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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

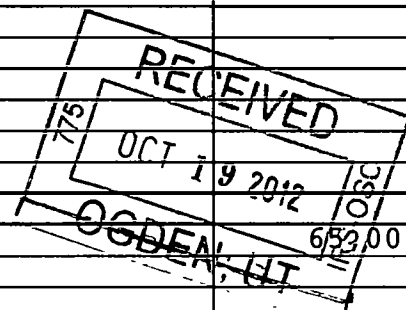
2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE FRAN &amp; RAY STARK FOUNDATION C/O GREY MANAGEMENT, INC.</b>		A Employer identification number <b>95-3767859</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1990 S. BUNDY DRIVE</b>	Room/suite <b>420</b>	B Telephone number <b>310 237 1700</b>
City or town, state, and ZIP code <b>LOS ANGELES, CA 90025</b>		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 checked="" 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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 44,507,580.</b>	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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc., received	685,003.		N/A	
	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	1,253,789.	1,253,789.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	85,357.			
	b Gross sales price for all assets on line 6a	3,601,128.			
	7 Capital gain net income (from Part IV, line 2)		85,357.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income	851,393.	851,393.			
12 Total. Add lines 1 through 11	2,875,542.	2,190,539.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	130,000.	65,000.		65,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	36,751.	18,376.		18,375.
	b Accounting fees	24,112.	12,056.		12,056.
	c Other professional fees	103,230.	51,615.		51,615.
	17 Interest				
	18 Taxes	41,214.	14,194.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	16,862.	8,432.		8,430.
	24 Total operating and administrative expenses. Add lines 13 through 23	352,169.	169,673.		155,476.
	25 Contributions, gifts, grants paid	2,773,333.			2,773,333.
26 Total expenses and disbursements. Add lines 24 and 25	3,125,502.	169,673.		2,928,809.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<249,960.>				
b Net investment income (if negative, enter -0-)		2,020,866.			
c Adjusted net income (if negative, enter -0-)			N/A		



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**THE FRAN & RAY STARK FOUNDATION**  
**C/O GREY MANAGEMENT, INC.**

95-3767859

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	12,166.	260,265.	260,265.
	2 Savings and temporary cash investments	15,074,414.	9,516,853.	9,516,853.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 10</b>	15,192,865.	18,671,928.	19,735,210.
	c Investments - corporate bonds <b>STMT 11</b>	11,494,797.	10,982,185.	11,426,595.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 12</b>	0.	2,082,877.	2,082,877.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ <b>STATEMENT 13</b> )	1,482,794.	1,485,780.	1,485,780.	
<b>16 Total assets (to be completed by all filers)</b>	<b>43,257,036.</b>	<b>42,999,888.</b>	<b>44,507,580.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	43,257,036.	42,999,888.	
<b>30 Total net assets or fund balances</b>	<b>43,257,036.</b>	<b>42,999,888.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>43,257,036.</b>	<b>42,999,888.</b>		

**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	43,257,036.
2 Enter amount from Part I, line 27a	2	<249,960.>
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b>	3	172,592.
4 Add lines 1, 2, and 3	4	43,179,668.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b>	5	179,780.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,999,888.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b <b>SEE ATTACHED STATEMENT</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			
b			
c			
d			
e <b>3,601,128.</b>		<b>3,515,771.</b>	<b>85,357.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<b>85,357.</b>

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	<b>85,357.</b>
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	<b>N/A</b>

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	<b>18,254.</b>	<b>42,879,746.</b>	<b>.000426</b>
2009	<b>2,999,803.</b>	<b>41,380,856.</b>	<b>.072493</b>
2008	<b>2,786,504.</b>	<b>34,920,882.</b>	<b>.079795</b>
2007	<b>2,401,972.</b>	<b>40,684,574.</b>	<b>.059039</b>
2006	<b>2,378,760.</b>	<b>45,091,719.</b>	<b>.052754</b>

2 Total of line 1, column (d)	2 <b>.264507</b>
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3 <b>.052901</b>
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4 <b>46,306,205.</b>
5 Multiply line 4 by line 3	5 <b>2,449,645.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 <b>20,209.</b>
7 Add lines 5 and 6	7 <b>2,469,854.</b>
8 Enter qualifying distributions from Part XII, line 4	8 <b>2,928,809.</b>

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. 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	20,209.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	20,209.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	20,209.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	25,710.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	45,710.	
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	25,501.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 25,501. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>GREY MANAGEMENT INC,</b> Telephone no. <b>310-237-1700</b> Located at <b>1990 S. BUNDY DR. #420, LOS ANGELES, CA</b> ZIP+4 <b>90025</b>			
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 <b>15</b> <b>N/A</b>			
16	At any time during calendar year 2011, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>N/A</b>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 <b>N/A</b>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>N/A</b>		
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.) <b>N/A</b>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>N/A</b>		
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 2011 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 2011.) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ 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?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		130,000.	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

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**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
NONE		

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

**1** NOT APPLICABLE

	0.
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

Total. Add lines 1 through 3

0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	29,088,090.
b	Average of monthly cash balances	1b	14,354,629.
c	Fair market value of all other assets	1c	3,568,657.
d	Total (add lines 1a, b, and c)	1d	47,011,376.
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	47,011,376.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	705,171.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,306,205.
6	Minimum investment return. Enter 5% of line 5	6	2,315,310.

**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	2,315,310.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	20,209.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,209.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,295,101.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,295,101.
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	2,295,101.

**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	2,928,809.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,928,809.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	20,209.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,908,600.

**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.

Form 990-PF (2011)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				2,295,101.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006	18,128.			
<b>b</b> From 2007	2,425,430.			
<b>c</b> From 2008	1,147,266.			
<b>d</b> From 2009	979,988.			
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	4,570,812.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 2,928,809.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				2,295,101.
<b>e</b> Remaining amount distributed out of corpus	633,708.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,204,520.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	18,128.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,186,392.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007	2,425,430.			
<b>b</b> Excess from 2008	1,147,266.			
<b>c</b> Excess from 2009	979,988.			
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011	633,708.			



**THE FRAN & RAY STARK FOUNDATION**  
**C/O GREY MANAGEMENT, INC.**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ANGELS AT RISK 115 BARRINGTON WALK LOS ANGELES, CA 90049	NONE	OTHER PUBLIC CHARITY	AWARENESS, PREVENTION, AND TREATMENT OF DRUG AND ALCOHOL ABUSE	5,000.
BARBARA DAVIS CENTER FOR CHILDHOOD DIABETES 1775 AURORA CT #A140 AURORA, CO 80045	NONE	OTHER PUBLIC CHARITY	RESEARCH AND PREVENTION OF CHILDHOOD DIABETES	10,000.
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	5,000.
CEDARS-SINAI WOMEN'S GUILD 8700 BEVERLY BOULEVARD SUITE 2416 LOS ANGELES, CA 90048	NONE	OTHER PUBLIC CHARITY	MEDICAL PROGRAMS, RESEARCH, EDUCATION AND DISEASE PREVENTION	10,000.
CENTER THEATRE GROUP 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF THEATRICAL AND PERFORMING ARTS IN THE COMMUNITY	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,773,333.
b Approved for future payment				
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	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			14	1,253,789.	
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income			14	851,393.	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	85,357.	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		2,190,539.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)					13 2,190,539.

(See worksheet in line 13 instructions to verify calculations.)

**Part XVI-B 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).

NOT APPLICABLE

## Part XVII


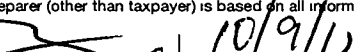
**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  | Yes | No       |
|----------|--|-----|----------|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |     |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |          |
|          | (1) Cash   |     | <b>X</b> |
|          | (2) Other assets   |     | <b>X</b> |
| <b>b</b> | Other transactions:  |     |          |
|          | (1) Sales of assets to a noncharitable exempt organization   |     | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   |     | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   |     | <b>X</b> |
|          | (4) Reimbursement arrangements   |     | <b>X</b> |
|          | (5) Loans or loan guarantees   |     | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   |     | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | <b>X</b> |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |     |          |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee 		Date 10/9/12	Title Director			
Paid Preparer Use Only	Print/Type preparer's name <b>DREW GREY</b>		Preparer's signature 		Date 9/12/12	Check <input type="checkbox"/> if self-employed	PTIN <b>P00180795</b>
	Firm's name ▶ <b>SRG, LLP</b>					Firm's EIN ▶ <b>95-4476507</b>	
	Firm's address ▶ <b>16633 VENTURA BLVD., 6TH FLOOR ENCINO, CA 91436-1835</b>					Phone no. <b>(818) 995-0090</b>	

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

THE FRAN & RAY STARK FOUNDATION  
C/O GREY MANAGEMENT, INC.

Employer identification number

95-3767859

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 foundationCheck 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE FRAN & RAY STARK FOUNDATION  
C/O GREY MANAGEMENT, INC.

Employer identification number

95-3767859

**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
<u>1</u>	<u>ALLISON GORSUCH CLUT #1</u> <u>1990 SOUTH BUNDY DRIVE #420</u> <u>LOS ANGELES, CA 90025</u>	\$ <u>472,046.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	<u>ALLISON GORSUCH CLUT #2</u> <u>1990 SOUTH BUNDY DRIVE #420</u> <u>LOS ANGELES, CA 90025</u>	\$ <u>212,957.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Employer identification number

95-3767859

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

**THE FRAN & RAY STARK FOUNDATION**  
**C/O GREY MANAGEMENT, INC.**

**95-3767859****Part III**

*Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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) ▶ \$ \_\_\_\_\_  
 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE FRAN & RAY STARK FOUNDATION  
C/O GREY MANAGEMENT, INC.

95-3767859

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHILDREN'S INSTITUTE, INC. 2117 WEST TEMPLE STREET LOS ANGELES, CA 90026	NONE	OTHER PUBLIC CHARITY	TREATMENT AND PREVENTION OF CHILD ABUSE AND NEGLECT	265,000.
CHILDRENS HOSPITAL LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE	OTHER PUBLIC CHARITY	MEDICAL PROGRAMS, RESEARCH, EDUCATION AND DISEASE PREVENTION	25,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	75,000.
FOUNDATION FOR ART & PRESERVATION IN EMBASSIES 1725 ST NW #300 WASHINGTON, DC 20006	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	30,000.
FRIENDLY HOUSE 347 SOUTH NORMANDIE AVENUE LOS ANGELES, CA 90020	NONE	OTHER PUBLIC CHARITY	AWARENESS, PREVENTION, AND TREATMENT OF DRUG AND ALCOHOL ABUSE	10,000.
HAMMER MUSEUM 10899 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	20,000.
HARVARD-WESTLAKE SCHOOL 3700 COLDWATER CANYON AVENUE STUDIO CITY, CA 91604	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	5,000.
HOMEBOY INDUSTRIES 130 W BRUNO STREET LOS ANGELES, CA 90012	NONE	OTHER PUBLIC CHARITY	PROGRAMS AND RESOURCES FOR FORMERLY GANG INVOLVED AND RECENTLY INCARCERATED MEN AND WOMEN	100,000.
HOUSE EAR INSTITUTE 2100 W 3RD STREET LOS ANGELES, CA 90057	NONE	OTHER PUBLIC CHARITY	IMPROVING THE QUALITY OF LIFE FOR PEOPLE WITH HEARING LOSS AND RELATED DISORDERS	15,000.
JULES STEIN EYE INSTITUTE 100 STEIN PLAZA DRIVEWAY LOS ANGELES, CA 90095	NONE	OTHER PUBLIC CHARITY	MEDICAL PROGRAMS, RESEARCH, EDUCATION AND DISEASE PREVENTION	95,000.
<b>Total from continuation sheets</b>				<b>2,738,333.</b>

THE FRAN & RAY STARK FOUNDATION  
C/O GREY MANAGEMENT, INC.

95-3767859

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
KECK SCHOOL OF MEDICINE 1975 ZONAL AVENUE KAM 500 LOS ANGELES, CA 90089	NONE	OTHER PUBLIC CHARITY	MEDICAL PROGRAMS, RESEARCH, EDUCATION AND DISEASE PREVENTION	10,000.
LA CONSERVANCY 523 WEST 6TH STREET LOS ANGELES, CA 90014	NONE	OTHER PUBLIC CHARITY	PROGRAMS FOR HISTORIC PRESERVATION	10,000.
LIBERTY HILL FOUNDATION 6420 WILSHIRE BOULEVARD LOS ANGELES, CA 90048	NONE	OTHER PUBLIC CHARITY	PROMOTING EQUALITY AND OPPORTUNITY IN THE COMMUNITY	5,000.
LOS ANGELES ART ASSOCIATION 825 NORTH LA CIENEGA BOULEVARD LOS ANGELES, CA 90069	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	5,000.
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	458,333.
LOS ANGELES POLICE DEPT FOUNDATION 515 S FLOWER STREET #1680 LOS ANGELES, CA 90071	NONE	OTHER PUBLIC CHARITY	LAPD AND PUBLIC SAFETY	255,000.
MARLBOROUGH SCHOOL 250 SOUTH ROSSMORE AVEUNE LOS ANGELES, CA 90004	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	10,000.
MUSEUM OF CONTEMPORARY ART 152 NORTH CENTRAL AVENUE LOS ANGELES, CA 90012	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	25,000.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	50,000.
PLANNED PARENTHOOD 400 WEST 30TH STREET LOS ANGELES, CA 90007	NONE	OTHER PUBLIC CHARITY	HEALTH CARE SERVICES AND EDUCATION FOR WOMEN AND TEENS	50,000.
Total from continuation sheets				

THE FRAN & RAY STARK FOUNDATION  
C/O GREY MANAGEMENT, INC.

95-3767859

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
TEACH FOR AMERICA 606 SOUTH OLIVE STREET SUITE 300 LOS ANGELES, CA 90014	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	5,000.
THE COLLEAGUES 3312 PICO BOULEVARD SANTA MONICA, CA 90405	NONE	OTHER PUBLIC CHARITY	TREATMENT AND PREVENTION OF CHILD ABUSE AND NEGLECT	25,000.
THE HEART FOUNDATION 32107 LINDERO CANYON RD #235 WESTLAKE VILLAGE, CA 91361	NONE	OTHER PUBLIC CHARITY	MEDICAL PROGRAMS, RESEARCH, EDUCATION AND DISEASE PREVENTION	100,000.
THE JOHN THOMAS DYE SCHOOL 11414 CHALON ROAD LOS ANGELES, CA 90049	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	10,000.
THE LOS ANGELES FREE CLINIC 8405 BEVERLY BOULEVARD LOS ANGELES, CA 90048	NONE	OTHER PUBLIC CHARITY	MEDICAL PROGRAMS, RESEARCH, EDUCATION AND DISEASE PREVENTION	50,000.
THE RONALD REAGAN PRESIDENTIAL FOUNDATION 40 PRESIDENTIAL DRIVE SIMI VALLEY, CA 93065	NONE	OTHER PUBLIC CHARITY	HISTORICAL PRESERVATION	5,000.
THE UCLA FOUNDATION 10920 WILSHIRE BOULEVARD #900 LOS ANGELES, CA 90024	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	125,000.
THE UNIVERSITY OF SOUTHERN CALIFORNIA 900 W 34TH STREET LOS ANGELES, CA 90089	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	850,000.
UCLA SCHOOL OF THEATRE 225 CHARLES E YOUNG DRIVE LOS ANGELES, CA 90095	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF THEATRICAL AND PERFORMING ARTS IN THE COMMUNITY	25,000.
UNITED STATES ARTISTS 5757 WILSHIRE BLVD SUITE 58 LOS ANGELES, CA 90036	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	10,000.
Total from continuation sheets				



**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	100,000 SHRS FORD MOTOR CR CO NT	P	05/05/04	10/25/11
b	500,000 SHRS HERTZ CORP SR NT	P	05/17/04	03/01/11
c	1,000,000 SHRS INTERNATIONAL LEASE FIN MTN	P	06/06/08	06/15/11
d	209,000 SHRS KB HOME SR NT	P	06/17/08	08/15/11
e	750,000 SHRS KINDER MORGAN FINANCE CORP	P	08/14/06	01/05/11
f	7,000 SHRS MCGRAW-HILL COS INC	P	01/15/08	03/29/11
g	20,000 SHRS PUBLIC STORAGE MARYLAND	P	04/26/06	06/20/11
h	250,000 SHRS VERIZON PENN NOTES	P	07/19/06	04/27/11
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 100,000.		100,000.	0.
b 500,000.		500,007.	<7.>
c 1,000,000.		981,907.	18,093.
d 209,000.		188,935.	20,065.
e 750,000.		705,262.	44,738.
f 279,807.		285,129.	<5,322.>
g 505,146.		505,146.	0.
h 257,175.		249,385.	7,790.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			<7.>
c			18,093.
d			20,065.
e			44,738.
f			<5,322.>
g			0.
h			7,790.
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	85,357.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST	<28,573.>	0.	<28,573.>
BOND AMORTIZATION	<13,920.>	0.	<13,920.>
COMERICA MM INTEREST	342.	0.	342.
EL CAMINO EUROPE FUND, LTD.- DIVIDENDS	16,858.	0.	16,858.
EL CAMINO EUROPE FUND, LTD.- INTEREST	89.	0.	89.
FIDELITY - DIVIDENDS	580,873.	0.	580,873.
FIDELITY - INTEREST	697,981.	0.	697,981.
THE ELVIS COMPANY	77.	0.	77.
THE VILLAIN COMPANY	62.	0.	62.
TOTAL TO FM 990-PF, PART I, LN 4	1,253,789.	0.	1,253,789.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EL CAMINO EUROPE FUND, LTD.	<11,781.>	<11,781.>	
ROYALTY INCOME	858,291.	858,291.	
THE ELVIS COMPANY	<779.>	<779.>	
THE VILLAIN COMPANY	3,990.	3,990.	
MISCELLANEOUS INVESTMENT INCOME	1,672.	1,672.	
TOTAL TO FORM 990-PF, PART I, LINE 11	851,393.	851,393.	

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL EXPENSE	36,751.	18,376.		18,375.	
TO FM 990-PF, PG 1, LN 16A	36,751.	18,376.		18,375.	



FORM 990-PF		ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING EXPENSE	24,112.	12,056.		12,056.	
TO FORM 990-PF, PG 1, LN 16B	24,112.	12,056.		12,056.	

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 COUNSELING EXPENSES	103,230.	51,615.		51,615.	
TO FORM 990-PF, PG 1, LN 16C	103,230.	51,615.		51,615.	

FORM 990-PF		TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	14,194.	14,194.		0.	
FEDERAL TAXES	27,000.	0.		0.	
FRANCHISE TAXES	20.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	41,214.	14,194.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEES	175.	88.		87.	
INSURANCE	13,540.	6,770.		6,770.	
MESSENGER SERVICE	299.	149.		150.	
OFFICE SUPPLIES AND EXPENSE	557.	279.		278.	
POSTAGE AND SHIPPING	580.	290.		290.	
STORAGE	1,678.	839.		839.	
UTILITIES AND TELEPHONE	33.	17.		16.	
TO FORM 990-PF, PG 1, LN 23	16,862.	8,432.		8,430.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION	AMOUNT				
NONTAXABLE FEDERAL REFUND	91,999.				
NONTAXABLE INCOME FROM PARTNERSHIPS	80,593.				
TOTAL TO FORM 990-PF, PART III, LINE 3	172,592.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	9
DESCRIPTION	AMOUNT				
PRIOR PERIOD ADJUSTMENT FOR STOCK BASIS - FIDELITY 670-149519	179,780.				
TOTAL TO FORM 990-PF, PART III, LINE 5	179,780.				

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	18,671,928.	19,735,210.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,671,928.	19,735,210.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	10,982,185.	11,426,595.
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,982,185.	11,426,595.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EL CAMINO EUROPE FUND, LP	COST	2,082,877.	2,082,877.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,082,877.	2,082,877.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENT ASSETS	1,482,794.	1,485,780.	1,485,780.
TO FORM 990-PF, PART II, LINE 15	1,482,794.	1,485,780.	1,485,780.

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FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WENDY STARK MORRISSEY C/O 1990 S. BUNDY #420 LA, CA 90025	DIRECTOR 5.00	40,000.	0.	0.
ANITA ROSENSTEIN C/O 1990 S. BUNDY #420 LA, CA 90025	DIRECTOR 0.00	0.	0.	0.
FRANKLIN WALLIS C/O 1990 S. BUNDY #420 LA, CA 90025	DIRECTOR 1.00	10,000.	0.	0.
BONNIE GREY C/O 1990 S. BUNDY #420 LA, CA 90025	DIRECTOR 5.00	40,000.	0.	0.
DAVID GEFFEN C/O 1990 S. BUNDY #420 LA, CA 90025	DIRECTOR 0.00	0.	0.	0.
HERBERT ALLEN C/O 1990 S. BUNDY #420 LA, CA 90025	DIRECTOR 0.00	0.	0.	0.
ALLISON GORSUCH C/O 1990 S. BUNDY #420 LA, CA 90025	DIRECTOR 5.00	40,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		130,000.	0.	0.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
<b>Type or print</b> Name of exempt organization or other filer, see instructions <b>THE FRAN &amp; RAY STARK FOUNDATION</b> <b>C/O GREY MANAGEMENT, INC.</b>	<b>Employer identification number (EIN) or</b> <input checked="" type="checkbox"/> <b>95-3767859</b>
<b>File by the due date for your return. See instructions.</b> Number, street, and room or suite no. If a P.O. box, see instructions. <b>1990 S. BUNDY DRIVE, NO. 420</b>	<b>Social security number (SSN)</b> <input type="checkbox"/>
City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>LOS ANGELES, CA 90025</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**GREY MANAGEMENT INC,**

• The books are in the care of **1990 S. BUNDY DR. #420 - LOS ANGELES, CA 90025**

Telephone No **310-237-1700**

FAX No ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

**4** I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

**5** For calendar year **2011**, or other tax year beginning ☐ , and ending ☐

**6** If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

**7** State in detail why you need the extension **SEE STATEMENT 15**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b>	\$ <b>45,710.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b>	\$ <b>46,512.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$ <b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐

Date ☐

Form 8868 (Rev. 1-2012)