



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

JUL 1, 2011

, and ending

JUN 30, 2012

Name of foundation

RAY FOUNDATION, INC.

A Employer identification number

81-0288819

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

100 AVIATION DRIVE SOUTH

Room/suite

203

B Telephone number

(239) 649-5733

City or town, state, and ZIP code

NAPLES, FL 34104C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

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

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**\$ 16,419,927.** (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).)

(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	3,570.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,285.	1,285.		STATEMENT 1
	4 Dividends and interest from securities	406,399.	406,399.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	390,145.			
	b Gross sales price for all assets on line 6a	673,374.			
	7 Capital gain net income (from Part IV, line 2)		390,145.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	801,399.	797,829.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	3,570.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 4	15,732.	12,128.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23		19,302.	12,128.	0.
	25 Contributions, gifts, grants paid		165,000.		165,000.
	26 Total expenses and disbursements. Add lines 24 and 25		184,302.	12,128.	165,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements		617,097.		
	b Net investment income (if negative, enter -0-)			785,701.	
	c Adjusted net income (if negative, enter -0-)			N/A	

RECEIVED

NOV 19 2012

OGDEN, UT

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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	434,600.	848,928.	848,928.
	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	6,960.	3,356.	3,356.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	9,331,033.	9,537,406.	15,567,643.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 15,414.			
	Less accumulated depreciation STMT 7 ▶ 15,414.			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	9,772,593.	10,389,690.	16,419,927.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	9,772,593.	10,389,690.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	9,772,593.	10,389,690.		
31 Total liabilities and net assets/fund balances	9,772,593.	10,389,690.		

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	9,772,593.
2 Enter amount from Part I, line 27a	2	617,097.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,389,690.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,389,690.

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	10000 ORCL	P	06/30/00	07/11/11
b	3800 UTX	P	08/19/03	07/11/11
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 330,289.		133,520.	196,769.
b 343,085.		149,709.	193,376.
c			
d			
e			

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			196,769.
b			193,376.
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	390,145.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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	2,671,396.	15,114,767.	.176741
2009	215,000.	13,731,822.	.015657
2008	265,000.	12,611,530.	.021013
2007	274,750.	16,592,877.	.016558
2006	200,000.	16,145,177.	.012388

2 Total of line 1, column (d)	2	.242357
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	.048471
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,359,265.
5 Multiply line 4 by line 3	5	744,479.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,857.
7 Add lines 5 and 6	7	752,336.
8 Enter qualifying distributions from Part XII, line 4	8	165,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	15,714.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	15,714.
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	15,714.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,640.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,640.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	12,074.	
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 ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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. ☐ \$ 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? 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) ☐ <u>CO, FL</u>		
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

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 ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► (239) 649-5733 Located at ► 100 AVIATION DRIVE SOUTH, NAPLES, FL ZIP+4 ► 34104			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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 ►	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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 ► N/A	1b	
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 ►	☐ Yes ☒ 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.) N/A	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.) N/A	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

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

6b

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

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
JAMES C. RAY	PRESIDENT/DIRECTOR			
100 AVIATION DRIVE SOUTH, #203		1.00	0.	0.
NAPLES, FL 34104				
JEFFERY J. TEMPAS	TREASURER/DIRECTOR			
5951 S. MIDDLEFIELD ROAD, #105		1.00	0.	0.
LITTLETON, CO 80123				
CHARLES J. AHEARN	SECRETARY/DIRECTOR			
100 AVIATION DRIVE SOUTH, #203		1.00	0.	0.
NAPLES, FL 34104				

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

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

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

0

Part 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	14,751,754.
b	Average of monthly cash balances	1b	841,408.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,593,162.
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	15,593,162.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	233,897.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,359,265.
6	Minimum investment return. Enter 5% of line 5	6	767,963.

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	767,963.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	15,714.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,714.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	752,249.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	752,249.
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	752,249.

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	165,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	165,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	165,000.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				752,249.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	1,791,134.			
f Total of lines 3a through e	1,791,134.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 165,000.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				165,000.
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))	587,249.			587,249.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,203,885.			
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,203,885.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	1,203,885.			
e Excess from 2011				

N/A

- Form 990-PF (2011)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
UND, CENTER FOR INNOVATION FOUNDATION P O BOX 8372 GRAND FORKS, ND 58202	NONE	PUBLIC CHARITY	ENTREPRENEUR INTERN SUPPORT	50,000.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002-4999	NONE	PUBLIC CHARITY	INTERNSHIPS (3)	15,000.
UND, CENTER FOR INNOVATION FOUNDATION P O BOX 8372 GRAND FORKS, ND 58202	NONE	PUBLIC CHARITY	MARKETING/FINANCE DIRECTOR	50,000.
UND, CENTER FOR INNOVATION FOUNDATION P O BOX 8372 GRAND FORKS, ND 58202	NONE	PUBLIC CHARITY	ENTREPRENEUR INTERN SUPPORT	50,000.
Total				165,000.
b Approved for future payment				
NONE				
Total				0.

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER AND PERIPHERALS	092004SL		5.00	16	10,814.			10,814.	10,814.		0.
2	CARPET	102504SL		5.00	16	4,600.			4,600.	4,600.		0.
	* TOTAL 990-PF PG 1 DEPR					15,414.		0.	15,414.	15,414.	0.	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
TEMPORARY CASH INVESTMENTS	1,285.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,285.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL STOCK	406,399.	0.	406,399.
TOTAL TO FM 990-PF, PART I, LN 4	406,399.	0.	406,399.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	3,570.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,570.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	3,604.	0.		0.
FOREIGN TAX PAID	12,128.	12,128.		0.
TO FORM 990-PF, PG 1, LN 18	15,732.	12,128.		0.

FOOTNOTES

STATEMENT 5

PART XV, LINES 2B, 2C, 2D

2B - THE FOUNDATION RECOMMENDS THAT AN APPLICANT INITIALLY SEND A BRIEF LETTER, NOT TO EXCEED TWO PAGES, SUMMARIZING THE GRANT REQUEST CONCEPT. THE FOUNDATION WILL UTILIZE THIS LETTER IN AN INITIAL SCREENING PROCESS. THE LETTER SHOULD CONTAIN THE FOLLOWING:

1. THE EXACT NAME OF THE APPLICANT - AS RECOGNIZED BY THE INTERNAL REVENUE SERVICE.
2. THE APPLICANT'S ADDRESS AND TELEPHONE NUMBER.
3. DATE OF THE APPLICATION.
4. NATURE, HISTORY AND PURPOSE OF APPLICANT'S ORGANIZATION.
5. APPLICANT'S TAX EXEMPT STATUS - INCLUDE A COPY OF IRS DETERMINATION LETTER CONFIRMING STATUS.
6. BRIEF GENERAL DESCRIPTION OF THE APPLICANT'S NEED OR PROBLEM TO BE ADDRESSED.
7. BRIEF PRELIMINARY BUDGET FOR THE PROJECT, INCLUDING THE AMOUNT TO BE REQUESTED FROM THE FOUNDATION, AND PROPOSED SOURCES AND AMOUNTS OF OTHER FUNDING.
8. PLANS FOR COOPERATION WITH OTHER INSTITUTIONS AND ORGANIZATIONS, IF ANY.
9. SIGNATURE AND TITLE OF APPLICANTS'S PROJECT DIRECTOR AND CHIEF ADMINISTRATIVE OFFICER (PRESIDENT, EXECUTIVE DIRECTOR OR OTHER) INDICATING ORGANIZATIONAL APPROVAL OF REQUEST.

2C - THE FOUNDATION HAS NO SUBMISSION DEADLINES. REQUESTS WILL BE CONSIDERED BY THE FOUNDATION AS RECEIVED AND PRESENTED TO THE FOUNDATION BOARD FOR ITS CONSIDERATION AT A REGULARLY SCHEDULED OR SPECIAL MEETING, AS APPROPRIATE.

2D - THE RAY FOUNDATION CONSIDERS A NUMBER OF PARAMETERS IN ITS GRANTMAKING ACTIVITIES. IT IS NOT PRACTICAL TO DETAIL ALL OF THESE CONSIDERATIONS; HOWEVER, THE FOLLOWING CONDITIONS DO APPLY TO ALL APPLICANTS:

1. APPLICANT ORGANIZATIONS MUST BE CLASSIFIED 501(C)(3) BY THE INTERNAL REVENUE SERVICE.
2. THE FOUNDATION WISHES TO ENCOURAGE CREATIVITY,

RESPONSIBILITY, AND SELF-RELIANCE ON THE PART OF THE GRANT RECIPIENTS.

3. THE FOUNDATION HAS A PARTICULAR INTEREST IN AVIATION AND THE DEVELOPMENT OF STRATEGIES AND PROGRAMS WHICH ADDRESS THE INVOLVEMENT AND EDUCATION OF CHILDREN AND YOUNG ADULTS IN AVIATION AND FLIGHT.
4. THE FOUNDATION DOES NOT LIMIT APPLICANTS TO A PARTICULAR GEOGRAPHIC AREA.
5. THE FOUNDATION BOARD OF DIRECTORS MEETS AS NEEDED THROUGHOUT THE YEAR AS WELL AS IN OCTOBER OR NOVEMBER FOR THEIR ANNUAL MEETING. APPLICATIONS ARE CONSIDERED AS THEY ARE RECEIVED.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
4000 SHS BRISTOL MYERS SQUIBB	99,660.	143,800.
19875 SHS A T & T INC	54,355.	708,743.
10000 SHS CHEVRON CORP	114,612.	1,055,000.
10800 SHS J P MORGAN CHASE	276,475.	385,884.
8000 SHS EXXON MOBIL CORP	27,944.	684,560.
13800 SHS GENERAL ELECTRIC	133,076.	287,592.
10000 SHS GLAXOSMITHKLINE PLC	77,163.	455,700.
13260 SHS HEALTH CARE PROP. INVESTORS	150,500.	585,429.
15000 SHS NESTLE (ADR)	77,162.	896,190.
15000 SHS NORTHWEST NATURAL GAS	255,437.	714,000.
21000 SHS ORACLE CORP	270,200.	623,700.
7000 SHS PAYCHEX INC	204,885.	219,870.
24617 SHS PFIZER INC	469,744.	566,191.
23691 SHS U S BANCORP	296,394.	761,901.
6356 SHS WASHINGTON FEDERAL	26,597.	107,353.
5000 SHS NOKIA CORP	70,698.	10,350.
9000 SHS UNITED TECH CORP	354,573.	679,770.
4000 SHS CARDINAL HEALTH INC	163,294.	168,000.
5000 SHS AMERICAN EXPRESS	258,500.	291,050.
11716 SHS BANK OF AMERICA	559,170.	95,837.
8000 SHS JOHNSON & JOHNSON	492,000.	540,480.
12000 SHS MERCK & CO	411,840.	501,000.
10000 SHS DANAHER CORP	386,369.	520,800.
17000 SHS LOWES COMPANIES	519,379.	483,480.
10000 SHS MEDTRONIC INC	544,589.	387,300.
3700 SHS OSHKOSH CORP	150,244.	77,515.
20900 SHS ISHARES S&P 500 INDEX	1,286,530.	1,291,202.
2500 SHS ISHARES EMERG MKTS	107,336.	97,838.
3200 SHS ISHARES MSCI EAFE INDEX	228,841.	159,872.
8400 SHS JABIL CIRCUIT INC	150,612.	170,772.
5400 SHS O'REILLY AUTOMOTIVE	151,869.	452,358.
4200 SHS WALGREEN COMPANY	152,071.	124,236.
500 SHS APPLE INC	97,310.	292,000.
2000 SHS CATERPILLAR INC	106,927.	169,820.
2000 SHS CAREFUSION CORP	64,706.	51,360.
4000 SHS KRAFT FOODS INC	114,413.	154,480.
5000 SHS INTEL CORP	94,202.	133,250.
6000 SHS PEP BOYS	48,127.	59,400.
10000 SHS FORD MOTOR	99,707.	95,900.
6000 SHS PEABODY ENERGY	205,309.	147,120.
2000 SHS TOTAL S.A.	88,823.	89,900.
8000 SHS YAHOO INC	95,763.	126,640.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,537,406.	15,567,643.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER AND PERIFERALS	10,814.	10,814.	0.
CARPET	4,600.	4,600.	0.
TOTAL TO FM 990-PF, PART II, LN 14	15,414.	15,414.	0.