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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

THE RAY CHARLES FOUNDATION
2107 WEST WASHINGTON BLVD.
LOS ANGELES, CA 90018

A Employer identification number
95-4047622

B Telephone number (see the instructions)
(323) 737-8000

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

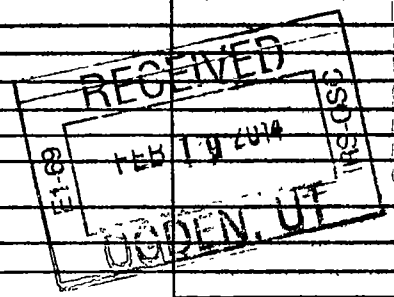
G Check all that apply: Initial return Initial Return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 54,509,058.

J Accounting method: Cash Accrual
 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)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	253,428.	253,428.		
	4 Dividends and interest from securities				
	5a Gross rents	551,127.	551,127.		
	b Net rental income or (loss) 205,633.				
	6a Net gain/(loss) from sale of assets not on line 10	-56,904.			
	b Gross sales price for all assets on line 6a 4,663,225.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)					
11 Other income (attach schedule) SEE STATEMENT 1	1,498,939.	1,298,448.			
12 Total. Add lines 1 through 11	2,246,590.	2,103,003.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	199,344.	96,769.		96,769.
	14 Other employee salaries and wages	261,551.	130,775.		130,775.
	15 Pension plans, employee benefits	8,248.	4,124.		4,124.
	16a Legal fees (attach schedule) . . SEE. ST. 2	391,629.	187,064.		204,564.
	b Accounting fees (attach sch) . . SEE. ST. 3	93,013.	46,506.		46,506.
	c Other prof fees (attach sch) . . SEE. ST. 4	53,290.	26,644.		26,645.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) . . SEE. STM. 5	63,807.	31,902.		31,905.
	19 Depreciation (attach sch) and depletion	130,852.	84,402.		
	20 Occupancy				
	21 Travel, conferences, and meetings	2,505.	1,252.		1,253.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	2,007,103.	1,917,937.		89,165.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,211,342.	2,527,375.		631,706.
	25 Contributions, gifts, grants paid PART XV	1,462,052.			1,462,052.
26 Total expenses and disbursements. Add lines 24 and 25	4,673,394.	2,527,375.	0.	2,093,758.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-2,426,804.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			0.		



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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		3,655,553.	206,775.	209,775.
	2	Savings and temporary cash investments.		34,426,384.	38,232,186.	38,232,186.
	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 sch) ▶	2,000,000.			
		Less: allowance for doubtful accounts ▶		2,000,000.	2,000,000.	2,000,000.
	8	Inventories for sale or use.				
	9	Prepaid expenses and deferred charges.		29,447.	21,097.	21,097.
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)		1,493,506.		
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis ▶	5,975,652.			
	Less: accumulated depreciation (attach schedule) ▶	SEE STMT. 7 ▶	503,006.	5,555,279.	5,472,646.	
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment: basis ▶	4,135,262.				
	Less: accumulated depreciation (attach schedule) ▶	SEE STMT. 8 ▶	95,712.	3,758,284.	4,039,550.	
15	Other assets (describe ▶ SEE STATEMENT 9)		7,279,912.	5,621,000.	5,621,000.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		58,198,365.	55,593,254.	54,509,058.	
LIABILITIES	17	Accounts payable and accrued expenses.				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ SEE STATEMENT 10)		46,265.	43,835.	
	23	Total liabilities (add lines 17 through 22)		46,265.	43,835.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ▶					
	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.					
28	Paid-in or capital surplus, or land, building, and equipment fund.					
29	Retained earnings, accumulated income, endowment, or other funds.		58,152,100.	55,549,419.		
30	Total net assets or fund balances (see instructions)		58,152,100.	55,549,419.		
31	Total liabilities and net assets/fund balances (see instructions)		58,198,365.	55,593,254.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	58,152,100.
2	Enter amount from Part I, line 27a.	2	-2,426,804.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	55,725,296.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	175,877.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	55,549,419.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a VARIOUS CORPORATE SECURITIES	P	VARIOUS	VARIOUS
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 4,663,225.		4,720,129.	-56,904.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-56,904.
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	-56,904.
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	0.

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.

(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 (column (b) divided by column (c))
2010	4,012,068.	52,143,521.	0.076943
2009	2,228,335.	68,590,489.	0.032488
2008	641,087.	76,132,759.	0.008421
2007	1,077,472.	49,915,940.	0.021586
2006	1,051,202.	49,179,450.	0.021375

2 Total of line 1, column (d)	2	0.160813
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.032163
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	51,433,551.
5 Multiply line 4 by line 3	5	1,654,257.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	1,654,257.
8 Enter qualifying distributions from Part XII, line 4	8	2,093,758.

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)	
1 a 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 Instrs)	
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 0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 0.
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 0.
6 Credits/Payments:	
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a
b Exempt foreign organizations – tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments. Add lines 6a through 6d	7 0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11 Enter the amount of line 10 to be credited to 2012 estimated tax	11

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

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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 <u>WWW.THERAYCHARLESFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>VALERIE ERVIN, PRESIDENT</u> Telephone no. <u>(323) 737-8000</u> Located at <u>2107 W. WASHINGTON BLVD. LOS ANGELES CA</u> ZIP + 4 <u>90018</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			N/A
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			

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 <input type="checkbox"/>	1b	N/A
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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u> <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.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
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 25, 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.)	3b	N/A
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

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 propoganda, 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)? (see instructions) 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)? Yes No

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? 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? Yes No

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? Yes No

5b	N/A	
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		193,538.	5,806.	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
ANA BANGAR 2107 WEST WASHINGTON BLVD. LOS ANGELES, CA 90018	CONTROLLER 40	77,200.	8,075.	0.
GWENDOLYNN GREEN 2107 WEST WASHINGTON BLVD. LOS ANGELES, CA 90018	ADMINISTRATOR 40	58,783.	0.	0.
GAYLE BENJAMIN 2107 WEST WASHINGTON BLVD. LOS ANGELES, CA 90018	ADMINISTRATOR 40	54,633.		0.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ROBINS, KAPLAN, MILLER & CERESI, LLP 2049 CENTURY PARK EAST, #3400 LOS ANGELES, CA 90067	LEGAL	149,703.
ROTHMAN, ALPERT, A LAW CORPORATTION 16633 VENTURA BLVD., #1400 ENCINO, CA 91436	LEGAL	108,055.
HUTCHINSON & BLOODGOOD, LLP 101 N. BRAND BLVD., #1600 GLENDALE, CA 91203	ACCOUNTING	101,013.
IVAN HOFFMAN, ATTY AT LAW 10736 JEFFERSONBLVD., #436 CULVER CITY, CA 90230	MANAGEMENT	88,310.
Total number of others receiving over \$50,000 for professional services.		0

Part IX A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
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	8,707,270.
b Average of monthly cash balances	1b	32,663,533.
c Fair market value of all other assets (see instructions)	1c	10,846,000.
d Total (add lines 1a, b, and c)	1d	52,216,803.
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	52,216,803.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	783,252.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	51,433,551.
6 Minimum investment return. Enter 5% of line 5	6	2,571,678.

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	2,571,678.
2a Tax on investment income for 2011 from Part VI, line 5	2a	
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,571,678.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,571,678.
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	2,571,678.

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	2,093,758.
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	2,093,758.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,093,758.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,571,678.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			1,015,089.	
b Total for prior years: 20 04, 20 05, 20 06		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 2,093,758.				
a Applied to 2010, but not more than line 2a			1,015,089.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,078,669.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,493,009.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 13

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 SEE STATEMENT 14				
Total			▶ 3a	1,462,052.
b Approved for future payment				
Total			▶ 3b	

**Depreciation and Amortization
(Including Information on Listed Property)**

2011

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment
Sequence No **179**

Name(s) shown on return
THE RAY CHARLES FOUNDATION

Identifying number
95-4047622

Business or activity to which this form relates

FORM 990/990-PF

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions.	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7.	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8.	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562.	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11.	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12.	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	29,709.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011.	17	16,741.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C – Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28.	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations – see instructions.	22	46,450.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs.	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?							Yes	No	24b If 'Yes,' is the evidence written?		Yes	No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost				
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25				
26 Property used more than 50% in a qualified business use:												
27 Property used 50% or less in a qualified business use:												
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28				
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1										29		

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	31 Total commuting miles driven during the year.											
32 Total other personal (noncommuting) miles driven.												
33 Total miles driven during the year. Add lines 30 through 32.												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year	
42 Amortization of costs that begins during your 2011 tax year (see instructions):						
43 Amortization of costs that began before your 2011 tax year					43	1,533,333.
44 Total. Add amounts in column (f). See the instructions for where to report					44	1,533,333.

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

THE RAY CHARLES FOUNDATION

Identifying number

95-4047622

Business or activity to which this form relates

RENTAL ACTIVITY - RESIDENTIAL APT BLDG, LOS ANGELES, CA

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7.	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instr). ..	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11.	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 .. ▶	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) ..	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	152.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	84,250.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here. ▶ <input type="checkbox"/>		

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property . . .						
c 7-year property . . .						
d 10-year property . . .						
e 15-year property . . .						
f 20-year property . . .						
g 25-year property . . .			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	84,402.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs.	23	

THE RAY CHARLES FOUNDATION

95-4047622

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ALBUM INCOME	\$ 101,752.	\$ 101,752.	
FED/CA TAX REFUNDS	106,920.		
LEGAL SETTLEMENT	60,987.		
MASTER LICENSE REVENUE	570,579.	570,579.	
MISCELLANEOUS INCOME	32,584.		
OIL & GAS LEASE	3,637.	3,637.	
PUBLISHING INCOME	512,456.	512,456.	
ROYALTY RECEIPTS	110,024.	110,024.	
TOTAL	\$ 1,498,939.	\$ 1,298,448.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	\$ 374,129.	\$ 187,064.		\$ 187,064.
SETTLEMENT EXPENSE	17,500.			17,500.
TOTAL	\$ 391,629.	\$ 187,064.	\$ 0.	\$ 204,564.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES.	\$ 93,013.	\$ 46,506.		\$ 46,506.
TOTAL	\$ 93,013.	\$ 46,506.	\$ 0.	\$ 46,506.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS	\$ 23,444.	\$ 11,722.		\$ 11,722.
MANAGEMENT	27,833.	13,916.		13,916.
OTHER	2,013.	1,006.		1,007.
TOTAL	\$ 53,290.	\$ 26,644.	\$ 0.	\$ 26,645.

THE RAY CHARLES FOUNDATION

95-4047622

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	\$ 481.	\$ 240.		\$ 241.
PAYROLL TAXES	31,572.	15,786.		15,786.
PROPERTY TAX	30,613.	15,306.		15,307.
SALES TAX EXPENSE	1,111.	555.		556.
STATE FILING FEE	20.	10.		10.
STATE TAX	10.	5.		5.
TOTAL	\$ 63,807.	\$ 31,902.	\$ 0.	\$ 31,905.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	\$ 13,513.	\$ 6,756.		\$ 6,757.
AMORTIZATION	1,533,333.	1,533,333.		N/A
COMMISSIONS	3,500.	1,750.		1,750.
COMPUTER EXPENSE	8,796.	4,398.		4,398.
DUES & SUBSCRIPTIONS	741.	370.		371.
GARDENING	3,320.	1,660.		1,660.
INSURANCE	64,517.	32,258.		32,258.
INTERNET	2,721.	1,360.		1,361.
INVESTMENT MGMT FEES - T	34,356.	34,356.		
LICENSES AND FEES	1,271.	635.		636.
MEETINGS	1,029.	514.		515.
MISCELLANEOUS	171.	85.		86.
OFFICE EXPENSE	5,037.	2,518.		2,519.
PEST CONTROL	564.	282.		282.
POSTAGE & FREIGHT	2,671.	1,335.		1,336.
PROMOTION	2,057.	1,028.		1,029.
RENTAL EXPENSES	261,092.	261,092.		
REPAIRS & MAINTENANCE	16,564.	8,282.		8,282.
SECURITY	6,524.	3,262.		3,262.
SUPPLIES	8,404.	4,202.		4,202.
TELEPHONE	11,668.	5,834.		5,834.
TRASH SERVICE	1,604.	802.		802.
UTILITIES	23,650.	11,825.		11,825.
TOTAL	\$ 2,007,103.	\$ 1,917,937.	\$ 0.	\$ 89,165.

THE RAY CHARLES FOUNDATION

95-4047622

STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BUILDINGS	\$ 2,276,600.	\$ 503,006.	\$ 1,773,594.	\$ 1,611,250.
IMPROVEMENTS	85,302.	0.	85,302.	0.
LAND	3,613,750.		3,613,750.	3,613,750.
TOTAL	\$ 5,975,652.	\$ 503,006.	\$ 5,472,646.	\$ 5,225,000.

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FURNITURE AND FIXTURES	\$ 100,929.	\$ 0.	\$ 100,929.	\$ 0.
MACHINERY AND EQUIPMENT	2,070,224.	25,819.	2,044,405.	2,000,000.
BUILDINGS	919,500.	48,849.	870,651.	1,200,000.
IMPROVEMENTS	264,609.	21,044.	243,565.	0.
LAND	780,000.		780,000.	0.
TOTAL	\$ 4,135,262.	\$ 95,712.	\$ 4,039,550.	\$ 3,200,000.

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
NET INTANGIBLE ASSETS	\$ 5,621,000.	\$ 5,621,000.
TOTAL	\$ 5,621,000.	\$ 5,621,000.

STATEMENT 10
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

SECURITY DEPOSITS	\$ 43,715.
EMPLOYEE GARNISHMENTS	120.
TOTAL	\$ 43,835.

STATEMENT 11
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

OTHER CHANGES IN VALUE	\$ 66,326.
UNREALIZED LOSS ON INVESTMENTS	109,551.
TOTAL	\$ 175,877.

THE RAY CHARLES FOUNDATION

95-4047622

STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
VALERIE ERVIN 2107 W. WASHINGTON BLVD. LOS ANGELES, CA 90018	PRESIDENT 40.00	\$ 193,538.	\$ 5,806.	\$ 0.
JOSEPH ADAMS 4244 MOUNT VERNON LOS ANGELES, CA 90008	CHAIRMAN 1.00	0.	0.	0.
RONAL J. BOYD 425 S. PALOS VERDES STREET SAN PEDRO, CA 90731	SECRETARY 1.00	0.	0.	0.
REV. CECIL L. MURRAY 4821 PARKLEN AVENUE LOS ANGELES, CA 90043	TREASURER 1.00	0.	0.	0.
MAURI REESE 28632 ROADSIDE DRIVE, #245 AGOURA HILLS, CA 91301	DIRECTOR 1.00	0.	0.	0.
RAMSEY JAY JR. 2548 TOLTEC COURT VENTURA, CA 93001	DIRECTOR 1.00	0.	0.	0.
DIANE TREISTER 349 S. LINDEN DRIVE, B BEVERLY HILLS, CA 90212	DIRECTOR 1.00	0.	0.	0.
STEWART IAN ALPERT 605 TASMAN DRIVE, #1417 SUNNYVALE, CA 94089	DIRECTOR 1.00	0.	0.	0.
TOTAL		\$ 193,538.	\$ 5,806.	\$ 0.

STATEMENT 13
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: GRANT DEPARTMENT
NAME: GRANT DEPARTMENT
CARE OF: THE RAY CHARLES FOUNDATION
STREET ADDRESS: 2107 WEST WASHINGTON BOULEVARD
CITY, STATE, ZIP CODE: LOS ANGELES, CA 90018
TELEPHONE:

FORM AND CONTENT:

THE RAY CHARLES FOUNDATION REQUESTS THAT THE APPLICANT PRINT AND FOLLOW THE GRANT CHECK LIST. UPON COMPLETING THE INSTRUCTIONS, MAIL THE GRANT APPLICATION PACKAGE (COVER LETTER, COMPLETED AND SIGNED ONLINE GRANT APPLICATION, LETTER OF INQUIRY, PROOF OF IRS FEDERAL TAX-EXEMPT STATUS, ANNUAL REPORT [IF AVAILABLE], AND SIGNED GRANT CHECK LIST TO THE FOLLOWING ADDRESS:

THE RAY CHARLES FOUNDATION

95-4047622

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

GRANT DEPARTMENT
THE RAY CHARLES FOUNDATION
2107 WEST WASHINGTON BOULEVARD
LOS ANGELES, CA 90018

SUBMISSION DEADLINES:
RESTRICTIONS ON AWARDS:

NO SUBMISSION DEADLINES - APPLICATIONS REVIEWED ALL YEAR
OBLIGATIONS AND RESPONSIBILITIES OF GRANT RECIPIENTS

- 1) SINCE AN AWARD IS MADE ONLY FOR THE PURPOSES SET FORTH IN THE GRANTEE'S SUBMITTED PROPOSAL AND THE GRANTEE'S GRANT APPLICATION, ANY MODIFICATIONS TO THE PROJECT, AS ORIGINALLY PROPOSED, MAY BE MADE ONLY WITH PRIOR WRITTEN APPROVAL BY THE RAY CHARLES FOUNDATION.
- 2) THE GRANTEE MAY NOT GRANT ANY PORTION OF THE AWARD TO A SECONDARY GRANTEE WITHOUT PRIOR WRITTEN PERMISSION OF THE RAY CHARLES FOUNDATION.
- 3) THE GRANT MUST BE SPENT IN FULL WITHIN THE TIME SET FORTH IN THE GRANT PROPOSAL AND IF NO SUCH TIME IS SET FORTH, THEN WITHIN TWELVE (12) MONTHS FOLLOWING THE GRANT. IN THE EVENT THAT THE GRANT IS EXPRESSLY MADE FOR MULTIPLE YEARS, ANY FUNDS NOT USED IN THE CURRENT YEAR MAY BE APPLIED TO THE PURPOSES OF THE GRANT IN FOLLOWING YEARS BUT ONLY FOR THE YEARS COVERED BY THE GRANT PROPOSAL.
- 4) THE GRANTEE MUST MAINTAIN COMPLETE RECORDS OF RECEIPTS AND EXPENDITURES SUFFICIENT TO IDENTIFY GRANT FUNDS AND EXPENDITURES MADE IN THE FURTHERANCE OF THE GRANT PROPOSAL. THESE RECORDS SHALL BE AVAILABLE FOR INSPECTION BY THE RAY CHARLES FOUNDATION AND SHALL BE MAINTAINED BY THE GRANTEE FOR AT LEAST FOUR YEARS AFTER THE GRANT FUNDS HAVE BEEN EXPENDED.
- 5) WITHIN SIX (6) MONTHS OF RECEIVING A GRANT, THE RECIPIENT IS REQUIRED TO REPORT THE FOLLOWING TO THE FOUNDATION UNLESS EXPRESSLY AGREED UPON OTHERWISE IN WRITING:
 - A. A WRITTEN AND COMPLETE REPORT WITH SUPPORTING DOCUMENTS AND FINANCIALS EVERY 6 MONTHS FOLLOWING THE GRANT DETAILING HOW THE GRANT HAS BEEN USED. (INCLUDED BUT NOT LIMITED TO PROPER ACCOUNTING OF ALL RECEIPTS, EXPENDITURES, INVOICES AND OTHER DOCUMENTS OR RECORDS RELATED TO THE PURPOSES OF THE 'GRANT' THAT YOU WERE AWARDED);
 - B. REPORTS SHALL BE SUBMITTED TO THE RAY CHARLES FOUNDATION 30 DAYS PRIOR TO THE END OF FIRST 6 MONTHS OF THE GRANT PERIOD AND EVERY SUBSEQUENT 6 MONTHS THEREAFTER AND WITHIN THIRTY (30) DAYS OF WHEN THE GRANT FUNDS HAVE BEEN EXPENDED.
 - C. ANY AND ALL PROGRESS MADE THROUGH THE USE OF THE FOUNDATION'S FUNDS;
 - D. SUCCESSES IN DELIVERING PROGRAMS AND ACHIEVING YOUR STATED GOALS; AND
 - E. FAILURE AND DISAPPOINTMENTS IN THE PROGRAMS.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

6) THE RECIPIENT GRANTEE MUST REPAY ANY FUNDS NOT USED FOR GRANT PURPOSES AS DETERMINED BY FINANCIAL DISCLOSURES AND AUDITS. FAILURE OF THE GRANTEE TO COMPLY WITH THE TERMS AND CONDITIONS SET FORTH WILL ENTITLE THE RAY CHARLES FOUNDATION TO REQUEST THE RETURN ON THE GRANT FUNDS WITHIN A SPECIFIED TIME PERIOD. THE RAY CHARLES FOUNDATION RESERVES THE RIGHT TO PURSUE LEGAL ACTION TO ENSURE THAT GRANT FUNDS ARE BEING UTILIZED FOR ITS INTENDED PURPOSE AND MAY REQUEST PAYMENT OF ATTORNEY'S FEES IF NECESSARY.

7) IF THE GRANT IS AWARDED FOR MULTIPLE YEARS, THE EXPECTED FUNDS FOR A PARTICULAR YEAR WILL BE CONSIDERED FOR ROLL OVER INTO THE SUBSEQUENT GRANT YEAR AS LONG AS THE FUNDS ARE USED TO SUPPORT THEIR ORIGINAL PURPOSE. 8) AT THE END OF THE GRANT PERIOD ANY UNEXPENDED GRANT FUNDS SHOULD BE RETURNED WITHIN THIRTY (30) DAYS AFTER COMPLETION OR EXPIRATION OF THE GRANT TO THE RAY CHARLES FOUNDATION. A WRITTEN REQUEST FOR AN EXTENSION OF TIME TO EXPEND FUNDS MAY BE SUBMITTED TO THE RAY CHARLES FOUNDATION TWO MONTHS BEFORE THE CLOSE OF THE GRANT PERIOD.

9) THE GRANTEE AGREES TO FOLLOW GAAP PROCEDURES WITH REGARD TO THE GRANTEE'S ACCOUNTING PROCEDURES.

10) LEGALLY APPROPRIATE STANDARDS FOR DISCLOSURE ARE REQUIRED AND THE GRANTEE SHALL PROVIDE ANY DOCUMENTATION DEEMED NECESSARY AND REASONABLE BY THE FOUNDATION. THE FOREGOING INCLUDES ANY DOCUMENTATION REQUIRED BY THE FOUNDATION TO EXERCISE ITS RESPONSIBILITIES UNDER THE INTERNAL REVENUE CODE AND ANY OTHER STATE OR FEDERAL LAWS.

11) THE FOUNDATION SHALL BE ENTITLED TO EXAMINE AND AUDIT ALL RECORDS OF THE GRANTEE WITH TWENTY (20) DAYS WRITTEN NOTICE TO THE GRANTEE.

12) THE FOUNDATION AND ITS REPRESENTATIVES SHALL BE ENTITLED TO CONDUCT ON-SITE VISITS TO THE GRANTEE WITHOUT PRIOR NOTICE AND SHALL BE ENTITLED TO APPOINT OUTSIDE EVALUATORS IN REGARD TO ALL MATTERS RELATED TO THE GRANT.

13) FULL AND COMPLETE ANNUAL FINANCIAL REPORTS OF THE GRANTEE'S ORGANIZATION SHALL BE SUBMITTED ANNUALLY. THE GRANTEE ALSO SHALL SUPPLY THE FOUNDATION WITH SUCH OTHER INFORMATION AS MAY BE NECESSARY OR DESIRABLE TO PERMIT THE FOUNDATION TO EXERCISE ITS RESPONSIBILITY FOR THE SUPERVISION OF THE GRANT AS REQUIRED BY THE INTERNAL REVENUE CODE.

14) IT IS THE RESPONSIBILITY OF THE GRANTEE TO NOTIFY THE RAY CHARLES FOUNDATION IN WRITING WITHIN 30 DAYS OF ANY MATERIAL CHANGES IN THE GRANTEE'S ORGANIZATIONAL STATUS, MANAGEMENT ORGANIZATIONAL PURPOSE, TAX STATUS, UTILIZATION OF GRANT FUNDS OR ANY OTHER MATERIAL CHANGES.

15) THE RAY CHARLES FOUNDATION MUST BE NOTIFIED IMMEDIATELY OF ANY CHANGE IN THE RECIPIENT'S FEDERAL TAX

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

STATUS. IN SUCH AN EVENT, THE RAY CHARLES FOUNDATION MAY REQUEST THE RETURN OF ANY UNEXPENDED FUNDS THAT HAVE BEEN AWARDED.

STATEMENT 14
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AL WOOTEN JR. HERITAGE CENTER 9106 S. WESTERN AVENUE LOS ANGELES, CA 90047	NONE	NOT A FDN	EDUCATIONAL PURPOSES	\$ 25,000.
SOUTH CENTRAL SCHOLARS FUND 29000 S. WESTERN AVENUE, STE. 401 RANCHO PALOS VERDES, CA 90275	NONE	NOT A FDN	EDUCATIONAL	25,000.
LAPD COMMUNITY YOUTH WELFARE & EDUCATION 100 W 1ST STREET LOS ANGELES, CA 90012	NONE	NOT A FDN	HEALTH CARE	680,000.
ORALINGUA SCHOOL FOR THE HEARING IMPAIR 7056 SOUTH WASHINGTON AVENUE WHITTIER, CA 90602	NONE	NOT A FDN	EDUCATION	22,276.
SCHOOL ON WHEELS 83 S. PALM VENTURA, CA 93001	NONE	NOT A FDN	EDUCATION	12,500.
UNITED NEGRO COLLEGE FUND 3699 WILSHIRE BLVD. LOS ANGELES, CA 90010	NONE	NOT A FDN	EDUCATION	500,000.

THE RAY CHARLES FOUNDATION

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STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE H.E. ART PROJECT 1140 NORTH CITRUS DRIVE LOS ANGELES, CA 90038	NONE	NOT A FDN	PROMOTE EDUCATION OF THE ARTS.	\$ 15,000.
HEAR CENTER 301 EAST DEL MAR BLVD. PASADENA, CA 91101	NONE	NOT A FDN	HELP PEOPLE WHO ARE HEARING IMPAIRED.	22,276.
THE HARMONY PROJECT 817 VINE STREET, STE. 212 LOS ANGELES, CA 90038	NONE	NOT A FDN	PROMOTE EDUCATION OF THE ARTS.	25,000.
SPEECH & LANGUAGE DEVELOPMENT CENTER 8699 HOLDER STREET BUENA PARK, CA 90620	NONE	NOT A FDN	FOSTER EDUCATIONAL EXPERIENCES FOR SPEECH IMPAIRED.	25,000.
EDUCATING YOUNG MINDS 3325 WILSHIRE BLVD., STE. 400 LOS ANGELES, CA 90010	NONE	NOT A FDN	FOSTERING AN ENRICHED ENVIRONMENT FOR YOUNG CHILDREN TO LEARN AND GROW.	50,000.
CITY HEARTS 929 EAST 2ND STREET LOS ANGELES, CA 90012	NONE	NOT A FDN	PROMOTE EDUCATION OF THE ARTS.	35,000.
INSIDE OUT COMMUNITY ARTS 2210 LINCOLN BLVD. VENICE, CA 90291	NONE	NOT A FDN	PROMOTE EDUCATION OF THE ARTS.	25,000.
TOTAL				\$ <u>1,462,052.</u>

STATEMENT 15
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
ALBUM INCOME			15	\$ 101,752.	
FED/CA TAX REFUNDS			1	106,920.	
LEGAL SETTLEMENT			1	60,987.	
MASTER LICENSE REVENUE			15	570,579.	
MISCELLANEOUS INCOME			1	32,584.	
OIL & GAS LEASE			1	3,637.	
PUBLISHING INCOME			15	512,456.	
ROYALTY RECEIPTS			15	110,024.	

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

<u>OTHER REVENUE</u>	<u>(A) BUSI- NESS CODE</u>	<u>(B) UNRELATED BUSINESS AMOUNT</u>	<u>(C) EXCLU- SION CODE</u>	<u>(D) EXCLUDED AMOUNT</u>	<u>(E) RELATED OR EXEMPT FUNCTION</u>
SAG PENSION RECEIPTS			14		
TOTAL		<u>\$ 0.</u>		<u>\$ 1,498,939.</u>	<u>\$ 0.</u>

THE RAY CHARLES FOUNDATION

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
FORM 990/990-PF																
AMORTIZATION																
1	MASTER RECORDING	1/01/08		23,000,000							23,000,000	4,599,999	S/L	15		1,533,333
TOTAL AMORTIZATION																
				23,000,000							23,000,000	4,599,999				1,533,333
MACHINERY AND EQUIPMENT																
10	STUDIO EQUIP FRM ESTATE	6/10/04		35,000							35,000	10,500	S/L	HY	5	0
11	STUDIO EQUIP FRM ESTATE	6/10/04		465,000							465,000	139,500	S/L	HY	5	0
12	STUDIO EQUIP FRM ESTATE	6/10/04		1,500,000							1,500,000	450,000	S/L	HY	5	0
13	COMPUTER SOFTWARE	6/10/04		7,320							7,320		S/L	3		0
15	EQUIPMENT - WASHINGTON BL	6/30/09		18,500							18,500	5,550	S/L	HY	5	3,700
17	OFFICE EQUIPMENT - WASHIN	4/30/10		11,521							11,521	1,536	S/L	5		2,304
18	STUDIO EQUIPMENT	2/15/10		32,883							32,883	5,673	S/L	5		6,577
TOTAL MACHINERY AND EQUIPME																
				2,070,224							2,070,224	612,759				12,581
WASHINGTON BLVD																
7	WASHINGTON BLVD BLDG	6/10/04		425,033							425,033	32,694	S/L	MM	39	10,898
8	WASHINGTON BLVD. LAND	6/10/04		780,000							780,000					0
9	WASHINGTON BLVD - F&F	6/10/04		12,665							12,665	5,429	S/L	HY	7	904
14	WASHINGTON BLVD - F&F	6/30/09		8,671							8,671	1,858	S/L	HY	7	1,239
16	WASHINGTON BLVD - F&F	3/31/10		58,093							58,093	6,224	S/L	7		8,299
21	PARKING LOT-IMP WASH BL	4/05/11		19,040							19,040		S/L	7		2,040
22	WASHINGTON BL-IMPROV	7/01/11		245,569							245,569		S/L	15		8,186
23	WASHINGTON BL-F&F	4/11/11		21,499							21,499		S/L	7		2,303

THE RAY CHARLES FOUNDATION

95-4047622

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
	TOTAL WASHINGTON BLVD			1,570,570		0	0	0	0	0	1,570,570	46,205				33,869
	TOTAL DEPRECIATION			3,640,794		0	0	0	0	0	3,640,794	658,964				45,450
RENTAL ACTIVITY - RESIDENTIAL APT BLDG, LOS ANGELES, CA																
LINDEN 85																
2	LINDEN 85 LAND	6/10/04		1,153,750							1,153,750					0
3	LINDEN 85 BLDG	6/10/04		636,000							636,000	69,375	S/L	MM	27.5	.03636
19	NEW ROOF-LINDEN 85	12/01/11		27,390							27,390		S/L		15	152
	TOTAL LINDEN 85			1,817,140		0	0	0	0	0	1,817,140	69,375				23,277
LINDEN 91																
4	LINDEN 91 LAND	6/10/04		2,460,000							2,460,000					0
5	LINDEN 91 BLDG	6/10/04		1,640,000							1,640,000	178,850	S/L	MM	27.5	.03636
6	LINDEN 91 IMPROVEMENTS	6/30/08		41,112							41,112	3,800	S/L	MM	27.5	.03636
20	COMPLETE EXT PAINT-LIN 91	12/31/11		16,800							16,800		S/L		5	0
	TOTAL LINDEN 91			4,157,912		0	0	0	0	0	4,157,912	182,650				61,125
	TOTAL DEPRECIATION			5,975,052		0	0	0	0	0	5,975,052	252,065				84,402
	GRAND TOTAL AMORTIZATION			23,000,000		0	0	0	0	0	23,000,000	4,599,999				1,533,333
	GRAND TOTAL DEPRECIATION			9,615,846		0	0	0	0	0	9,615,846	911,029				130,852