 Other Income Schedule**Name:** The June Foundation**EIN:** 95-4745292**Software ID:** 19009920**Software Version:** 2019v5.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Altair Direct Lending Fun	-1,690	-1,690	
Altair Global Credit Opp	-14,805	-14,805	
Altair Global Credit Opp	24,898	24,898	
Altair GOF III, LLC	14,704	14,704	
Canyon Distressed Opportu	1,826	1,826	
Canyon Distressed Opportu	-385	-385	
Eastside Century Partners	-55,538	-55,538	
Energy Transfer LP	-25,997	-25,997	
Energy Transfer LP	-84	-84	
Energy Transfer Operating	2,609	2,609	
Fortress Real Estate III	595	595	
Fortress Real Estate Oppo	1,675	1,675	
Fortress Real Estate Oppo	25,433	25,433	
Fountains Inv LLC	-85,688	-85,688	
Glean Tech Fund II LP	-3,445	-3,445	
Prime Finance Short Durat	12,164	12,164	
U.S. Farming Realty Fund	-13,395	-13,395	
U.S. Farming Realty Fund	-4,218	-4,218	
US Farming Realty Fund	363	363	
WC16 LLC	9,145	9,145	

TY 2019 Other Notes/Loans Receivable Short Schedule

Name: The June Foundation

EIN: 95-4745292

Software ID: 19009920

Software Version: 2019v5.0

Name of 501(c)(3) Organization	Balance Due
Various Small Receivables	136,583
JF Realty	5,404,836
Jonathan Bennett	126,000
Donington	950,000

TY 2019 Taxes Schedule

Name: The June Foundation

EIN: 95-4745292

Software ID: 19009920

Software Version: 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	17,237	8,619		8,618

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

OMB No. 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF.
► Go to www.irs.gov/Form990 for the latest information.

2019Name of the organization
The June FoundationEmployer identification number
95-4745292**Organization type** (check one):**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃ support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

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

Name of organization
The June FoundationEmployer identification number
95-4745292

Part I		Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Kest 2009 Charitable Lead Annuity T 5150 Overland Ave Culver City, CA 90230	\$ 626,396	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)

Name of organization
The June Foundation

Employer identification number

95-4745292

Part II Noncash Property			
(see instructions). Use duplicate copies of Part II if additional space is needed.			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization The June Foundation		Employer identification number 95-4745292	
Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed.			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee